



## **GOVERNANCE, REMUNERATION AND SEARCH COMMITTEE**

### **Terms of Reference**

Approved by Search & Governance 29 September 2020 and Corporation 20 October 2020

***AUTHORITY: This Committee is established in accordance with Articles 4.1 and 5 of the Articles of Government. The Committee's Terms of Reference operate in accordance with the Corporation's Standing Orders.***

#### **1. MEMBERSHIP AND OPERATION**

- 1.1** The Committee shall comprise a maximum of **6** Corporation members (including the Corporation Chair, Corporation Vice-Chair and the Principal as ex-officios), and should not include Staff or Student members.
- 1.2** In addition, Committee membership may include up to 2 co-opted, non-Corporation members with relevant experience and expertise, who have been appointed by the Corporation on the recommendation of the Governance, Remuneration & Search Committee.
- 1.3** The Committee Chair shall normally be the Chair of the Finance & Resources. In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' the meeting, but under no circumstances should it be the Chair of the Corporation, or the Chair of the Audit & Assurance Committee, to comply with the Senior Postholders Remuneration Code.
- 1.4** The **quorum** for Committee meetings shall be **3** Committee members, at least 2 of whom shall be Corporation members.
- 1.5** The Clerk to the Corporation shall be Clerk to the Committee, except when it is proposed to consider the remuneration or conditions of service of the Clerk, in which case the Corporation Chair or the Principal's Executive Assistant shall send out the relevant papers to members of the Remuneration Committee and subsequently the Corporation. When the Clerk is required to withdraw from Committee meetings due to personal interest, the Committee shall appoint a person from amongst its members or attendees (other than the Principal) to act as temporary Clerk.
- 1.6** The Principal is required to withdraw from that part of Committee meetings when his/her own package is being considered due to personal interest.
- 1.7** The Committee shall meet at least once each academic term, as determined by the Chair in consultation with the Clerk.
- 1.8** Normally, Senior Postholders other than the Principal shall not attend Committee meetings. The HR Manager may attend meetings as and when appropriate.

## 2 FUNCTIONS

### GOVERNANCE

- 2.1 To **advise** the Corporation on matters relating to the effective governance of the College which are not specifically the concern of other committees of the Corporation.
- 2.2 To **review** Standing Orders, Governance processes, Delegation of Powers, the Code of Conduct, reviewing and making **recommendations** to the Corporation, ensuring compliance with the Instrument and Articles of Government, the Audit Code of Practice, and other governance-related legislation.
- 2.3 To keep the Instrument and Articles of Government under **review**, and to make **recommendations** to the Corporation, including the Corporations structure and governance.
- 2.4 To **review** and, where appropriate, **respond** to consultation documents from external bodies, or other matters that may impact upon governance.

### REMUNERATION

- 2.5 To **consider** and **approve** the remuneration and all other contractual terms and conditions of Senior Post Holders (SPH) and the Clerk to the Corporation. In considering these issues, the Committee shall make reference to:
- Salaries of a comparative peer group (normally the AoC survey published in January each year)
  - Performance against pre-established targets and objectives
  - The financial position of the College
- 2.6 To **consider** and **approve** the following component elements:
- Basic Salary
  - Benefits in Kind
  - Annual Bonus/Performance Related Elements
  - Pension Provisions
  - Main contractual terms and conditions (including notice periods)
- 2.7 To **review** and **assess** performance target goals and objectives established before the commencement of the relevant period and **determine** whether such goals and objectives have been achieved at the end of the relevant period.
- 2.8 To **monitor** the following appraisal arrangements (and resultant outcomes) for SPH and the Clerk, including, where desired, summaries or copies of the appraisals, to assist in informing its decisions:
- The Corporation Chair and Vice Chair shall undertake the appraisal of the Principal
  - The Corporation Chair (with assistance from the Principal) shall undertake the appraisal of the Clerk
  - The Principal shall undertake the appraisals of all other SPH
- 2.9 To **advise** the Corporation on any compensation (including the augmentation of pension benefits) which may be payable in the event of early termination of the employment of any SPH or the Clerk, with the broad aim of avoiding rewarding poor performance and dealing fairly with cases where early termination is not due to poor performance.

## SEARCH

- 2.10 To **advise** the Corporation on the appointment, re-appointment, skills, attendance, assessment, training and development of all Corporation members
- 2.11 To **consider** and keep under review the composition, balance and effectiveness of the Corporation and its Committees and **recommend** changes as considered appropriate.
- 2.12 To **advise** on such other matters relating to membership and appointments as the Corporation may remit to the Committee.
- 2.13 To **approve** the Corporation's recruitment process, application pack and induction plans.
- 2.14 To **initiate** the governor recruitment process on behalf of the Corporation.

## 3. REPORTING PROCEDURES

- 3.1 The minutes of each Committee meeting shall be circulated to all Corporation members for information. Minutes of any details relating to the function of Remuneration shall be minuted as Confidential (as determined by law and approved bye-laws), and circulated under strictly confidential cover to eligible Corporation members for information. Except where subject to legal disclosure requirements and/or Corporation resolutions to the contrary, all confidential minutes of this Committee shall remain strictly confidential for 3 years.

## 4. ADDITIONAL RULES AND GUIDANCE

- 4.1 The Committee will "operate openly and transparently to ensure that the Corporation is properly responsive to stakeholder interests in respect of its composition arrangements" (Eversheds)
- 4.2 The Committee will recommend specific terms of office for each appointment and reappointment (i.e. not necessarily for the maximum allowable term).
- 4.3 The Committee will be mindful of the relevant Cadbury, Nolan and Higgs recommendations.
- 4.4 The Committee aims to consider all of its actions in the light of Equality and Diversity best practice.

\*\*\*\*\*