

Search, Remuneration and Governance (SRG) Committee Terms of Reference 2024-2025

Membership	Duties
<ul style="list-style-type: none"> <li>• Normally seven governors including:                             <ul style="list-style-type: none"> <li>○ Chair of Governing Body</li> <li>○ Chair of FEGP Committee</li> <li>○ Chair of ARA Committee</li> <li>○ Chair of TLQSE Committee</li> <li>○ Chief Executive and Principal</li> <li>○ a Staff Governor</li> <li>○ up to two other members of Governing Body.</li> </ul> </li> <li>• Governing Body shall appoint the members, Chair and Vice Chair.</li> <li>• Other governors shall have a right of attendance.</li> <li>• The quorum is 40% of members (the majority of whom must be Governors).</li> </ul> <p><u>For remuneration business:</u></p> <ul style="list-style-type: none"> <li>• Any members or other individuals present shall withdraw if the Committee is discussing their remuneration or performance.</li> <li>• Neither the Chair of Governing Body nor any other governor who has delegated responsibility for review of the Chief Executive and Principal's performance and remuneration</li> </ul>	<p><b>Search</b></p> <ul style="list-style-type: none"> <li>• Advise on the appointment of members of Governing Body and such other matters relating to membership and appointments as Governing Body may remit to the committee.</li> <li>• Consider, shortlist and interview nominations and expressions of interest in respect of Governor vacancies and make appointment recommendations to Governing Body.</li> <li>• Determine, and keep under review, the process whereby candidates express and interest or are nominated, including, if appropriate, advertising, use of the media, use of specialist recruitment services, consultation with local community/employer representatives and other stakeholder groups.</li> <li>• Consider and make recommendations to Governing Body on the re-appointment of members of Governing Body at the end of their initial period of appointment, taking account of their contribution to the work of Governing Body and their skills and experience.</li> <li>• Consider and from time to time make recommendations to Governing Body on the composition and balance of Governing Body and its committees.</li> <li>• Maintain a "holding list" of suitable people interested in contributing to the work of Governing Body, including those interested in Governing Body membership.</li> <li>• Ensure the Clerk publishes vacancies and the process for expressing an interest in becoming a member of Governing Body.</li> </ul> <p><b>Remuneration</b></p> <ul style="list-style-type: none"> <li>• Ensure that the remuneration process for senior post holders complies with regulatory requirements for Senior Staff remuneration, including where government approval is required under Managing Public Money..</li> <li>• Agree a performance development review (PDR) framework (which includes agreeing objectives) for the Chief Executive and Principal and other Senior Post Holders; ensure PDRs are conducted at least annually.</li> <li>• Advise Governing Body on a framework for the remuneration for Senior Post Holders which ensures that remuneration decisions are fair, appropriate and justifiable; makes clear the choice of comparators and benchmarks that may be used in determining remuneration and includes a policy on what if any income Senior Post Holders may retain from external activities.</li> <li>• Undertake an annual review of Senior Post Holders' remuneration and advise Governing Body that their remuneration is fair, appropriate and justifiable, within the financial resources of the college. Such consideration to include basic salary; benefits in kind; pension provisions; main terms and conditions in each Senior Post Holder's contract, with particular reference to the notice provisions.</li> <li>• Within the approved framework, determine on behalf of Governing Body the remuneration of the Chief Executive and Principal and the Clerk and other Senior Post Holders.</li> <li>• Determine on behalf of Governing Body any compensation (including any augmentation of pension benefits) which may be made in the event of the early termination of the employment of a Senior Post Holder with the aim of ensuring that: any</li> </ul>

<p>may chair remuneration business.</p> <ul style="list-style-type: none"> <li>Staff and Student Governors are excluded from participation in any items concerning the remuneration of Senior Post Holders, using the process outlined in the Instrument and Articles</li> </ul>	<p>compensation is reasonable, appropriate and justifiable; the decision is procedurally fair; and decision-making is transparent and accountable. Where necessary, seek government approval for such payments.</p> <ul style="list-style-type: none"> <li>Keep under review the pay multiple of the Chief Executive and Principal and the median earnings of the college's workforce and publish this information in the annual report.</li> <li>Periodically review the Senior Post Holders' remuneration policy and make this available for public inspection.</li> </ul>	
<b>Governance</b>		
<ul style="list-style-type: none"> <li>Monitor and advise Governing Body on the effectiveness of governance and its compliance with relevant governance codes.</li> <li>The committee itself will ensure that it has due regard to the sources of assurance suggested in the AoC Code of Good Practice 2023 in discharging its duties effectively, and will regularly review elements of recommended practice to duly consider how it supports delivery of effective governance via the 6 principles of the code</li> <li>Ensure the operation of an annual process for reviewing and reporting on the performance of the Chair of Governing Body and of its committees.</li> <li>Ensure the operation of an annual process for governor and committee self-assessment to inform the evaluation and continuous improvement of board effectiveness.</li> <li>Ensure the operation of a periodic external review of governance to inform evaluation and continuous improvement of board effectiveness.</li> <li>Periodically, to consider the remits of each Governing Body committee and any proposals from committees for changes thereto, and, if necessary, to propose revisions for approval by Governing Body.</li> <li>Keep under review, the college's governance policies and approve updates on behalf of Governing Body, except for matters expressly reserved to Governing Body.</li> <li>Submit an annual self-assessment report to Governing Body and Audit &amp; Risk Assurance Committee on the effectiveness of governance.</li> </ul>		
<b>Proceedings of meetings</b>	<b>Authority</b>	<b>Other</b>
<ul style="list-style-type: none"> <li>The committee shall meet at least twice a year, by virtual means if necessary.</li> <li>It shall be entitled to go into confidential session.</li> <li>Questions shall be determined by a majority of members present.</li> <li>Members may not vote by proxy.</li> <li>Governance Advisor and Clerk to Governing Body shall be secretary to the committee.</li> </ul>	<ul style="list-style-type: none"> <li>Investigate any activity, initiate action and/or pursue issues through Governing Body, within the committee's terms of reference.</li> <li>Seek any information it requires from any employee, although normally through the Chief Executive and Principal or the Executive Team.</li> <li>Obtain outside legal or other professional advice and secure the attendance of others with relevant experience and expertise, as necessary.</li> <li>Establish task groups and nominate "subject" leads, provided such arrangements are regularly reviewed and updated.</li> <li>Determine procedures to demonstrate that remuneration of Senior Post Holders is recommended and/or determined by a committee which has no personal interest in the outcome of its decisions, and which demonstrates due regard to the use of public funds, the college's responsibilities as a charity and the financial health of the college. Review and make recommendations to Governing Body on revisions to these Terms of Reference and those of Governing Body's other committees.</li> </ul>	<p>Date of these Terms of Reference: October 2019  Reviewed November 2020 and re-approved GB 9.12.2020  Reviewed April 2021 and May 2022, May 2023  Reviewed May 2024 and re-approved by GB 10.07.24  Next review: July 2025</p> <p>To be reviewed at SRG 7.05.2025 and to be approved GB 9.07.2025</p>