



Sapere Aude

Terms of Reference Remuneration Committee

November 2025

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0. Document Control

The table below contains the changes made between the different final editions of this document set for approval. This is to help provide information to those reviewing and approving the document of the changes being made.

Document Control Table	
Title	TBOWA Terms of Reference Remuneration Committee
Version N°	1
Statutory	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Required on Website	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Approval Date	11.12.25
Approval Route	<input checked="" type="checkbox"/> Governance Professional - Chair and Vice Chairs on inception, then chair of committee thereafter - Board.
Review Frequency	Trust board annual <input checked="" type="checkbox"/>
Review Due by Board	Pentecost 2026

History			
V	Date	Author Code	Revision Summary
1	Oct 2025	MLM	<p>First edition, proposed by the chairs of Full board, Resources and Student Experience in response to requirement of ATH 2025 regarding pay decisions and policy.</p> <p>Agreed to progress at Resources Committee meeting on 20.11.25.</p> <p>Terms of reference for RES committee have been amended to reflect extraction of remuneration matters.</p> <p>Remuneration and ALT appraisal matters formerly within the Resources Committee are now delegated to the Remuneration Committee</p> <p>Revised Scheme of Delegation and Terms for RES and new RemCom taken to the Full Trust Board on 11.12.25.</p>

A review date is not a sunset clause. The document remains in place until such time as it has been reviewed or superseded by updated relevant statutory guidance.

1. Purpose

The Remuneration Committee (hereafter, Committee) provides assurance to the Trust Board on matters of pay policy, pay decisions, reward, and appraisal for the Accounting Officer/Principal, and for senior leadership roles that the Committee designates as subject to oversight. The term 'executive' is not used within the Trust. The Committee will instead define and annually review which senior leadership roles fall within its oversight

The Committee will also determine and recommend to the trust board the wider pay policy within which pay decisions for all staff are taken.

The Committee ensures that remuneration and performance management arrangements for all staff are:

- Transparent, proportionate, objective and defensible, in line with the Academy Trust Handbook (ATH);
- Evidence-based, fair, and reflective of TBOWA's Christian ethos and diocesan obligations; and
- Compliant with the Academy Trust Governance Guide and aligns with sector standards on executive pay and wider decisions for other staff.

The Committee ensures that the remuneration framework upholds TBOWA's values of integrity, stewardship, and service, while meeting the public interest test for the use of public funds.

2. Authority

- Delegated by the Trust Board under Articles 101-104 and the Scheme of Delegation.
- The Committee may investigate any activity within its remit and obtain external professional advice as necessary.
- It may secure the attendance of external advisers with relevant expertise.
- It may seek any information required from staff or external sources.
- The Committee will make recommendations to the Board regarding:
 - The scope and composition of ALT (as defined in the Scheme of Delegation);
 - The Principal's pay and benefits;
 - The performance appraisal process for the Principal;
 - The remuneration framework for all staff and associated policies; and
 - The pay policy.
- The Committee will review ALT appraisals presented by the Principal to ensure policy adherence, transparency, consistency and benchmarking mechanisms have been employed. The committee will ensure that appraisals have taken place in line with the agreed process and reflect the performance objectives that have been set for the Principal.

Final decisions on the pay policy are reserved to the full Trust Board, in compliance with ATH 2025, paragraphs 2.27-2.30.

3. Membership

- At least three trustees, and will include the Chair of the Trust Board, the Vice Chair/s of the Trust Board, the Chair of the Resources Committee and the Chair of the Student Experience Committee, and other trustees by invitation.
- Where chairs are unavailable, the relevant vice chair will stand in place of the chair.

- The Chair of the committee will be the Chair of the Resources Committee, providing the same person is not the Chair of the Trust Board. The chair must be an individual who has appropriate experience.
- The Governance Professional will act as Clerk.
- The Committee may co-opt non-trustees with relevant sector, HR or remuneration expertise (non-voting).
- Employees have no voting rights.

4. Attendance

- The Committee may invite the Accounting Officer/Principal to attend part of the meeting to allow the Committee to ask any questions about their role and responsibilities which in turn will facilitate the decision-making process on remuneration.
- Employees have no voting rights and will be asked to withdraw where a conflict exists.
- No employees will be present when their own remuneration or appraisal is under consideration.
- The Director of People and Culture may be invited to attend to provide context and workforce benchmarking data, but will withdraw when requested.
- The Finance Director may be invited to attend to provide affordability information, but will withdraw when requested.
- External advisors (e.g. HR, legal, or pay benchmarking specialists) may attend by invitation.

5. Meetings

- Quorum: three trustees.
- The Committee will meet at least twice per academic year.
- Additional meetings may be convened by the committee chair as required or to review exceptional matters.
- Agendas and supporting papers will be circulated to members at least one week prior to meetings.
- Minutes will be recorded and submitted to the next Trust Board meeting.
- Any external advisory reports or data should be kept confidential for trustee use only.

