SHARE MAT Remuneration Committee Terms of Reference 2026-27

1. Constitution

The SHARE MAT board of directors has resolved to establish a remuneration committee to advise and make recommendations to the board on matters relating to the trust's executive team staff and pay structures.

The remuneration committee is responsible to the board of directors. Its purpose is to advise the board about executive pay decisions or act as an appeal panel for pay decisions made by the trust's executive leadership team.

The committee's terms of reference are agreed and adopted by the board and can only be amended with the approval of the board.

2. Membership

The committee will consist of at least two directors who will be appointed by the board. The board may also appoint independent members, provided directors remain in the majority.

Members of the committee shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the board. The board will review committee membership annually at the start of the academic year.

The committee will appoint a chair and a vice chair.

Any other members of staff or external professionals may be invited to attend meetings as required.

3. Meetings

The committee will meet at least twice per year and on an ad-hoc basis at the request of one of its members or the directors. Any ad-hoc meeting is likely to address a specific pay issue or a request for an additional appointment to the executive team.

The quorum shall be two directors.

The administration of meetings will be managed by the clerk to the directors.

In addition to participation in person, committee members may provide comments or indicate their position via e-mail to the clerk (ahead of the meeting) or by telephone

conferencing during the meeting. Any such indication will be recorded for the purposes of forming a recommendation, not for making a decision.

4. Authority

The committee will report to the board on any matter considered in accordance with the decision-making and accountability framework and the scheme of delegation. All outputs from the committee will take the form of recommendations, not decisions.

The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the board of directors.

The committee is authorised to obtain any legal and professional advice it considers necessary, normally in consultation with the chair of directors.

5. Main Duties

The committee will help the board to fulfil its obligations, pay and remuneration decisions, including:

- an agreed and transparent process for determining executive pay;
- support for independent scrutiny by the board;
- support for robust, evidence-based decision-making by the board;
- proportionality, so that pay and benefits represent good value for money and are defensible relative to the public-sector market;
- documented recommendations with clear rationale;
- a presumption that executive pay and benefits should not increase at a faster rate than that of teachers in individual years or over the longer term;
- recognition that inappropriate pay and benefits may be challenged by the DfE, particularly where there is poor financial management within a trust.

The main duties of the remuneration committee will be written into an annual work programme and will consist of the following responsibilities, all of which relate to making recommendations to the board:

To recommend to the board all aspects of pay for the CEO, including pay range, acting-up payments, additional payments, re-grades, re-designations and any increase in hours.

To recommend to the board the creation of temporary or permanent new posts to the executive team, including roles at the level of CEO, Executive Principals, Director of People & School Improvement and Chief Finance & Operations Officer (CFOO).

To recommend to the board the pay ranges for the senior executive team, i.e. leaders who report directly to the CEO and are usually expected to attend board meetings.

To review remuneration for the executive team based on performance and external benchmarking, and to recommend outcomes to the board. The committee should assure itself that recommendations are based on independent benchmarking, as far as reasonably possible.

To act as an appeal panel where a member of staff wishes to appeal a pay decision made by the executive business team, and to recommend the panel's findings to the board for approval.

To review and advise the board on the trust's pay policy and annual pay progression.

6. Non-majority outcomes

Where the committee is unable to reach a majority position on any matter, this will be clearly recorded and reported to the board as a split recommendation, together with the rationale and differing viewpoints.

7. Review

The committee will conduct an annual review of the terms of reference, reporting to the board any recommended changes.

The committee will conduct an annual review of the work plan, reporting to the board any recommended changes.