

Remuneration Committee

Terms of Reference

2023/24



Constitution

The Committee membership shall comprise of representation from the independent Boards of Suffolk Academies Trust Board (SAT) and West Suffolk College Corporation (WSC). (*the 'Group'*)

Committee Purpose

To review the succession plan, remuneration and other terms and conditions of the CEO and to make recommendations to the independent Finance Committees of the independent Boards for ratification prior to seeking the approval of the independent Boards.

To advise the independent Board on the setting and reviewing performance targets of the Clerk.

Responsibilities

1. To consider and advise the independent Boards on the remuneration and other terms and conditions of the CEO;
2. To consider and advise the independent Boards on all aspects of the employment of the CEO, including recruitment, promotion, retention, setting and reviewing performance targets;
3. To refer recommendations of a financial consequence for review by the independent Finance Committees prior to recommending approval to the independent Boards;
4. To submit any recommendation to the next meeting of the independent Boards as a confidential item;
5. To present its annual report and statement to the independent Boards, as a confidential item;
6. To advise the independent Boards on the setting and reviewing performance targets of the Clerk.

Delegated Authorities

None

Policies/Reports to scrutinise and recommend to the independent boards of SAT and WSC:

1. To advise the independent Boards on the performance (including the targets and review), remuneration and other terms and conditions of the CEO;
2. To advise the independent Boards on the performance (including the targets and review) of the Clerk.

Membership

The Committee shall comprise up to four members including the Chair and Vice-Chairs of the independent Boards and the College's representative Trust Member.

The Committee may invite the other advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

The quorum for meetings of the Committee shall be two appointed Committee members.

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Chair

The Trust Board and Corporation will appoint a common Trustee/Governor (though not the Chair of the independent Boards) as the Committee Chair through its standard processes for a term of one year, renewable, at its meeting in July for the following academic year.

Vice-Chair

The Trust Board and Corporation will appoint a common Trustee/Governor (though not the Chair of the independent Boards) as the Committee Vice Chair through its standard processes for a term of one year, renewable, at its meeting in July for the following academic year.

Clerk

The Governance Professional shall act as Clerk to the Committee

Frequency of Meetings

The Committee will meet not less than once a year.

Term of Office

Appointments of members of the Committee will cease at the end of their term of office as a SAT Trustee or WSC Governor, unless members opt to terminate their membership by issuing notice of resignation to the Governance Professional.

Powers

This Committee is advisory to the independent Boards, apart from the specific powers delegated above and any additional powers as delegated by the Trust Board and/or Corporation, from time to time.