

SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

Terms of Reference

The Search, Governance and Remuneration Committee (the “**Committee**”) is a committee of the Board established under the terms of clause 5 of the Articles of Government.

OBJECTIVE

To advise the Board on all aspects of corporate governance including membership, governor training and development and self-assessment.

To receive all reviews of governance and agree and monitor the governance improvement plan.

To advise on the recruitment, performance and salary review, and setting of targets for Senior Post Holders.

To adopt open and transparent procedures for its work; to ensure that the constitution of its membership broadly reflects the communities the Colleges serves, and its recruitment and selection processes follow best practice and reflect the [principles of the Nolan Committee](#) and the [AoC Further Education Code of Good Governance](#).

1. MEMBERSHIP

The Committee shall consist of a minimum of four members appointed by the Board.

The Chair and Vice Chair(s) of the Board and Committee Chairs will all be members ex-officio and additional members or co-opted members may be appointed. The Principal and CEO will attend all meetings and will be excluded from any part of the meetings at which their salary, performance or terms and conditions are discussed.

Appointments and membership of the Committee shall be reviewed on an annual basis by the Board.

2. TERMS OF OFFICE

Terms of office of the members shall be contiguous with their membership of the Board. Membership of Committees is reviewed by the Search, Governance and Remuneration Committee and members may be asked to move to another committee should this serve the Board more appropriately.

3. APPOINTMENT OF COMMITTEE CHAIR

The Committee shall appoint the meeting Chair on a rotational basis. The Chair of the Board will not chair the Remuneration section of the meeting.

Co-opted External Members shall not be appointed Chair, except in exceptional circumstances.

4. COMMITTEE PROCEDURES

QUORUM

Quorum will be 40% of the members to include co-opted members with at least three members present.

CLERKING

All meetings will be clerked by the Director of Governance. In their absence the Committee will appoint a Clerk.

FREQUENCY OF MEETINGS

The Committee shall meet at least three times a year, at appropriate times during the meetings schedule.

ATTENDANCE AT MEETINGS

The Director of Governance will attend and speak at meetings of the Committee. Other Board members shall have the right of attendance where approved by the Committee.

Senior managers shall attend and speak at a meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee.

The Committee may invite the Board's advisors or 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. Attendees do not have voting rights.

NOTICE OF MEETINGS

Meetings of the Committee shall be convened by the Director of Governance.

The agenda for each meeting shall be approved by the Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any person required to attend, no later than seven days before the day of the meeting. Supporting papers shall be sent to Committee Members, and other attendees as appropriate.

MINUTES

The Director of Governance shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.

Draft minutes of Committee meetings shall be circulated promptly to the Chair for review and then onto Committee members.

The draft minutes of the Committee meetings shall be presented to the next meeting of the Committee for approval and open minutes published on the governance pages of the Group website.

REPORTING PROCEDURES

The Chair of the Committee shall present a summary report of the Committee's agenda at the subsequent Board meeting and the minutes of the meetings will be available to the Board.

5. PURPOSE OF COMMITTEE

The Committee is given authority by the Board and reports to the Board. The Committee shall act in an advisory capacity, making recommendations to the Board in respect of areas within its remit, specifically those set out below.

SEARCH AND GOVERNANCE

1. To advise on governance arrangements and protocols
2. To advise on the appointment of Board members
3. To advise on the co-option of co-opted members of the Board and its Committees
4. To determine and oversee the nomination and election process for staff and student members of the Board
5. To review the membership of the Board's Committees on an annual basis at the last meeting of the Committee for the academic year and to make recommendations to the Board as to the composition of Committees for the next academic year
6. To advise on such matters relating to membership, appointments and governance generally as the Board may remit to the Committee
7. To monitor individual member tenure, induction, development and attendance
8. To keep under review requirements for the appointment or re-appointment of members of the Board including composition, diversity, internal and external contexts, future skills and the balance of interests mapped against the Group's Strategy and to make recommendations to the Board
9. To be responsible for oversight and implementation of arrangements to recruit, inform and interview potential members in line with Board policy and to review the contribution of existing members eligible for re-appointment and to make recommendations to the Board
10. To interview potential members of the Board in line with Board policy. To conduct interviews in an informal manner (within a formal framework), assessing understanding and potential to contribute to the work of the Board, contribute to the future skills required for the Group and having the right ethos and behaviours for a Board role
11. To ensure appropriate safeguarding training, DBS checks and inductions are carried out for each Board appointment
12. To oversee management and reporting of compliance with annual declarations of interest, third party related transactions, code of conduct, governor eligibility, governor EDI and workforce reporting and other requirements as necessary

