

Performance of the CEO and pay of the BDMAT Executive Team Committee: Terms of Reference

Adopted: October 2023

Reviewed: October 2024

Next Review Date: October 2025

Purpose of the committee:

The purpose of the committee is to review and assess CEO performance and recommend to the board appropriate remuneration for the CEO and other members of the BDMAT Executive Team.

1.0 CONSTITUTION

The board of directors (the Directors) of Birmingham Diocesan Multi-Academy Trust (BDMAT) referred to as the Trust Board, hereby resolves to establish a committee of the Trust Board to be known as the 'Performance of the CEO and pay of the BDMAT Executive Team committee' (the Committee).

2.0 MEMBERSHIP

2.1 The Committee shall have three members. All members must be Directors of the Trust Board but must not include any members of the BDMAT Executive Team.

2.2 In respect of pay matters, any connected person to the CEO or other members of the BDMAT Executive Team and any co-opted members of the trust shall be excluded. The Chair of the Board shall attend and will act as chair of this committee.

2.3 The Chair of the Board shall ensure that a clerk is provided to take minutes at committee meetings.

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.

3.0 REMIT AND RESPONSIBILITIES OF THE COMMITTEE

3.1 The Committee shall be responsible for the matters set out in the terms of reference.

4.0 PROCEEDINGS OF COMMITTEE MEETINGS

4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but at least once a year.

4.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

4.3 The quorum for the transaction of the business of the Committee shall be at least 2 of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Directors of the Trust.

- 4.4 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the directors present and voting on the matter.
- 4.5 Each director present in person shall be entitled to one vote.
- 4.6 Where there is an equal division of votes the Chair shall have a casting vote.
- 4.7 A register of attendance shall be kept for each Committee meeting and published annually.

5.0 AUTHORITY

- 5.1 The Committee is authorised by the Trust Board to:
- carry out any activity authorised by these terms of reference
 - seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made

6.0 REPORTING PROCEDURES

- 6.1 Within 14 days of each meeting the Committee will:
- produce and agree minutes of its meetings
 - the minutes will include:
 - (i) decisions made
 - (ii) recommendations to the Trust Board
 - (iii) any items for the information of the Trust Board
 - (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 The Committee Reports will be sent to the Trust Board within 21 days following each Committee meeting.
- 6.4 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.
- 6.5 The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

7.0 Terms of Reference

- 7.1 The committee shall advise the Board on the remuneration packages of the CEO and other members of the BDMAT Executive Team and in doing so it shall consider the following elements:

- Basic salary
 - Pension provisions
 - Main terms and conditions of the individual's employment agreement, with particular reference to the notice periods
 - BDMAT Pay Policy regulations regarding Executive Pay
- 7.2 The committee shall evaluate every two years the specific remuneration package of the CEO and other members of the BDMAT Executive Team. In doing this, they will be minded by benchmarking of similar roles in similar sized MATs (in particular the benchmarking produced annually by the Confederation of School Trusts).
- 7.3 The CEO will evaluate the performance of the other members of the BDMAT executive Team and make recommendations to the committee on their future remuneration based on benchmarking of similar roles
- 7.4 The committee will agree performance objectives with the CEO.
- 7.5 The committee will review and assess performance objectives established before the commencement of the relevant period and determine whether such objectives have been achieved at the end of the relevant period.
- 7.6 In line with performance management across the Trust, the pay of the CEO and BDMAT Executive is no longer linked to performance.
- 7.7 The committee shall annually review and approve changes to the job description of the CEO.
- 7.8 In respect of pay matters, any connected person to the CEO or other members of the BDMAT Executive Team and any co-opted members of the Trust shall be excluded. Where pay matters are being considered the Chair of the Board shall attend.
- 7.9 The pay committee will appoint an external adviser, should one be requested by either the CEO or the Chair of the Trust Board to advise the Committee undertaking the appraisal of the CEO; if an external adviser is used, then the committee will take advice from the external adviser when agreeing objectives and reviewing the CEO's performance.
- 7.10 The board of trustees **must** ensure its decisions about levels of executive pay follow a robust evidence-based process and are reflective of the individual's role and responsibilities. The CEO is not involved in deciding his or her remuneration.

7.11 The board, ensures its approach to pay is transparent, proportionate and justifiable, including:

- The procedure for determining executive pay is agreed by the board in advance and documented
- Decisions about executive pay reflect independent and objective scrutiny by the board and that conflicts of interest are avoided
- Factors in determining pay are clear, including the degree of challenge in the role, have been taken into account
- Pay is defensible relative to the public sector market
- The rationale behind the decision-making process, including whether the level of pay reflects value for money, is recorded and retained

7.12 The pay committee understands that there is a basic presumption that non-teaching pay should not increase at a faster rate than that of teachers in individual years, and over the longer term and that inappropriate pay can be challenged by ESFA, particularly in any instance of poor financial management of the trust.

Appendix

Membership of the Performance of the CEO and pay of the BDMAT Executive Team committee:

Name	Role
Laura Hackett (LH)	Director
Revd Canon Barrie Scott (BS)	Director
Sarah Smith (SSm)	Director and Chair

Clerk to the committee: SIPS