



**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 independent 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.

7. Search Remit

- 7.1. To determine the process whereby candidates are nominated and selected for membership of the Board and co-option on to Corporation Committees.

- 7.2. To advise the Corporation on the appointment of external governors.
- 7.3. To advise the Corporation on the reappointment of external governors following evaluation of the contribution made by those individual governors.
- 7.4. To consider and advise the Corporation on the composition and balance of professional knowledge of the Corporation and its Committees.
- 7.5. To advise the Corporation on the appointment of the Chair and Vice Chair and annual review of Committee membership including appointment of Committee Chairs.
- 7.6 To review regularly:
 - 7.6.1 the skills matrix of the Corporation;
 - 7.6.2 Governors' attendance at Corporation and Committee meetings and development events;
 - 7.6.3 Procedures for induction and development of Governors;
 - 7.6.4 Corporation Board Standing Orders and Code of Conduct;
 - 7.6.5 Corporation Board policies; and
 - 7.6.6 Succession Planning Policy and Procedures.

8. Governance

- 8.1 To advise the Corporation on matters relating to the governance of the College and any matters which the Corporation may remit to the Committee.
- 8.2 To review policies requiring Corporation approval and recommend them to it.

9. Remuneration & Performance Appraisal

- 9.1. The committee should carry out the duties detailed below for and on behalf of North Kent College Corporation Board.

9.1.1. Remuneration

The committee shall:

- 9.1.1.1. Have responsibility for setting the remuneration policy for the Principal/Chief Accounting Officer and Senior Post holders, including pension rights and any compensation payments. No Senior Post Holder shall be involved in any decisions as to their own remuneration

- 9.1.1.2. Recommend and monitor the level and structure of remuneration for the Principal/Chief Accounting Officer and Senior Post Holders including that of the Clerk to the Corporation.
- 9.1.1.3. In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Instrument & Articles of Government and the UK Corporate Governance Code and associated guidance. The objective of such policy shall be to attract, retain and motivate the Principal/Chief Accounting Officer and Senior Post holders of the quality required to run the organisation successfully without paying more than is necessary, and having regard to the views of all internal and external stakeholders.
- 9.1.1.4. Have regard to the risk appetite of the organisation and alignment to the North Kent Colleges long strategic term goals.
- 9.1.1.5. When setting the remuneration policy for the Principal/Chief Accounting Officer and Senior Post holders, review and have regard to pay and employment conditions across the College, especially when determining annual salary increases.
- 9.1.1.6. Review the on-going appropriateness and relevance of the remuneration policy.
- 9.1.1.7. Within the terms of the agreed policy and in consultation with the Chair and / or Principal/Chief Accounting Officer, as appropriate, determine the total individual remuneration package of each Senior Post holder.
- 9.1.1.8. Obtain reliable, up-to-date information about remuneration in other organisations of comparable scale and complexity (AoC Senior Pay Survey and related benchmarking data). To help it fulfil its obligations the committee shall have full authority to appoint remuneration / HR consultants and to commission or purchase any reports, surveys or information which it deems necessary at the

expense of North Kent College but within any budgetary restraints imposed by the board.

- 9.1.1.9. Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration/HR consultants who advise the committee.
- 9.1.1.10. Determine the policy for, and scope of, pension arrangements for each Senior Post Holder.
- 9.1.1.11. Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the organisation, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- 9.1.1.12. Oversee any major changes in employee benefits structures throughout the College.

9.1.2. Appraisal and Performance Management

The committee should carry out the duties detailed below for and on behalf of North Kent College Corporation Board:

- 9.1.2.1. Agree and review the performance management policy and procedures for the Principal/Chief Accounting Officer and Senior Post holders including the Clerk to the Corporation on an annual basis.
- 9.1.2.2. To oversee the performance management arrangements for senior post holders. In line with the annual cycle as outlined in Appendix.
- 9.1.2.3. Establish clear, transparent and measurable objectives for senior post holders following discussion between the Chair of the Corporation and the Principal/Chief Accounting Officer to facilitate the monitoring of progress and performance.
- 9.1.2.4. Notify the Board of agreed objectives.
- 9.1.2.5. Receive for benchmarking purposes to inform their discussions information on the annual appraisal of the Principal/Chief Accounting Officer, Senior Post Holders including the Clerk to the Corporation in

relation to performance against key objectives for the year under review as follows:

- 9.1.2.5.1. Principal/Chief Accounting Officer as completed by the Chair of the Corporation.
- 9.1.2.5.2. Clerk to the Corporation as completed by the Chair of Corporation.
- 9.1.2.5.3. Deputy Principal/Curriculum as completed by the Principal.
- 9.1.2.5.4. Deputy Principal/Finance as completed by the Principal.
- 9.1.2.6. Following consideration and review of the performance of the Principal/Chief Accounting Officer and Senior Post holders against the agreed targets, recommend to approve to the Board the appropriate remuneration for the Principal/Chief Accounting Officer and Senior Postholder for the following year. The recommendation must take account of any of the conditions as set out in the remuneration policy and the committee's own terms of reference as set out above.
- 9.1.2.7. Receive the draft targets / objectives for the Principal/Chief Accounting Officer and Senior Postholder including the Clerk to the Corporation for the following year.
- 9.1.2.8. Ensure that information on the processes used for target setting and pay awards for the Principal/Chief Accounting Officer and Senior Postholder including the Clerk to the Corporation are transparent and shared with Corporation members.
- 9.1.2.9. Share the targets for the Principal/Chief Accounting Officer and Senior Postholder including the Clerk to the Corporation with independent Corporation members. Independent members of the Board are invited to share thoughts and key points to be taken into consideration at the end of year appraisal.

10. Reporting responsibilities

- 10.1 The committee chair shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The committee shall ensure that provisions regarding disclosure of information, including pensions, as set out in the End of Year Financial Accounts and Reports), are fulfilled.

11. General

- 11.1 Have access to sufficient resources in order to carry out its duties, including access to the Clerk to the Corporation for assistance as required.
- 11.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- 11.3 Give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of senior post holders.
- 11.4 Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

12. Meetings

The committee shall meet at least twice a year and otherwise as required.

13. Amendment

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

Board approved December 2018

Review date Autumn 2019

Appendix A

Performance Management Cycle for the Principal/Chief Accounting Officer and Senior Post Holders including the Clerk to the Corporation

1st November – 31st December – End of Year Appraisal. Following discussion between the appraiser and appraisee, objectives are agreed and recorded for all SPH's for the following year. Independent governors are invited to share thoughts and key points to be taken into consideration at the end of year appraisal. The Clerk to the Corporation will annually call for any comments and feed back to the Chair of Corporation.

Early February – Meeting of the Search, Governance and Remuneration Committee. Chair of Corporation reports to the committee the outcomes of the Principal/Chief Accounting Officer and Clerk to the Corporation appraisals, and their key objectives for the year. The Principal/Chief Accounting Officer reports the outcomes of appraisals and key objectives for other Senior Postholders for the forthcoming year. The Search, Governance & Remuneration Committee has full delegated authority to consider and makes decisions on remuneration which are recommended to the Corporation for final approval.

March – Chair of Committee reports outcomes of appraisals and any recommendations on remuneration awards and terms and conditions of SPHs to Corporation. Recommendations would only be challenged if there is a genuine concern that procedure has not been followed or a decision has been recommended which could lead to significant damage to the organisation

Throughout the year – Ongoing review of objectives set for Principal/Chief Accounting Officer and Senior Postholders including the Clerk to the Corporation.