- 13.To review and monitor governor training and development modules for the Board
- 14.To monitor, review and report against any governance requirements or best practice including the AoC Code of Good Governance for FE Colleges, DFE Governance Guide for FE and Sixth Form Colleges, recommendations from external board reviews and other guidance to inform a governance improvement plan
- 15.To oversee an annual programme of self-assessment and to analyse Board, Committee and individual governor self-assessments to inform future governance practice and developments and to contribute to the governance element of the Group Self-Assessment Report
- 16.To review regular skills audits to inform succession planning and training and development
- 17.To monitor governor appraisals
- 18.To have ownership and oversight of the risks relating to governance and contribute to the Group's Strategic Risk Register
- 19.To review governance policies in line with the Board's Policy Framework

REMUNERATION

1. To give due regard to the interests of the public and the financial health of the Group and ensure that it can be demonstrated that the pay of senior post holders is set by a Committee which has no personal interest in the outcome of its decisions
2. To ensure that all decisions in relation to senior post holder pay comply with the relevant guidance and regulations in place when the decision is taken
3. To consider and advise the Board on the framework, pay, conditions and performance review of all designated senior post holders considering relevant guidance, AoC Senior Post Holder Remuneration Code, Senior Pay Controls for Colleges and managing public money. This framework to include appraisal, promotion, grading, conduct, suspension, dismissal and retirement and may consider the following elements:
 - Basic salary
 - Benefits in kind
 - Pension provision
 - Terms and conditions of service

- Performance related elements, if appropriate
 - Retention
4. To review the remuneration and other terms and conditions of all designated senior post holders and make recommendations for approval to the Board
 5. To review the succession plan and consider where appropriate retention packages (monetary and nonmonetary) of all designated senior post holders and to make recommendations for approval to the Board
 6. To agree and recommend to the Board clear, transparent and measurable objectives for the CEO and Principal and senior post holders, including the Director of Governance annually in line with the Group's performance review cycle
 7. To review the performance reviews of the CEO and Principal and senior post holders undertaken in line with Standing Order 37 (see appendix one)
 8. To advise the Board on any concerns in relation to the capability or conduct of senior post holders
 9. To advise the Board on any compensation that may be payable in the event of the early termination of the employment of any senior post holder with the aim of:
 - Avoiding awarding poor performance
 - Dealing fairly with cases where termination is not due to poor performance
 - Compliance with contractual requirements and
 - Compliance with managing public money and statutory requirements
 10. To advise the Board on senior post holder recruitment including the arrangements for the advertisement, selection and appointment in line with current employment legislation, the Group's equality policy and best practice
 11. To review senior post holder policies in line with the Board's Policy Framework

5. AUTHORITY

The Committee is authorised by the Board to obtain outside legal or other

Independent professional advice at the expense of the Group, and to secure the

attendance of outsiders with the relevant experience and expertise if it considers necessary.

6. REVIEW

The Committee shall conduct an annual self-assessment to assess its contribution and effectiveness in fulfilling its terms of reference.

The Committee shall review annually its terms of reference to ensure that it is operating at maximum effectiveness recommending any changes to the Board for approval.

Appendix one

Cycle for the performance of Senior Postholders:

Autumn term (October)	Annual performance review. Review of pay and terms and conditions. Setting of targets for the year ahead.	The targets for the CEO and Principal and Director of Governance are presented to the Board for approval and for all other Senior Post Holders for update. Changes in pay and terms and conditions are Board approved.
Autumn term (November)	Consideration and approval of annual pay awards for all staff	Pay awards are Board approved
Spring term (January and May)	Mid-year review	Committee review with an update to the Board as required.

Standing order 37 - performance

Target setting and performance reviews will be undertaken as follows:

- The Chair is responsible for the performance review of the CEO and Principal, and Director of Governance
- The CEO and Principal is responsible for the performance review for all other Senior Post Holders
- The Search, Governance and Remuneration Committee considers the targets, mid-year review and annual performance review for Senior Post Holders.
- The targets for the CEO and Principal and Director of Governance

are presented to the Board for approval and for all other Senior Post Holders for update

- The Board receives updates on the performance of all Senior Post Holders as part of the Search, Governance and Remuneration Committee report
- The Chair and Director of Governance are annually reviewed by the Board and the Search, Governance and Remuneration Committee considers the outcomes and takes assurance/action as required

Date	Version	Summary of changes	Changes made by
02/06/2025 25/06/2025	Annual review Approved	Appendix one to provide clarity on the Senior Post Holder remuneration cycle	Search, Governance and Remuneration Committee Board
11/09/2024 09/10/2024	Annual review Approved	Change to name of the Committee. Changes made across all terms of reference to align the format and include all areas of the Committee's remit	Search and Governance Committee Board