



RISK & REMUNERATION COMMITTEE (RREmCo)

TERMS OF REFERENCE

Turner Schools is a Multi-Academy Trust (MAT), which exists to advance the education of children.

1 Constitution

1.1 The Directors of the MAT have resolved to establish a committee of the Trust Board to be known as the Risk and Remuneration Committee (RRemCo) – ‘the Committee’.

2 Membership

2.1 The Committee shall have a minimum of three members and a maximum of five members. The Chair of the Committee must be a Trust Board Director and have appropriate financial qualifications to undertake the role. An additional member should be independent of the Trust, and the Trust’s Director of Finance and Operations (DfO) from time to time, and HR Manager will be a member of the Committee. The Trust’s Accounting Officer may attend, but cannot be a member of the Committee and must absent him/herself when the Chief Executive’s remuneration is under consideration. The Director of Finance and Operations and HR Manager must absent him/herself from the Committee when DfO/HR Manager remuneration is under consideration.

2.2 No person may act as Chair unless they are also a member of the Trust Board.

2.3 The Director of Finance and Operations shall ensure that a clerk is provided to take minutes at meetings of the Committee.

2.4 The Committee may invite attendance at meetings from persons who are not Directors or committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

3 Remit and responsibilities of the Committee

3.1 The Committee shall be responsible for:

Reviewing risk specifically:

- Monitoring that risk is regularly considered and recorded and mitigating actions are taken where possible and appropriate
- Ensuring that operational risk is appropriately recorded, managed and mitigated and that independent audit in key areas (eg Health and Safety, and Safeguarding) is undertaken annually with findings reported to the main Trust board
- Ensuring that key strategic risks are considered and reported to the main Trust board at each board meeting.

Remuneration matters specifically:

- Defining the Trust's pay and performance policy
- Reviewing the application of the above policy from time to time and at least annually
- Ensuring that adequate performance management, a statutory duty of the Trust Board, is undertaken appropriately
- Ensuring the performance requirements relating to pay are appropriate and proportionate
- Complying with the DfE and ESFA statutory and non-statutory guidance in respect of pay awards, levels and decisions as well as charity and company law
- Ensuring that the Trust is an equal employer
- Monitoring that Teacher performance review and target setting occurs within nationally negotiated timelines
- That in its approach the Trust complies with each employee's contract
- Recommending pay decisions to the Trust Board for approval
- The Committee's Chairman shall be responsible for review and recommendation to the Trust Board of any salary over £100,000 in accordance with ESFA guidance, including the Chief Executive's remuneration.

4 Proceedings of Committee meetings

4.1 The Committee must meet once each year and will usually meet twice per year and can convene from time to time should it be necessary to fulfil its duties.

4.2 The quorum for the transaction of the business of the Committee shall be a majority of the Committee members.

4.3 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.

4.4 Each member present in person shall be entitled to one vote.

4.5 Where there is an equal division of votes the Chair shall have a casting vote.

4.6 A register of attendance shall be kept for each Committee meeting and published annually.

5 Authority

5.1 The Committee is authorised by the Trust Board to:

5.1.1 carry out any activity authorised by these terms of reference; and

5.1.2 seek any appropriate information that it requires from any employee/officer of the Trust to carry out the work delegated to it by the Trust Board and all officers/employees shall be directed to co-operate with any request made.

6 Reporting Procedures

6.1 Within 14 days of each meeting the Committee will:

6.1.1 produce and agree minutes of its meetings;

6.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board. (together called the “Committee Reports”).

6.2 The Committee Reports can be agreed by Committee members by email.

6.3 Subject to paragraph 6.4, the Committee will report to the Trust Board

6.4 From time to time confidential information may be omitted from the Committees reports to either the Executive or the Trust Board.

6.5 The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.

6.6 The Committee shall review its work and these terms of reference from time to time and shall report the outcome and make recommendations to the Trust Board.