

GOVERNANCE, SEARCH AND REMUNERATION COMMITTEE

TERMS OF REFERENCE – APPROVED BY THE CORPORATION BOARD JULY 2025

1. PURPOSE

To advise the full Board of the Corporation (Board) on all matters relating to the governance of the College, the appointment of external governors and on all matters relating to the employment of the designated 'senior post-holders'. The 'senior post-holders' are currently the Principal, Deputy Principal, Director of Finance and the Director of Governance.

2. RESPONSIBILITIES

a) **Governance**

- To keep under review the composition and membership of the Board, including its diversity, the range of skills available to it and the range of communities represented, and to make recommendations to the Board
- To establish and keep under review a framework for enhancing the effectiveness of the Board, through an annual process of self-assessment and enhancement planning, supported by periodic external review
- To prepare and submit annually to the Board a Governance Self-assessment Report (SAR) and Governance Quality Enhancement Plan (QEP)
- To monitor the implementation and impact of the Governance QEP, providing assurance to the Board
- To report to the Board on the attendance and effectiveness of existing governors and on their training and development needs
- To prepare an annual Board Development Programme and monitor its implementation and impact
- To ensure that appropriate arrangements are in place for the induction of new governors and for mutual support
- To establish arrangements to enable governors to improve their understanding of the work of the College, monitoring their implementation and impact and reporting to the Board as appropriate
- To review the leadership development and succession planning needs of the Board and make recommendations accordingly
- To keep under review the College's Articles of Association, Code of Governance, Scheme of Delegation, Standing Orders and Code of Conduct and Governors' role

descriptions and make recommendations to the Board for changes where appropriate

b) Search

- To advise the Board on the appointment and re-appointment of external governors, overseeing the recruitment of new governors where a need has been acknowledged and managing the selection process

c) Remuneration

- To establish and keep under review a policy framework for the employment of senior post-holders, including relevant remuneration, disciplinary, capability and grievance policies and procedures, within the overall framework for pay and conditions of staff approved by the Board
- To receive and consider reports from the governors appointed to review the performance of the Principal and the Director of Governance on the performance of those officers
- To receive and consider reports from the Principal on the performance of the Deputy Principal and Director of Finance
- To recommend to the Board such changes in the pay and conditions of employment of the senior post-holders, as the Committee considers appropriate
- To recommend to the Board, the initial salary of any new appointee as a senior post-holder
- To agree the annual objectives and consider the professional development needs of each of the senior post-holders and make recommendations to the Board where appropriate

3. MEMBERSHIP

The Committee shall consist of:

- Corporation Chair
- Vice Chair(s)
- CEO/Principal
- The Chairs of Committees of: Audit, Curriculum and Quality, Finance and Resources

And

- up to two associate governors.

NB. To comply with the Senior Post Holder Remuneration Code the CEO/Principal will not be a member of the Committee for Remuneration items.

In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Committee but may not hold the position of Chair.

4. TERMS OF OFFICE

Members shall normally serve for a period of two academic years and shall be eligible for re-appointment thereafter.

5. APPOINTMENT OF CHAIR

The Chair of the Committee shall be a member of the Committee but shall not be the Chair of the Corporation. The agenda items on Remuneration of the Senior Post Holders will be chaired by a Governor that it is not the Chair of the Corporation.

6. QUORUM

A quorum shall be one third (rounded up) of the appointed members which includes Associate Governors, subject to a minimum of 2 independent governors who are members of the Corporation being present.

7. CLERKING

The Director of Governance shall act as Clerk to the Committee.

8. FREQUENCY OF MEETINGS

Meetings shall be held as and when required and not less than three times a year.

9. ATTENDANCE OF MEETINGS

Senior managers shall attend and speak at meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and where approved by the Committee participation, but not to vote. Staff and Student Governors shall withdraw from meetings when individual remuneration matters are being considered or if requested to do so.

Any member of staff, including the CEO/Principal and Director of Governance, will withdraw from that part of the meeting where his or her own package, remuneration, conditions of service, appointment or own package, remuneration, conditions of service, appointment or promotion is being discussed.

Unless approved to remain by the Committee any member of staff present at the meeting will withdraw when the remuneration, conditions of service, appointment or promotion of a more senior member of staff is being discussed.

An explanation for any withdrawal at a meeting will be minuted.

10. REPORTING PROCEDURES

The Chair of the Committee shall present a verbal summary report of the Committee's agenda at the subsequent Corporation meeting and the minutes of the meeting will be circulated to the Corporation.

11. AUTHORITY

The 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 if it considers this necessary