## Search, Remuneration and Governance (SRG) Committee Terms of Reference 2023-24 (December 2020, reviewed July 2021, July 2022 reviewed and re-approved by GB July 2023)

## Membership **Duties** Normally seven governors including: Search Chair of Governing Body 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. Chair of FEGP Committee Consider, shortlist and interview nominations and expressions of interest in respect of Governor vacancies and make appointment recommendations to Governing Body. Chair of ARA Committee 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 Chair of TLQSE Committee recruitment services, consultation with local community/employer representatives and other stakeholder groups. Chief Executive and Principal 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 a Staff Governor their contribution to the work of Governing Body and their skills and experience. o up to two other members of Consider and from time to time make recommendations to Governing Body on the composition and balance of Governing Body and its committees. Governing Body. Maintain a "holding list" of suitable people interested in contributing to the work of Governing Body, including those interested in Governing Body membership. Governing Body shall appoint the Ensure the Clerk publishes vacancies and the process for expressing an interest in becoming a member of Governing Body. members, Chair and Vice Chair. Remuneration Other governors shall have a right of Ensure that the remuneration process for senior post holders complies with regulatory requirements for Senior Staff remuneration, including where government approval is required attendance. under Managing Public Money... The quorum is 40% of members (the Agree a performance development review (PDR) framework (which includes agreeing objectives) for the Chief Executive and Principal and other Senior Post Holders; ensure PDRs majority of whom must be Governors). are conducted at least annually. 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 For remuneration business: 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 Any members or other individuals external activities. present shall withdraw if the Committee is discussing their 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, remuneration or performance. with particular reference to the notice provisions. Neither the Chair of Governing Body 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. nor any other governor who has 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 delegated responsibility for review of employment of a Senior Post Holder with the aim of ensuring that: any compensation is reasonable, appropriate and justifiable; the decision is procedurally fair; and decision-making the Chief Executive and Principal's is transparent and accountable. Where necessary, seek government approval for such payments. performance and remuneration may 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. chair remuneration business. Staff and Student Governors are Periodically review the Senior Post Holders' remuneration policy and make this available for public inspection. excluded from participation in any items concerning the remuneration of Monitor and advise Governing Body on the effectiveness of governance and its compliance with relevant governance codes. Senior Post Holders, using the process Ensure the operation of an annual process for reviewing and reporting on the performance of the Chair of Governing Body and of its committees. outlined in the Instrument and Articles Ensure the operation of an annual process for governor and committee self-assessment to inform the evaluation and continuous improvement of board effectiveness. Ensure the operation of a periodic external review of governance to inform evaluation and continuous improvement of board effectiveness. 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. Keep under review, the college's governance policies and approve updates on behalf of Governing Body, except for matters expressly reserved to Governing Body. Submit an annual self-assessment report to Governing Body and Audit & Risk Assurance Committee on the effectiveness of governance. Proceedings of meetings Authority Other Investigate any activity, initiate action and/or pursue issues through Governing Body, within the committee's terms of reference. The committee shall meet at least Date of these Terms twice a year, by virtual means if Seek any information it requires from any employee, although normally through the Chief Executive and Principal or the Executive Team. of Reference: October 2019 Obtain outside legal or other professional advice and secure the attendance of others with relevant experience and expertise, as necessary. Reviewed November 2020 and renecessary. It shall be entitled to go into Establish task groups and nominate "subject" leads, provided such arrangements are regularly reviewed and updated. approved GB 9.12.2020 Determine procedures to demonstrate that remuneration of Senior Post Holders is recommended and/or determined by a committee which confidential session. Reviewed April 2021 and May 2022. Questions shall be determined by a has no personal interest in the outcome of its decisions and which demonstrates due regard to the use of public funds, the college's May 2023 majority of members present. responsibilities as a charity and the financial health of the college. Review and make recommendations to Governing Body on revisions to Next review: July 2024 Members may not vote by proxy. these Terms of Reference and those of Governing Body's other committees. Governance Advisor and Clerk to Governing Body shall be secretary to the committee.