



# Search & Governance and Remuneration Committee Terms of Reference

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## **1. Objectives and Purpose**

- 1.1. To make recommendations to the Board on the nomination of candidates for appointment as governors, and co-options on to committees, in accordance with the Instrument & Articles of Government.
- 1.2. To monitor the performance of governors and to advise the Board on procedures to promote effective governance.
- 1.3. To review and determine the remuneration package of the Senior Postholder(s) and Clerk to the Corporation and to advise the Principal on the structure of the Senior Leadership Team.

## **2. Membership**

- 2.1. This Committee will comprise at least five governors.
- 2.2. The Chair, Vice Chair, chairs of functional committees and the Principal will usually serve on this committee.

## **3. Quorum**

- 3.1. The quorum will be three members.

## **4. Chair and Vice Chair**

- 4.1. The Committee will elect a Chair from amongst its membership. However, the Chair of the Board or, in the absence and of the Chair, the Vice Chair will chair the meeting when matters relating to remuneration are being considered.

## **5. Clerk to the Committee**

- 5.1. The Clerk to the Committee will be the Clerk to the Corporation, who will keep a record of all meetings.

## **6. In attendance**

- 6.1. The Committee may invite advisors, any Governor or members of staff to attend a meeting to provide information.
- 6.2. The Principal will withdraw when his/her performance and remuneration are considered.

## **Remit**

- 6.3. Search
  - 6.3.1. To determine the process whereby candidates are nominated and selected for membership of the Board and co-option on to Corporation Committees.
  - 6.3.2. To advise the Corporation on the appointment of external governors.

- 6.3.3. To advise the Corporation on the reappointment of external governors following evaluation of the contribution made by those individual governors.
- 6.3.4. To consider and advise the Corporation on the composition and balance of professional knowledge of the Corporation and its Committees.
- 6.3.5. To advise the Corporation on the appointment of the Chair and Vice Chair and annual review of Committee membership including appointment of Committee Chairs.
- 6.3.6. To review regularly:
  - 6.3.6.1. the skills matrix of the Corporation
  - 6.3.6.2. Governors' attendance at Corporation and Committee meetings and development events.
  - 6.3.6.3. Procedures for induction and development of Governors.
  - 6.3.6.4. Corporation Board Standing Orders and Code of Conduct
  - 6.3.6.5. Corporation Board policies;
  - 6.3.6.6. Succession Planning Policy & Procedures
- 6.4. Governance
  - 6.4.1. To advise the Corporation on matters relating to the governance of the College and any matters which the Corporation may remit to the Committee.
  - 6.4.2. To review policies requiring Corporation approval and recommend them to it.
- 6.5. Remuneration
  - 6.5.1.1. To review and determine annually the remuneration and conditions of service for senior postholders and the Clerk to the Corporation taking into consideration:
    - 6.5.1.2. the individual senior postholder's contribution to the overall performance of the College.
    - 6.5.1.3. the financial health of the College, and
    - 6.5.1.4. Sector remuneration comparators.
  - 6.5.1.5. To monitor the appraisal process of the senior postholders and the Clerk, agree objectives following consultation with the Committee and Chair of Corporation.

6.5.1.6. To consider proposed changes to the senior leadership team structure at the College prior to any changes being effected, except where the proposals have been brought to the full Corporation.

6.5.1.7. Following any decision relating to the performance and/or remuneration of the Principal and/or other senior postholders(s), the Principal will be recalled into the meeting and will be told what has been agreed for recommendation to the Corporation.

## **7. Frequency of Meetings**

7.1. The Committee will meet at least once a term and at other times as determined by the Chair or as requested by the Corporation.

## **8. Reporting Procedures**

8.1. Recommendations for Corporation decision will be included on the agenda of the next Corporation meeting after the date of the Committee meeting.

8.2. Minutes of Committee meetings, in draft or approved form, will be presented to the next meeting of the Corporation for information.

8.3. Minutes will be made available for public access in accordance with the Instrument & Articles of Government except that minutes of part(s) of meetings that record matters relating to remuneration, as detailed in paragraph 7.3, will be treated as confidential and will not be circulated to the Corporation or made available for public access.

8.4. The Committee will report to the Corporation that appropriate action has been taken.

## **9. Amendment**

9.1. These terms of reference may only be amended by decision of the Corporation.

Committee approved –

Board approved

Review date Autumn 2017