



**THE KEMNAL ACADEMIES TRUST
HUMAN RESOURCES COMMITTEE
TERMS OF REFERENCE**

With effect from September 2020

1. Introduction

- 1.1 The Human Resources (HR) Committee (the Committee) is a committee of the TKAT Board (the Board).
- 1.2 The Board has established the Committee to support it in its responsibilities for ensuring the highest standards of corporate governance in the remuneration and succession planning of the Chief Executive (CEO) and Senior Managers of TKAT, and oversee people, inclusion and culture strategies.

2. Membership

- 2.1 The membership of the Committee shall be appointed by the Chair of the Board and approved by a formal Board resolution. The Committee shall consist of a minimum three Trustees: the Chair of the Board and at least two other Trustees. The Committee may also appoint an external person to the committee. A quorum shall be two Trustees.
- 2.2 The duties and responsibilities of members of the Committee, who are also Trustees, are in addition to those set out for Trustees.
- 2.3 Committee members shall normally serve for three years. The term of appointment of members, who are also Trustees of the Board, will cease on completion of their Board appointment.
- 2.4 The Chair of the Committee, shall be nominated by the Chair of Board and approved by a formal Board resolution.
- 2.5 The current members of the HR Committee are

- Chair of Board Gaenor Bagley
- Trustee Elaine Thomas (Chair of Committee)
- Trustee Aruna Mehta
- Trustee John Harrison

3. Attendance at Meetings

- 3.1 The Chief Executive Officer, the Director of HR and the Senior Director of Education/TSA shall normally attend meetings. The Committee may invite any employee of TKAT to attend to assist it with its discussions on any particular matter.
- 3.2 The Committee may invite outside specialists to attend meetings or give advice if it believes it to be necessary.

3.3 The Committee may ask any or all of those who normally attend but who are not members of the Committee to withdraw to facilitate open and frank discussion of particular matters, and particularly for decisions relating to their own remuneration.

4. Frequency of Meetings

4.1. Meetings shall be held at least four times a year.

4.2. The Committee Chair shall also convene a meeting at other times if he or she considers it necessary or upon the reasonable request of any Committee member.

5. Reporting

5.1 The Chair will report orally to the Board following each meeting of the Committee.

6. Role and Responsibilities

6.1. The Committee's responsibilities are to

- ensure the Board has a senior management succession plan which minimises the risk to business continuity in the event of resignations or long term absence.
- oversee talent management and succession plans across the Trust
- discuss actions related to capacity rich workforce
- undertake specific deep dives on people, inclusion and culture strategies as required
- review the impact of TSA and SCITT
- review disclosures and public statements relating to people (including, but not limited to: Gender Pay Gap; Modern Slavery)
- review and approve people related policies
- agree the pay system and terms and conditions of employment for the CEO, if outside of STP&C or Local Government pay scales, recommending final pay decisions for ratification.
- benchmark the pay of the CEO and SLT against national indicators.
- ensure that the remuneration policy and system for the CEO is broadly consistent with and proportionate to that of other TKAT employees
- agree the CEO's key objectives for the forthcoming year and how these will be measured
- consider the CEO's achievement of the current and previous year's key objectives, as appropriate

- agree an overall rating of the CEO's performance for the past year under the TKAT Performance Management system
- receive a report from the CEO on the overall performance ratings of other senior staff that work at the centre.

7. Secretariat Support and Minutes

7.1 The Clerk to the Board will provide secretariat support for the committee.

7.2 The minutes of the Committee shall be kept for a period of at least four years.

Elaine Thomas
Chair of Committee
September 2020