

SEARCH & GOVERNANCE COMMITTEE

Terms of Reference 2024-25

1. PURPOSE

The Search & Governance (S&G) Committee:

- Undertakes a variety of search and planning functions in relation to governance on behalf of the Corporation.
- Ensures there are organised and clear governance and management structures with well understood delegations.
- Regularly reviews governance performance and effectiveness.

2. TERMS OF REFERENCE

Search

- 2.1 To consider and make recommendations to the Board on the Governing Body's composition and balance (including diversity), and on the procedures for appointment to the Corporation. This includes monitoring the diversity profile of Corporation members and having due regard for the benefits of diversity in membership.
- 2.2 To advise the Corporation on the appointment and re-appointment of Governors and Associate Governors.
- 2.3 To shortlist, interview and recommend candidates to the Board and to determine the processes whereby candidates are identified including advertising, use of specialist recruitment services, consulting with local community groups / employer representatives and other stakeholder groups.
- 2.4 To ensure that a skills audit is undertaken on a regular basis to identify the skills of exiting members and to assist in the appointment of new members, highlighting any skills gaps identified.
- 2.5 To consider membership of the Committees and make recommendations to the Board of Governors and support Committees in relation to succession planning in respect of Committee Chairs.
- 2.6 To be responsible for advising upon, monitoring and evaluating induction arrangements and governor training & development.

Governance

- 2.7 To monitor and advise the Board on the effectiveness of governance and its compliance with relevant governance codes.
- 2.8 To regularly monitor governor attendance and take appropriate action to support and encourage good attendance by all governors.

- 2.9 To review and monitor the annual self-assessment of governance performance (including those for individual governors, the Board, the Chair and Committees) ensuring that processes are robust to ensure continuous improvement and that all identified outcomes are addressed in an appropriate manner through a Governance Action Plan.
- 2.10 To regularly review Governor Policies such as the Governor Code of Conduct, Standing Orders, Scheme of Delegation, Instruments and Articles to ensure they remain fit for purpose and where necessary recommend amendments to the Board for approval (if delegated authority is not available).
- 2.11 To review and update (as necessary) the role descriptions for Governors; Chair/ Vice Chair; Committee Chairs / Vice Chairs; and any other identified governance role regularly.

General

- 2.12 To consider any risks on the risk register relevant to the Committee and recommend amendments to the Audit & Risk Committee.
- 2.13 To undertake an annual self-assessment against the S&G Committee's terms of reference.

3. AUTHORITY

- 3.1 The S&G Committee is authorised by the Corporation to investigate any activity within its Terms of Reference and has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit. All employees of the College are directed to cooperate with any reasonable request made.
- 3.2 The S&G Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise when necessary.
- 3.3 The Chair of the Committee (or an agreed representative) will provide an overview of the work of the Committee to the next meeting of the Board, drawing attention to any issues of significance. The minutes of the meeting will also be provided to all members of the Board via the Governors Portal.
- 3.4 The Committee will also provide an annual report to the Board on the action taken during the year by the Committee.

4. MEMBERSHIP & OPERATION

- 4.1 The Committee shall consist of at least five members which must include a minimum of three governors and a maximum of two co-opted members known as Associate Governors. Student Governors are ineligible to be members.
- 4.2 The Committee shall include:
 - The Chair of the Corporation
 - The Principal / Chief Executive
 - At least three other Independent Governors
 - Up to 2 co-opted members (Associate Governors).

- 4.3 The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have access to local networks / community and businesses and be aware of relevant governance issues.
- 4.4 Co-opted Associate Governors will have voting rights on this Committee. They do not have a right to attend other Committee or Corporation meetings.
- 4.5 The Committee may seek the services of external advisers and / or invite other individuals to attend any S&G Committee meeting as it considers necessary to fulfil its responsibilities.
- 4.6 The Corporation will review and approve membership of the Search & Governance Committee on an annual basis.
- 4.7 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair of the Committee shall have a second or casting vote.
- 4.8 The Director of Governance (or another independent individual) shall be in attendance at the S&G Committee meetings. Other governors who are not members of the S&G Committee shall have a right of attendance. All individuals in attendance shall have no voting rights.
- 4.9 The Committee has the right, whenever it is satisfied that it is appropriate to do so, to go into confidential session and exclude any, or all, participants and observers, except the Clerk to the Committee. When the Committee exercises this right, the meeting must be quorate.

