



# Terms of Reference: Pay and Performance Committee

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## 1. SCOPE

### 1.1 Purpose

Responsible for overseeing the remuneration policy and strategy of the organisation and agreeing the salaries and other payments to staff. The Committee shall provide assurance to the Board that the organisation meets required policies, standards, best practice and regulatory requirements.

### 1.2 Authority

The Committee has delegated authority from the Board of Trustees in accordance with the Terms of Reference.

### 1.3 Reporting

The Committee reports to the Board of Trustees

## 2. MEMBERSHIP

### 2.1 Chair

The Committee shall be chaired by a Trustee appointed by the Chair of the Board of Trustees.

### 2.2 Members

Core membership of the Committee will comprise up to four trustees (one of whom will be Chair of the Committee).

### 2.3 Attendees

Standing attendees shall be:

- Senior Leader
- Senior member of staff responsible for Human Resources
- The Chair of the Board of Trustees may attend as an advisor



The Committee may invite other attendees (non-voting) to act in an advisory capacity, as deemed necessary. The Senior Leader may not be involved in decisions as to their own remuneration.

## 2.4 Term of Office

Members shall hold office for three years, and shall be eligible for reappointment for one further term.

## 2.5 Quorum

Quorum is set to three members.

## 3. RESPONSIBILITIES

The responsibilities of the Committee shall be:

- To oversee and monitor on behalf of the Board and recommend to the Board for adoption the broad salary policy, pay structure progression and approach to performance management, and changes to terms and conditions for the organisation.
- To receive recommendations from the Senior Leader for salary changes for all members of the SLT and wider staff, where market forces and other matters dictate the need.
- To receive and to note, the Senior Leader's decision on the annual performance rating for the SLT.
- To set the annual remuneration policy statement for the Trustees Annual Report and Accounts.
- To receive reports on significant severance settlements, employment tribunals, contentious claims and organisation performance ratings.
- To maintain minutes of the meetings of the Committee and to report to the Board on its deliberations.
- To assure that the performance and pay review process was conducted in line with policy and supported with appropriate evidence.
- To consider other matters as referred by the Board from time to time.

## 4. MANAGEMENT

### 4.1 Secretary

There will be a Secretary who will arrange, convene, attend and record all meetings of the Committee.

### 4.2 Papers/Agendas

The Secretary is responsible for circulating papers for the meetings. Agenda and papers will be circulated to all members at least five working days before the meeting.



## **4.3 Meetings**

The Committee will normally meet two times a year in line with the organisation's performance review cycle. Additional meetings may take place at the request of the Committee Chair as necessary on remuneration policy matters.

## **4.4 Attendance**

Members are expected to attend all meetings of the committee, unless agreed by the Chair. Ex-officio attendees must nominate a deputy if unable to attend.

## **4.5 Minutes / reporting**

The Secretary to the Committee shall distribute minutes of each meeting to Committee members within five working days. Minutes will be shared with the Board at the following Board meeting. The Committee chair will report formally to the Board on the Committee's proceedings.

## **4.6 Conflicts of Interest**

Committee members are to abide by the Code of Conduct which includes a conflict of interest clause. Committee members are required to declare their potential interests in accordance with the Conflict of Interest policy as agreed by the Board.

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