6. Responsibilities

- Adhere to academy regulation within the [Academy Trust Handbook](#) and the [Academy Trust Governance Guide](#).

Christian Distinctiveness

The Committee will ensure people and pay decisions uphold the Trust's Christian character and diocesan obligations.

A. Determining the Scope of the Committee's Remit

The Committee shall:

- Review and approve for recommendation to the Full Board, the pay of the Principal.
- Review the Committee's scope, in accordance with updates to the Academy Trust Handbook, any changes to that affect remuneration.

- The Committee will agree and annually review ALT roles (including, but not limited to, the Principal) that fall within its oversight, based on responsibility, risk, and governance requirements.

B. Obligations and Risk Management

- The Committee should consider including other best practice measures including:
 - Pay by per pupil costs
 - Executive Pay by Ofsted
 - Pay ratio as per The Companies (Miscellaneous Reporting) Regulations
 - Pay ratio to Early Career Teacher (ECT) pay or consideration of the pay multiple of senior leader pay and the median earnings of the Academy's whole workforce
 - The totality of leadership costs as an appropriate oversight figure
- The Committee should consider the educational offer provided by the Academy in the broader sense, and how Principal and ALT pay is linked to this and offers value for money.
- The Committee should consider the terms and conditions afforded to senior leaders, in the sector, as a whole.

C. Principal's Pay and Rewards, Senior Role Compliancy

- Recommend to the Board the policy, framework, and process for determining the Principal's pay.
- Ensure decisions are evidence-based, reasonable, and defensible, taking account of:
 - Role scope and complexity;
 - Benchmarking and sector data;
 - Performance, the trust's characteristics, and context;
 - Public sector comparators and affordability.
- Confirm that pay decisions for the Principal do not increase at a faster rate than that of teachers, both annually and over the longer term (ATH 2025 S.2.28).
- Ensure all senior roles are on payroll and compliant with HM Treasury guidance on PAYE (ATH 2025 S.2.30).
- Oversee compliance with statutory pay disclosure, including publication of the number of employees whose benefits exceed £100,000 in £10,000 bands.

D. Performance Management

- Oversee the annual appraisal of the Principal.
- Approve the Principal's performance objectives and ensure the appraisal process is independent, fair, and externally moderated where appropriate.
- Review appraisals of the ALT as determined by the Committee and ensure clear links between performance, pay progression, and trust priorities.
- Ensure appraisals support leadership development, wellbeing, and succession planning.
- Monitor the effectiveness of the performance appraisal systems for teaching and support staff.
- Ensure performance management is linked to professional development, pay progression, and school improvement priorities.

E. Strategic Succession Planning

- Ensure succession planning for ALT roles within the Committee's defined oversight scope.

F. Policy, Compliance, and Assurance

- Review and recommend to the Board updates to:
 - The Trust Pay Policy (including a distinct section on executive pay – as prescribed by ATH);
 - Associated HR policies (Appraisal).
- Ensure no individual participates in any decision regarding their own pay.
- The outcome of the committee’s decisions will remain confidential until approved by the Full Board.
- Confirm that all pay and appraisal decisions are properly documented and justifiable to regulators and auditors.
- Commission independent benchmarking or external advice where appropriate to provide assurance on value for money and proportionality.
- Ensure compliance with employment law, safeguarding requirements, and safer recruitment practices.

7. Process and Documentation

- The Committee will follow an annual remuneration cycle consisting of evidence gathering, external benchmarking, performance review, and recommendation to the autumn meeting of the Board for approval.
- Documentary evidence will be maintained, including appraisal summaries, benchmarking data, and a documented rationale for each recommendation.
- The Committee will normally commission independent external benchmarking at least once every two years, or more frequently if significant organisational change occurs.
- The Principal’s and ALT pay ratio/s (to the median employee and Early Career Teacher pay) will be monitored annually as part of proportionality assessment.
- All deliberations, papers, and records of decision will be treated as confidential, retained securely by the Governance Professional, and made available to the DfE or auditors upon request.
- Appeals against the Principal’s pay decisions may be heard by trustees not serving on the Remuneration Committee, ensuring impartiality.

8. Reporting and Evaluation

- Provide a written report to the Trust Board after each meeting summarising decisions, recommendations, and key assurances.
- Submit formal recommendations to the Board on:
 - ALT structure and scope;
 - The Principal’s pay and benefits;
 - Annual appraisal outcomes and linkages to remuneration.
- Ensure statutory disclosures are made in the annual report and published on the Academy’s website.
- Evaluate its own effectiveness annually and ensure members receive appropriate training and updates.

9. Review

The Terms of Reference will be reviewed annually by the Remuneration Committee, and approved by the Trust Board to ensure alignment with current:

- Academy Trust Handbook (ATH) requirements;
- Academy Trust Governance Guide (ATGG) updates;
- Sector and DfE guidance on pay and appraisal.