5. QUORUM

- 5.1 The Committee shall be quorate if 40% of the membership are present or three governors, whichever is the highest (and for these purposes, "present" includes being present by suitable electronic means in which members are all able to communicate with each other). The majority of those present must be full board members.

6. FREQUENCY OF MEETINGS

- 6.1 The Committee shall meet at least three times each year and as required in order to fulfil its responsibilities.

7. APPOINTMENT OF CHAIR & VICE CHAIR

- 7.1 The Chair of the Committee and Vice Chair (if the Committee decides that a Vice Chair should be elected) shall be selected on an annual basis in accordance with the Corporation's Standing Orders.
- 7.2 The Chair & Vice Chair of the S&G Committee should not be a Co-opted Associate Governor.
- 7.3 In the event of the Chair and Vice Chair of the S&G Committee being unable to attend the meeting, the remaining Committee members should elect one of themselves as Chair for the meeting.

- 7.4 The Chair of the S&G Committee should have the expertise to understand the reports and ability to hold the Leadership team to account.

APPENDIX A

RESPONSIBILITY FOR POLICY / DOCUMENT REVIEW AND APPROVAL

Strategy / Policy / Procedure	Approved by the S&G Committee (Delegated Authority)	Reviewed and Recommended to Board for Approval
Committee Terms of Reference		✓
Corporation Action Plan		✓
Governor Code of Conduct and Declarations of Interest	✓	
Governor / Chair Role Descriptions	✓	
Governor Appointment, Reappointment & Succession Policy	✓	
Governor Development & Induction Policy	✓	
Instruments & Articles of Government		✓
Policy on the Public Access to Meetings		✓
Policy on the Publication of Minutes		✓
Scheme of Delegation		✓
Standing Orders		✓

SENIOR POSTHOLDER EMPLOYMENT & REMUNERATION COMMITTEE –**Terms of Reference 2024-25****1. PURPOSE**

The Senior Postholder Employment & Remuneration (SPC) Committee:

- Considers the Senior Postholders of the College and make recommendations to the Corporation on who is deemed a Senior Postholder.
- Is responsible for determining the recruitment process and interview process for senior postholder positions.
- Considers the performance any designated senior post holder and makes recommendations to the Corporation as appropriate.
- Considers the terms, conditions and pay of any designation senior postholder and makes recommendations to the Corporation as appropriate and ensures that there are clear policies and procedures in place in relation to senior pay taking into account various factors and information, including but not limited to; The Association of Colleges Senior Pay Survey, The Colleges' Senior Post Holder Remuneration Code and the rules set out in Managing Public Money (MPM) regulations relating to senior executive pay.

2. TERMS OF REFERENCE

- 2.1 To consider the terms and conditions of employment, including pay and remuneration for senior postholders (in line with relevant policies and public sector pay regulations) and make recommendations to the Corporation having regard to comparative data from the Association of Colleges and / or any other relevant organisations for benchmarking purposes.
- 2.2 To review and consider policies for the conduct, discipline, grievance and dismissal of senior post holders.
- 2.3 To ensure that appropriate objectives are set annually for senior post holders and that performance is effectively measured, performance reviews of are carried out and monitored effectively. (Note - the Committee is not entitled to substitute its own views for what has been decided by the Chair and Vice Chair (in the case of the Principal or the Director of Governance), or by the Principal in the case of the other Senior Post holders, but should confirm, based on its knowledge of the College context, that all decisions are within the band of reasonable decisions available, even if other Committee members would have decided differently).
- 2.4 Where there is a vacancy or expected senior post holder vacancy:
 - put in place an appropriate recruitment process and determine the arrangements for advertising the role and for interviewing and selection.
 - appoint a selection panel to conduct interviews and identify suitable candidates to recommend to the Corporation for appointment.

- 2.5 To consider equal pay matters and ensure the College's Equality and Diversity Policy is taken into account when considering pay and keep under review the pay multiple of the Chief Executive and Principal and the median earnings of the college's workforce and publish this information in the annual report.
- 2.6 To consider any compensation payments which may be payable in the event of early termination of the employment of any senior post holder in accordance with policy & public sector pay regulations. This includes the 'Colleges' Senior Remuneration Code', the 'HM Treasury – Guidance for approval of Senior Pay: Senior Pay Controls' and the College Senior Post Holder Remuneration Policy and the rules set out in the Managing Public Money (MPM) regulations in relating to senior executive pay including seeking legal advice and advice from the external auditors and making recommendations to the Corporation.

