



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 make recommendations to the Board on the remuneration package of the Senior Postholder(s) and Clerk & Governance Advisor to the Corporation and to advise the Chief Executive/Executive Principal on the structure of the Senior Leadership Team (those designated as Senior Post Holders).

2. Membership

2.1. This Committee will comprise at least five governors.

2.2. The Chair, Vice Chair, chairs of functional committees and the Chief Executive will usually serve on this committee.

2.3. No Senior Postholder or the Clerk & Governance Advisor shall be members of the Committee for matters relating to their own remuneration or performance appraisal.

2.4. Only independent governors shall vote on remuneration matters to ensure impartiality and compliance with governance best practice.

3. Quorum

3.1. The quorum will be 40% for the Search & Governance element of this committee and 40% for the Remuneration element which must not include the Chief Executive Officer/Executive Principal or any member of the Senior Postholder incumbents.

4. Chair and Vice Chair

4.1. The Committee will elect a Chair from amongst its membership. The Chair of the Corporation Board shall not chair meetings of the Search, Governance & Remuneration Committee.

In the absence of the Committee Chair, the Vice Chair shall act as Chair for those matters.

5. Clerk to the Committee

5.1. The Clerk to the Committee will be the Clerk & Governance Advisor to the Corporation, who will keep a record of all meetings. The Chair of the Search, Governance & Remuneration committee will minute the proceedings in the event of discussions or considerations related to the performance and/or remuneration of the Clerk & Governance Advisor to the Corporation Board.

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 Chief Executive 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 and ensure that they adhere to the AoC SPH Remuneration Code and the requirements as set out by the Department for Education upon reclassification of FE Colleges and their subsidiaries.

9.1.1. Remuneration

The committee shall:

9.1.1.1. Have responsibility for setting the remuneration policy for the Chief Executive/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 Chief Executive/Chief Accounting Officer and Senior Post Holders including that of the Clerk & Governance Advisor 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, English Code of Good Governance, AoC SPH Remuneration Code and the Department for Education and Office for National Statistics guidance. The objective of such policy shall be to attract, retain and motivate the Chief Executive/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 Chief Executive/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 Chief Executive/Chief Accounting Officer, as appropriate, determine the total individual remuneration package of each Senior Post holder and make recommendation to the Corporation Board.

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.

9.1.1.13. Ensure full transparency in remuneration decisions. An annual statement detailing Senior Postholder remuneration packages, including salary, pension, benefits, and any external income or consultancy arrangements, shall be published on the College website and included in the financial statements in accordance with the College Accounts Direction and AoC SPH Remuneration Code.

9.1.1.14. Ensure remuneration packages represent value for money for the public purse, with documented evidence of benchmarking against similar institutions and alignment with the College's strategic risk appetite.

9.1.1.15. Any additional income earned by Senior Postholders from external employment or consultancy must be approved by the Committee and recorded.

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 Chief Executive/Chief Accounting Officer and Senior Post holders including the Clerk & Governance Advisor 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 A.

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 Chief Executive/Chief Accounting Officer, Senior Post Holders including the Clerk & Governance Advisor to the Corporation in relation to performance against key objectives for the year under review as follows:

9.1.2.5.1. Chief Executive/Chief Accounting Officer as completed by the Chair of the Corporation.

9.1.2.5.2. Clerk & Governance Advisor to the Corporation as completed by the Chair of Corporation.

9.1.2.5.3. Deputy Executive Principal/Teaching, Learning & Improvement as completed by the Chief Executive.

9.1.2.5.4. Deputy Chief Executive as completed by the Chief Executive.

9.1.2.6. Following consideration and review of the performance of the Chief Executive/Chief Accounting Officer and Senior Post holders against the agreed targets, recommend to approve to the Board the appropriate remuneration for the Chief Executive/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. Maintain confidentiality of individual appraisal information while ensuring that sufficient details are shared with independent Board members to facilitate challenge and transparency.

9.1.2.7. Receive the draft targets/objectives for the Chief Executive/Chief Accounting Officer and Senior Postholder including the Clerk & Governance Advisor 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 Chief Executive/Chief Accounting Officer and Senior Postholder including the Clerk & Governance Advisor to the Corporation are transparent and shared with Corporation members.

9.1.2.9. Share the targets for the Chief Executive/Chief Accounting Officer and Senior Postholder including the Clerk & Governance Advisor 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 to carry out its duties, including access to the Clerk & Governance Advisor 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, including the AoC Senior Postholder Remuneration Code and the FE Commissioner's guidance.

11.4 All members of the Committee shall declare any conflicts of interest prior to meetings. No member shall participate in discussions or decisions where a conflict exists, particularly relating to their own remuneration or that of close associates.

11.5 The Committee shall promote equal responsibility among all governors in remuneration decisions and reject any notion of 'senior governors' with special authority in these matters.

11.6 The Committee shall engage external independent advice or benchmarking every 2-3 years to ensure remuneration remains appropriate and competitive.

12. Meetings

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

12.2 Meetings may be called by the Chair or Clerk & Governance Advisor to the Corporation/Committee.

13. Amendment

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

13.2 The Committee shall review its terms of reference annually and recommend any changes to the Corporation.

Reviewed by SG&R 5.6.25
Recommended for Board approval 3.7.2025