

Search, Governance and Remuneration Committee

Terms of Reference

1. Membership

1.1 The Committee shall comprise a minimum of four persons, namely:

- i. The Chair of the Corporation
- ii. The Vice Chair of the Corporation
- iii. The Chair of the Finance, Infrastructure & People Committee
- iv. The Chair of the Quality of Education & Skills Committee
- v. The Chair of the Audit, Risk & Assurance Committee
- vi. Up to two other Governors appointed by the Corporation.
- vii. The Principal

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

1.2 A Chair shall be appointed from the persons listed in 1.1, for a two year period, by the Corporation on the recommendation of this Committee.

NB The Chair of the Corporation cannot chair the Remuneration items.

1.3 No staff or student governors can be present for Remuneration items if they are appointed to this Committee.

1.4 Other Corporation members may attend meetings, in an observer capacity, with the prior approval of the Chair of the Committee.

1.5 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 (such persons shall not have a vote but shall be entitled to speak at the meeting).

2. Quorum

The Quorum for meetings of the Committee shall be three members.

3. Clerk

3.1 The Head of Governance shall be Clerk to the Committee.

- 3.2 The Head of Governance shall be responsible for calling meetings, for issuing agendas and agreeing the inclusion of items to the agenda following consultation with the Chair of the Committee.
- 3.3 If the Head of the Governance withdraws from a meeting or part of a meeting, the Committee shall appoint a person from among the members to act as Clerk during this absence.

4. Meetings

The Committee shall meet once a term or more frequently if required.

5. Search and Governance responsibilities

- 5.1 To advise on the appointment of members of the Corporation and its committees, to determine the process whereby candidates are nominated, to gather, screen and shortlist nominations in respect of vacancies on the Corporation.
- 5.2 To advise on governance matters, including the governance structure and framework.
- 5.3 To consider and make recommendations to the Corporation on the composition and balance of the Corporation and its committees and to ensure adequate succession planning.
- 5.4 To consider and make recommendations to the Corporation on the appointment of the Chairs and Vice-Chairs of the Corporation's committees.
- 5.5 To undertake a regular skills audit in order to test the range of skills and experience of the Corporation and to ensure that the membership offers a comprehensive range of skills, is diverse and reflects the community served.
- 5.6 To review the engagement, training and development of the Board and Committees and to recommend to the Corporation the training and development plan for the upcoming year.
- 5.7 To regularly review the effectiveness of governance arrangements including e.g. obtaining governors' views via a self-assessment questionnaire and monitoring performance against agreed performance indicators.
- 5.8 To appoint External Board Reviewers and monitor progress against any recommendations made.
- 5.9 To monitor members' attendance records and take action to address poor attendance as appropriate.
- 5.10 To deal with such other matters relating to membership and appointments as the Corporation may from time to time refer to the Committee.
- 5.11 To review and approve the Public Access Policy

- 5.12 To review and recommend to Board the approval of the Standing Orders, Instrument of Articles and other governing documents where applicable.

Modus Operandi of the Search Process

- 6.1 The Committee will use whatever means are necessary to identify suitable persons to fill vacancies on the Corporation and committees (including the use of advertising if considered appropriate) and will only make recommendations for appointment after a thorough research of the needs of the College, the appropriateness of the person's skills and interests and after informal discussions with the person or persons concerned.
- 6.2 The Head of Governance will maintain a confidential record of candidates identified.
- 6.3 The Corporation shall not appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of the Committee. Appointments shall be made in accordance with the recruitment flowchart and the Instruments and Articles of Government.

7. Remuneration Responsibilities

- 7.1 In accordance with the Senior Post Holder Remuneration Policy, determine and recommend to Corporation the approval of the pay, terms and conditions of the Principal and other senior post holders, currently:
- Chief Finance Officer
 - Director of Curriculum Development
 - Director of Learning Assessment and Support
 - Director of Business Partnerships & Apprenticeships
 - Director of Quality
 - Head of Governance
- 7.2 To review and ensure that objectives are set and monitored at a minimum annually for Senior Post Holders through the appraisal process set out in the Corporation's policy.
- 7.3 To advise the Corporation on Senior Post Holder recruitment including the arrangements for the advertisement, selection and appointment of successors, in line with current employment legislation, the College equality policy and best practice.
- 7.4 Determine on behalf of the Corporation, the selection panel for all Senior Post Holder appointments, agreeing the selection process to be followed. The selection panel to consist of
- at least five members of the Corporation including the Chair or the Vice Chair(s) or both, where the vacancy is for the post of CEO/Principal; or
 - the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.
- 7.5 Subsequently making the appointment recommendation to the Corporation.

7.6 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the College and all employees of the College are directed to co-operate with any request made by the Committee.

8. Reporting Responsibilities

The Head of Governance shall make available the confidential minutes of the meetings of the Committee to Corporation members on request, excluding staff and student members.

9. Review

9.1 The membership and terms of reference of the Committee shall be reviewed by the Committee every four years.

9.2 Amendments to membership and terms of reference shall be made by the Corporation.

Policy owner	Head of Governance
Policy area	Governance
Approval process	Reviewed by Search, Governance and Remuneration Committee
Approving Body	Corporation
Date of last approval	6 October 2025
Review cycle	Every 4 years
Final version of the policy held by	Head of Governance