General

- 2.8 To consider any risks on the risk register relevant to the Committee and recommend amendments to the Audit & Risk Committee
- 2.9 To undertake an annual self-assessment against the SPC Committee's terms of reference.

3. AUTHORITY

- 3.1 The SPC Committee is authorised by the Corporation to investigate any activity within its Terms of Reference and has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit. All employees of the College are directed to cooperate with any reasonable request made.
- 3.2 The SPC Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise when necessary.
- 3.3 The Chair of the Committee (or an agreed representative) will provide an overview of the work of the Committee to the next meeting of the Board, drawing attention to any issues of significance. The minutes of the meeting will also be provided to all members of the Board via the Governors Portal.
- 3.4 The Committee will also provide an annual report to the Board on the action taken during the year by the Committee in accordance with the 'Colleges' Senior Post Holder Remuneration Code".

4. MEMBERSHIP & OPERATION

- 4.1 The Committee shall consist of at least five members which must include a minimum of five governors and a maximum of two co-opted members known as Associate Governors. Staff and Student Governors are ineligible to be members.
- 4.2 The Committee shall include:
 - The Chair of the Corporation
 - At least three other Independent Governors
 - Up to 2 co-opted members (Associate Governors)
- 4.3 The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have access to local networks / community and businesses and be aware of relevant governance issues.
- 4.4 Co-opted Associate Governors will have voting rights on this Committee. They do not have a right to attend other Committee or Corporation meetings.
- 4.5 The Committee may seek the services of external advisers and/ or invite other individuals to attend any SPC Committee meeting as it considers necessary to fulfil its responsibilities.
- 4.6 The Search & Governance Committee shall review the membership of this Committee and make recommendations for approval by the Corporation on an annual basis.
- 4.7 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair of the Committee shall have a second or casting vote.
- 4.8 The Director of Governance shall be in attendance at the SPC Committee meetings, except for matters pertaining to their employment or remuneration. Other governors who are not members of the SPC Committee shall have a right of attendance. All individuals in attendance shall have no voting rights.
- 4.9 The Committee has the right, whenever, it is satisfied that it is appropriate to do so, to go into confidential session and exclude any, or all, participants and observers, except the Clerk to the Committee. When the Committee exercises this right, the meeting must be quorate. Any individual present at a meeting of the SPC Committee shall be required to withdraw from that part of the meeting where his/her remuneration or performance is being considered.

5. QUORUM

- 5.1 The Committee shall be quorate if 40% of the membership are present or three governors, whichever is the highest (and for these purposes, "present" includes being present by suitable electronic means in which members are all able to communicate with each other). The majority of those present must be full board members.

6. FREQUENCY OF MEETINGS

- 6.1 The Committee shall meet at least once in each academic year and as required in order to fulfil its responsibilities.

8. APPOINTMENT OF CHAIR & VICE CHAIR

- 8.1 The Chair of the Committee and Vice Chair (if the Committee decides that a Vice Chair should be elected) shall be selected on an annual basis in accordance with the Corporation's Standing Orders.
- 8.2 Neither the Chair of Governing Body nor any other governor who has delegated responsibility for the review of the Chief Executive and Principal's performance and remuneration may chair the Committee. The Chair & Vice Chair of the SPC Committee should not be a Co-opted Associate Governor.
- 8.3 In the event of the Chair and Vice Chair of the SPC Committee being unable to attend the meeting, the remaining Committee members should elect one of themselves as Chair for the meeting.
- 8.4 The Chair of the SPC Committee should have the expertise to understand the reports and ability to hold the Leadership team to account.

APPENDIX A

RESPONSIBILITY FOR POLICY / DOCUMENT REVIEW AND APPROVAL

Strategy / Policy / Procedure	Approved by the SPC Committee (Delegated Authority)	Reviewed and Recommended to Board for Approval
Committee Terms of Reference		✓
Senior Postholders Remuneration Policy		✓
Senior Postholders Disciplinary Procedure	✓	
Senior Postholders Grievance Procedure	✓	
Senior Postholders Performance Framework	✓	