

The Search & Governance Committee

(Incorporating Appraisal and Remuneration)

Membership and Committee Operation

1. The Committee shall comprise a minimum of two members and the Principal and Chair of the Corporation, totalling four altogether.
2. The Corporation shall review the membership of the Committee and select a Chair of the Committee annually.
3. In the absence of the Chair of the Committee, the members present shall elect one of their body to chair the meeting.
4. If requested by the Chair of the Committee, relevant college managers will attend meetings of the Committee.
5. The quorum for meetings of the Committee shall be three.
6. The Director of Governance shall act as Clerk to the Committee.
7. The Committee will meet at least twice per year.
8. All meetings will be summoned by the Director of Governance at least 7 days in advance of the meeting.
9. In case of emergency, the Chair may call special meetings by written notice of less than 7 days.
10. Minutes from the meeting will be made available to all Corporation Members and, once approved, will be published on the College website. A summary of each meeting will be reported to the next available Board meeting by the Committee Chair.
11. Where minutes or parts of minutes are deemed by the Corporation to be confidential, they will not be published but will be retained on file by the Clerk and reviewed on an annual basis.
12. At one meeting per year the SGC will hold a 'Remuneration' meeting, that is subject to specific terms of reference and membership.

Terms of Reference

1. To advise the Corporation on the appointment and re-appointment of eligible members of the Corporation other than the Principal, staff and student members, and such other matters relating to the membership and appointments as the Corporation shall remit to it, having regard at all times to the provisions of the Instrument and Articles of Government [Instruments 2-10] and the Standing Orders of the Corporation
2. To consider and advise the Corporation on the composition and balance of the Corporation and its committees as well as the appointment of non-members on committees where such people would resolve a skills or experience deficiency [Article 4].
3. To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened for eligibility and short listed through a transparent process [Instrument 7]
4. To initiate searches for potential candidates through consultation with appropriate others, including local authorities, local bodies and employers
5. To undertake a regular skills audit to test the range of skills and experience on the board of the Corporation
6. To ensure the composition of the Board of the Corporation is inclusive and broadly reflects the composition of both the College and the local community in respect of gender and ethnicity
7. To ensure the terms of reference for the Committee are reviewed annually and made available to the public via the college website
8. To ensure confidentiality when publishing minutes that no personal information relating to an individual is included without that individual's consent
9. For the Committee Chair, Vice-Chair and Director of Governance to review items that have been identified as confidential at Corporation meetings and make such materials available for inspection where the confidential basis no longer applies or where it is agreed that public interest outweighs the reason of confidentiality.
10. To monitor Governor attendance to ensure the target identified within the Standing Orders is met at Board and individual member level and that poor attendance is followed up.
11. To draw up and implement an annual Governor Development & Improvement programme that reflects training requirements identified through skills audits and appraisal.
12. To agree and monitor governor performance review processes and oversee the self-assessment process of the Board

13. To monitor the Corporation's Standing Orders for regularity and compliance against the Instrument & Articles of Governance and the AoC Code of Good Governance for English Colleges and appendix, the AoC Remuneration Code

Appraisal and Remuneration

Meeting operation and membership

1. The meeting shall be chaired by the Chair of the Search and Governance committee
2. The Chair shall invite the Chairs of all other Corporation Committees to attend this meeting within the SGC framework
3. The meeting shall only be attended by independent governors
4. The quorum of the meeting shall be three
5. The Principal may be invited to attend meetings of the Committee save where his/her remuneration is being considered, however the Principal will not be a part of the formal membership or the quorum
6. The Clerk to the Corporation shall be Clerk to the Committee but shall withdraw from any part of a meeting when his/her remuneration or conditions of service are being considered and then a member of the Committee will assume the role of clerk for that item only
7. All meetings will be summoned by the Clerk to the Corporation by written notice at least 7 days in advance of the meeting
8. In case of emergency, the Chair may call special meetings by written notice of less than 7 days
9. Minutes from the meeting will be made available to all Corporation Members by being posted on the board portal
10. Where minutes or parts of minutes are deemed by the Corporation to be confidential, they will not be posted on the governance site but will be retained on file by the Clerk

Terms of Reference

1. To request an annual review of the salaries of the designated senior post-holders including Principal, senior finance person and Clerk to the Corporation with due regard to public interest and the financial health of the College and in line with the AoC Remuneration Code
2. To make recommendations to the Governing Body regarding the grading, remuneration and conditions of service of Senior Post-holders
3. To review and determine the Corporation's policy on executive remuneration and advise on the specific remuneration packages of senior postholders so as to:
 - ensure that senior postholders are fairly rewarded for their individual contributions to the College's overall performance; and
 - demonstrate to the public that the pay of senior postholders is set by a committee which has no personal interest in the outcome of its decision and of its recommendations and which gives due regard to the interests of the public and of the financial health of the College;
 - comply with HM Treasury requirements and guidance in relation to senior pay controls and special payments
4. The Remuneration Committee shall evaluate annually the specific remuneration packages of the Principal and designated senior postholders against:
 - pre-established performance goals and objectives; and
 - an appropriate peer group

For that purpose, the Committee will receive a report from the Chair of Corporation on the performance of SPH against KPIs and targets and shall receive the recommendations of the Chair as to the achievement of whether such KPIs and targets during have been achieved at the end of the relevant period

5. The Remuneration Committee shall advise the Corporation on any compensation (including the augmentation of pension benefits) which may be payable in the event of an early termination of the employment of the Principal or any designated senior postholder, with the broad aim of:
 - avoiding rewarding poor performance; and
 - dealing fairly with cases where early termination is not due to poor performance
6. The Remuneration Committee shall review on a continuing basis the Corporation's policy in relation to:
 - all aspects relating to the remuneration of the Principal and designated senior postholders including salary levels, comparisons with similar colleges, performance criteria and compensation commitments on early termination;

- main component elements in the specific remuneration packages of each designated senior postholder, such as salary, benefits in kind, individual bonuses and pension entitlements
7. In reviewing and making any recommendation to the Corporation on the pay of Senior Post Holders, the Remuneration Committee shall follow HM Treasury (HMT) requirements in relation to Managing Public Money and HMT Guidance for Approval of Senior Pay: Senior Pay Controls Process. The Corporation must seek permission from the Department for Education (DfE) in respect of senior pay over defined limits
 8. In reviewing any special payments, including severance, compensation and ex-gratia payments being considered for senior postholders, the Remuneration Committee shall give consideration to the requirements of HMT Managing Public Money and the approval required for any payments above stated thresholds and signing of non-disclosure agreements.
 9. The minutes of the meeting shall be presented to the Corporation as a confidential item in line with the AoC Remuneration Code
 10. To annually review the terms of reference and membership of the Committee