Terms of Reference for Remuneration Committee 2026-2027

General Terms

The Remuneration Committee should ensure that all pay determinations act in accordance with PCLC's pay policies and procedures, including adherence to any timings of pay determinations.

The Board of Trustees has delegated the setting and review of executive leaders' pay to the PCLC Remuneration Committee and will establish terms of reference for the Remuneration Committee to be reviewed on an annual basis.

Membership and quorum of the Remuneration Committee

The Remuneration Committee will be appointed by the Board of Trustees. Whilst there is no statutory guidance surrounding the number of committee members, the minimum number should be three trustees. Membership may include persons who are not trustees, but the majority of members must be trustees. Any paid employees of the school who are also trustees are unable to be members of the Remuneration Committee.

The CEO is able to attend meetings in an advisory capacity as and when invited by the Committee. However, they will not be present at their own pay determination.

Only full members of the Committee who have been approved by the Board of Trustees have the right to vote on any matters. The Committee may decide to appoint non-voting members, as approved by the Board of Trustees, who are able to provide advice on matters.

The quorum of the Committee will be one half of the numbers of the committee rounded up to the nearest full number, e.g. if the Committee consists of five members, then a minimum of three members must attend the meeting in order to meet the quorum.

The Committee is not permitted to have the same panel of trustees who consider the pay of executive leaders as those who consider pay appeals for executive leaders.

Term of office

The Committee will be appointed annually by the Board of Trustees and shall hold office from either the date of their appointment until their resignation, or their omission from membership of the committee on subsequent consideration by the Board of Trustees – whichever occurs first.

Meetings

- The Committee will meet as often as is necessary to fulfil its responsibilities, including in relation to timescales outlined in PCLC's pay policies and procedures.
- The chair of the Committee or any two committee members may, by giving notice in writing to the clerk, call unscheduled meetings as long as appropriate notice of at least seven days is given to the other members of the committee. A shorter notice may be given where the chair of the Committee decides a particular pay or appeals issue requires addressing immediately.
- The frequency and dates for Committee meetings will be considered before the autumn term of the school year, or as soon as possible.

- The clerk to the Committee – who acts as the clerk to the Board of Trustees – will circulate an agenda, copies of minutes of the previous committee meeting, and any papers to be considered, no fewer than seven working days prior to the meeting.
- Members will withdraw from the meeting if there is an identified or potential conflict of interest, or there is a motion to question their ability to remain impartial.
- The clerk will take minutes of the meeting. These will be approved by the chair of the Committee as an accurate representation of the meeting before being shared with Committee members for final approval at the next Committee meeting. The minutes will remain confidential and will only be shared with trustees who were present at the Remuneration Committee meeting. A verbal summary report will be presented by the Renumeration Committee chair to the Board of Trustees at the next Trust Board meeting which follows the meeting of the Remuneration Committee.
- The Committee may invite non-members to meetings to assist or advise on a particular matter or issue. These additional attendees will not be entitled to vote on any matters.
- Every matter to be decided upon will be determined by a majority vote – where there is an equal division of votes, the chair will have the deciding vote. Each member of the committee who is present at the meeting will be entitled to one vote.
- A register of attendance shall be kept for each meeting.

Calendar of business

The Committee will meet as required to discharge their duties. The items of business that may be discussed during the autumn term are outlined below:

- Elect a chair of the Committee.
- Confirm that performance management review panels consisting of trustees, local governors and external advisors to facilitate performance reviews of executive and senior leaders across the Trust have been established.
- Confirm that three trustees who do not serve on the Remuneration Committee will hear any appeals.
- Confirm meeting dates, if these have not already been established at the end of the previous academic year.
- All Committee members should have read and understood PCLC's latest Pay and Appraisal policies.
- Determine the group size of each PCLC school as set out in the Teachers' Pay and Conditions Document. This should be recorded in the minutes.
- Make determinations in respect of performance management and ratify remuneration* for the academic year, following recommendations made by the executive leaders' appraisal panels. This must be done before 31st December each year.
- To determine increases in pay scales over an agreed monetary value, the entry pay and pay scales for newly established roles within the trust or pay scale for senior appointments.
- Monitor the implementation of PCLC Pay Policy and Appraisal procedures in relation to the Trust's executive leaders.

**includes pay, pension and any other benefits*.

General Duties

- To observe and comply with PCLC's Trustees' Code of Conduct at all times.
- To appoint a professional clerk to advise and guide the committee regarding their duties and responsibilities, and to record minutes of all committee meetings.
- To deal with all matters relating to remuneration and performance management that may be referred by the Board of Trustees.

- To keep up-to-date with any relevant legislation and changes to PCLC policies.
- To analyse pay information to identify and explore any gender pay gaps, challenges to achieving pay equality in PCLC and any successes.
- To seek professional external advice as necessary.
- To attend relevant training when appropriate.
- To report to the Board of Trustees on the proceedings, recommendations and decisions of the committee.
- To fairly apply the criteria related to discretionary payments and additional benefits.
- To ensure that all relevant staff members are notified of any trust decisions made relating to their pay.
- To follow the principle of confidentiality in relation to all pay discussions and decisions.
- To ensure that statutory and contractual requirements are applied appropriately to all staff members.
- To ensure the Trust has published on its website in a separate readily accessible form the number of employees whose benefits exceeded £100k, in £10k bandings, as an extract from the disclosure in its financial statements for the previous year ended 31 August. Benefits for this purpose include salary, other taxable benefits and termination payments, but not the Trust's own pension costs.

Appeals

- To agree an appropriate procedure for hearing staff pay appeals.
- To ensure that all staff members are aware of the agreed appeals procedure.
- To hear any appeals made by staff members concerning pay and performance outcomes.
- To communicate, as per agreed procedures, the panel's decisions concerning pay and performance outcomes.

Authority

The committee is authorised by the Board of Trustees to:

- investigate any activity within its terms of reference.
- seek any information it requires from any employee, with all employees directed to cooperate with any request made by the committee.
- obtain any external legal or independent professional advice, where necessary.

These Terms of Reference were reviewed and approved by the Board of Trustees on **13th July 2026** and will come into effect on the **2nd September 2026.** This will be be reviewed annually.