

Remuneration Committee Minutes

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| Meeting | Remuneration Committee | Date | Wednesday 31 August 2022 |
| Location | Teams meeting [Virtual] | Time | 3pm |
| Membership | Miranda Chapman [MC] [Chair], Charles Buchanan [(CB)], Jo Worby [JW], Peter Cheney [PC] | | |
| In Attendance | Graham Razey [CEO] Sharon Hollingsworth [SH] [Director of Governance] Nicole Leader [Executive Support Officer – Minutes] | | |

| | ITEM | COMMENTS | ACTION |
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| 1 | Appointment of the Chair | The Committee appointed Miranda Chapman as the Chair of Remuneration Committee. | |
| 2 | Welcome and apologies for absence | The Chair welcomed all to the meeting. Charles Buchanan, Group Chair did not attend the meeting due to the nature of business being discussed. | |
| 3 | Declarations of interest | There were no declarations of interest declared other than those already standing. | |
| 4 | Response from charity commission regarding request to continue to pay the Group Chair [Group Chair not present] | The Director of Governance reminded the Committee regarding their agreement to submit a request to the Charity Commission [CC] to consider authorising a further order to continue to pay Charles Buchanan, Group Chair. The application was submitted in July 2022 and a letter of response had been received and shared with the Committee. The Charity Commission has challenged the information provided and now requires furthermore information to fully consider the request to provide a two-year extension. | |

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| | | <p>The Committee noted that the response is quite challenging, however agreed that the information provided in the application could have been more robust and explicit regarding the duties and responsibilities of the Group Chair which go beyond the usual Chair duties and what significant changes are planned during the next two-year period.</p> <p>There are a series of options being proposed by CC to consider:</p> <ul style="list-style-type: none"> - Proceed in the application for a two-year order and provide the requested furthermore information - Seek to amend the Instrument and Articles of Governance to provide power to remunerate the Group Chair - Proceed with the interim order for six months to enable us to supply the requested information. If we wish to proceed with the draft Order, we need to respond by 1 September. <p>The Committee reflected on all options presented and discussed the implications of each in detail. This included the possibility of the full application not being authorised.</p> <p>It was noted that CC had written to the Department for Education (DfE) with a copy of the draft interim Order. CC must consult with the DfE before they provide and authorise the draft order.</p> <p>The Committee agreed that if they were to continue to proceed with the two-year extension, the following exceptional circumstances should be included in the further information:</p> <ul style="list-style-type: none"> - Strategic objectives still being delivered. - Size and complexity of the Capital Programme, leading to major transformation of the Group which needs to be properly governed - Group Chair is required to commit a great deal more time being an Ambassador/Leader for the Group – importance of the role and why it should not be diluted out amongst the governing body members | |
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| | | <p>The Committee agreed that in the short-term further information should be provided to CC to seek a further two-year extension.</p> <p>In the longer term the Committee will wait to see how the DfE responds to the increase of chairs being remunerated in the sector and, will further discuss the option of amending the Instruments and Articles to provide power to remunerate the Group Chair.</p> <p>A response will be prepared and sent back to the Charity Commission which will include more detail around the role, the exceptional circumstances, and the complexity of delivering the capital projects and strategic priorities across the Group.</p> <p>The Committee noted that the current Group Chair works fifty days over and above what a non-paid chair is expected to do. The Group Chair would not be able to commit to the additional hours if not remunerated.</p> <p>The Director of Governance will work up the further information required by the Charity Commission and share it with Committee Members for their comments prior to submission.</p> <p>Agreed:</p> <ul style="list-style-type: none"> (i) To proceed in the application to continue to pay the Group Chair for a two-year order and provide further information as requested (ii) To proceed with the interim order and provide comment to the Charity Commission by 1 September 2022 | <p>DoG</p> <p>DoG</p> <p>DoG</p> |
| 5 | Any Other Business | There was no other business to discuss | |
| 6 | Matters considered confidential | There were no items considered confidential | |



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| 7 | Date and time of next meeting | 22 November at 10.30am | |
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There being no further business the meeting closed at 4pm

Signed: Milner

Print: Miranda Chapman

Date: 22/11/22