

## **1. Purpose**

The purpose of the Committee is to advise the Board of Directors on the remuneration and conditions of service of designated senior post holders of the Trust, those being:

- Chief Executive Officer
- Senior Post Holders
- Individual school Principals

## **2. Membership**

- The Committee and its chair shall be appointed by the Board of Directors, from among its own members.
- The Vice Chair of the Board of Directors shall be a member of the Committee. The Chair should be reserved for any appeals process.
- The Chair of the Finance Committee shall be a member of the Committee.
- There shall be no fewer than three members.
- A quorum shall be at least two members.
- Only members of the Committee may vote at the meeting. Where necessary, the Chair may have a second or casting vote.

## **3. Attendance at meetings**

- The CEO should attend to provide information and participate in discussions.
- The Clerk shall attend to take a record of the meeting, unless otherwise instructed by the Committee.
- The Committee may invite such other persons to attend meetings as may be desirable and necessary in an advisory capacity. Such a person shall not be entitled to vote.
- Any Director may attend meetings of the Committee.
- Only members of the Committee may vote at the meeting. Where necessary, the Chair may have a second or casting vote.

## **4. Frequency of meetings**

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

## **5. Authority**

The Committee is authorised by The ICAT Board of Directors to:

- carry on and/or investigate any activity authorised by these terms of reference.
- to obtain any outside legal or independent professional advice it considers necessary.
- seek any appropriate information that it requires from any employee of the Trust and all employees shall be directed to co-operate with any request made.

## **6. Committee responsibilities**

The duties of the Committee shall be:

- To evaluate and advise the Board of Directors on the remuneration and conditions of service of senior post holders including but not limited to:
  - basic salary
  - benefits in kind
  - annual bonus/performance related elements
  - pension provisions
- To agree annual performance targets/key objectives for senior post holders for the forthcoming year, including those to be set for the purposes of performance related pay, and to determine how these will be measured.
- In relation to each senior post holder, to consider and advise the Board on the achievement of the previous year's performance targets/key objectives.
- To advise the Board of Directors on any compensation (including pension benefits) which may be payable in the event of the early termination of the employment of any senior post holder with the broad aims of:
  - avoiding rewarding poor performance
  - dealing fairly with cases where early termination is not due to poor performance
- To advise the Board of Directors on the terms and conditions of senior post holders, including procedures relating to grievance, disciplinary and dismissal.
- To ensure that appraisal arrangements are in place for all senior post holders.
- To ensure the Trust has a Senior Management succession plan that minimises the risk to business continuity in the event of resignations or long term absence.
- To deal with any matters specifically referred by the Board of Directors.

## **7. Reporting procedures**

The minutes of meetings of the Committee will be circulated to all members of the Trust Board.