

**Remuneration Committee (ad-hoc)**  
**Terms of Reference 25-26**



**Purpose:**

- The primary purpose of the Committee is to establish and oversee a fair, transparent, and effective remuneration process for the executive leadership of Athena Learning Trust, ensuring alignment with Athena's charitable objectives, financial sustainability, and compliance with all relevant legal and regulatory requirements.

**Membership:**

- The Committee shall comprise a minimum of three (3) Trustees, appointed by the Board of Trustees.
- The Chair of the Committee shall be appointed by the Board of Trustees.
- Members should possess appropriate skills and experience, including but not limited to, human resources, finance, legal, or governance.
- No executive staff member, or any individual with a direct financial interest in the remuneration decisions, shall be a member of the Committee.
- The CEO will be present as a staff officer/trustee unless the topic of discussion pertains to the CEO.
- Other executive staff and external advisors may be invited to attend meetings, or parts thereof, to provide information or advice, but will not be present during discussions or decisions relating to their own remuneration.

**Quorum:**

- 3 trustees

**Meetings:**

- The Committee shall meet at least once a year, and more frequently as required, to discharge its duties effectively.
- Agendas and supporting papers will be circulated to members in advance of meetings.
- Minutes of Committee meetings will be taken and circulated to Committee members and subsequently to the full Board of Trustees.

**Monitoring:**

The Committee's responsibilities include, but are not limited to:

- **Policy Development:** To develop, recommend to the Board, and periodically review Athena Learning Trust's Pay Policy and Executive Pay Policy for executive leadership and senior staff, including salary, benefits, pensions, and any performance-related pay.
- **Pay and Benefits Review:** To review and approve as per the executive pay policy and where whole staff changes may be required, taking into account performance, Athena Learning Trust's financial position, and other factors.
- **Performance Management Linkage (for executives only):** To ensure that remuneration decisions are linked to clear, measurable performance objectives that support Athena Learning Trust's strategic goals. (PRP has been removed for all other staff).
- **Benchmarking:** To undertake regular benchmarking exercises to ensure that remuneration levels are competitive and fair, whilst remaining appropriate for a charitable organisation.
- **Transparency and Disclosure:** To ensure that the relevant pay policies and their application are transparent and comply with all applicable reporting and disclosure requirements.
- **Severance and Termination:** To consider and approve any severance or termination payments for executive leadership, ensuring they are consistent with contractual terms and Athena Learning Trust's policies.
- **Risk Management:** To consider the risks associated with remuneration practices, including potential for excessive pay or inappropriate incentives, and ensure these are mitigated.
- **Compliance:** To ensure compliance with all legal, regulatory, and charitable best practice guidelines relating to remuneration.

**Approved: 8/10/25**

**Review: October 2026**