

Governance, Performance & Search Committee

- 1.1 The Governance, Performance & Search Committee fulfils an advisory role to the Corporation in respect of corporate governance, performance of senior post holders and the Company Secretary, including where the Company Secretary is, or is to be appointed as, a member of staff, his/her remuneration and conditions of service as a member of staff), and the appointment of Members.

2 TERMS OF REFERENCE

The terms of reference of the Governance, Performance & Search Committee will be published on the College's website.

2.1 The Governance, Performance & Search Committee's remit is set out below.

- i) In respect of **Corporate Governance** to:
- a. review and monitor the performance of the Corporation Board through the self assessment process and make recommendations on how to improve the Corporation Board's individual and collective effectiveness;
 - b. identify best practice, taking account of internal audit reports on corporate governance, and advise the Corporation Board on how to ensure probity and integrity of its operations and stewardship of the College.
- ii) In respect of **Remuneration and Conditions of Service** to:
- a. make recommendations to the Corporation on the remuneration and conditions of service of senior post holders and the Company Secretary/Executive Officer;
 - b. ensure that the Senior Post Holders' annual remuneration package is appropriately aligned to their individual and collective performance in managing and leading the improvement and the development of the College, with particular regard to the key Drivers set out in the College's strategic plan;
 - c. develop, for recommendation to the Corporation, Board Objectives which will form part of the basis for assessing the individual and collective performance of the Senior Post Holders. Board Objectives will be derived from the Strategic Plan and may be subject to review and amendment under exceptional circumstances.
- iii) In respect of **Appointment of Members** to:
- a. anticipate vacancies on the Corporation Board and make recommendations to the Board on strategies and procedures for filling such vacancies, in order to achieve a balance of membership;
 - b. manage the process of filling vacancies on the Corporation Board, in accordance with approved appointment and reappointment procedures;

- c. consider applications for all vacancies on the Corporation Board and its committees (excepting the Principal) and make recommendations to the Board on new appointments and re-appointments;
 - d. assess the performance of individual Members on an annual basis and particularly when considering re-appointment to the Corporation Board;
 - e. review the composition of the Corporation Board through an annual skills audit and make recommendations on the Board's composition and balance;
 - f. consider, on an annual basis, the induction and development needs of the Corporation and its Members and take appropriate steps to implement a development programme;
 - g. manage an Honorary *Fellow* Scheme for Former Governors of the College, recommending to the Corporation Board former Chairs and Vice Chairs of Governors and Committee Chairs where individuals have made an outstanding contribution to the Board, as well as recommending removal of the honorary title should an individual bring the College's name into disrepute.
 - h. manage an Honorary Associate Scheme which recognises the achievement of high profile members of the College's community who may or may not be our alumni, by recommending appointments for Corporation Board approval and the forfeiture of appointments.
- iv) Amongst the means that the Committee shall use to attract suitable applicants to the Corporation Board are the following:
- a. advertising in the local press and relevant professional and business magazines;
 - b. approaching contacts known to existing Members;
 - c. approaching appropriate organisations (e.g. local authority, commercial and educational) to seek nominations of people with skills and experience specified by the Corporation;
 - d. approaching external advisers as necessary.

2 STANDING ORDERS

Composition

- 2.1 The Committee shall comprise 4 Members:
- the Chair of Governors
 - the Vice Chair of Governors
 - two other Members nominated by the Corporation Board
- 2.2 Membership of the Committee shall be determined by the Corporation Board, usually annually at the Board's last meeting of the academic year.
- 2.3 The Chair of Governors shall automatically be the Chair of the Committee,

except where items of business relate to the consideration of the remuneration and conditions of service of the Senior Post Holders and the Company Secretary/Executive Officer. For these agenda items, the Vice Chair of Governors, who shall be the Committee's Vice Chair, shall take on the role of chair.

- 2.4 Meetings of the Committee shall be quorate if two or more Members are present (including the Chair of Governors or the Vice Chair of Governors).
- 2.5 If the number of Members assembled for a meeting of the Committee does not constitute a quorum, the meeting will not be held. If in the course of a meeting of the Committee the number of Members present ceases to constitute a quorum, the meeting will be terminated immediately.
- 2.6 If a meeting is inquorate or, as the case may be, cannot continue, the Chair may decide, if s/he thinks fit, that a special meeting should be held.

3 Meetings

- 3.1 The Committee shall hold meetings as necessary and, in any event, at least once per term.
- 3.2 The Company Secretary shall arrange all meetings. Members will receive written notice of the meeting and a copy of the agenda at least seven clear calendar days before the meeting.
- 3.3 Where the agenda item concerns the Company Secretary (including where the Company Secretary is, or is to be appointed as, a member of staff, his/her remuneration and conditions of service as member of staff), the **Chair of Governors** will forward any exempted information to members of the Committee, as appropriate.
- 3.4 A special meeting of the Committee may be called at any time by the Chair of the Committee or at the request in writing of any two Members of the Committee. Where the Chair of the Committee agrees that there are matters demanding urgent consideration, the written notice covering the meeting may be less than seven days.

4 Attendance at Meetings

- 4.1 The Company Secretary shall attend all meetings of the Committee and act as clerk to the Committee, except that the Company Secretary shall withdraw from the meeting when the Committee is considering his/her remuneration and conditions of service, and the Chair of Governors will take a separate confidential minute of this part of the agenda.
- 4.2 The Chair of the Audit Committee, and the '*Lead Governor*' for Quality and for Finance, where they are not already members of this Committee, shall be invited to attend meetings, and/or provide written information, when the performance, remuneration and conditions of service of the senior post holders and Company Secretary/Executive Officer are being considered. This will usually be annually in the spring term.

- 4.3 The Principal¹ shall be invited to answer questions at the point that his/her remuneration and conditions of service are taken on the agenda before withdrawing from the meeting while these matters are discussed.
- 4.4 The Principal shall also provide feedback on the outcomes of the annual Performance Reviews for the Deputy Principal Curriculum & Business Development and the Deputy Principal Finance & Corporate Development.
- 4.5 At the request of the Committee, any other Senior Post Holder shall be invited to attend a meeting to answer questions relevant to the work of the Committee.
- 4.6 Specialist advisers may attend meetings of the Committee or be asked to provide information as required.

5 Reporting to the Corporation

- 5.1 The Chair of Governors, as Committee Chair, will give a verbal report summarising Committee business to the next scheduled meeting of the Corporation.
- 5.2 In keeping with the Committee's advisory rather than executive role, all resolutions of the Committee shall be presented to the next Corporation Board meeting as recommendations for approval, supported with appropriate documentation.
- 5.3 If new information comes to light after a meeting of the Committee, and it is reasonable to suppose that this information could have an impact on the decision-making of the Corporation, the Chair of the Committee – or, in his absence, another Member of the Committee - shall present this new information in addition to the Committee's resolution to the Corporation.

6 Authority

- 6.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference, and to seek any information it requires from any Member, Corporation Committee or employee of the College. All Members and employees of the College are required to co-operate with any request made by the Committee.
- 6.2 The Committee is authorised to ask the Company Secretary to arrange appropriate independent professional advice and to invite external advisers to attend Committee meetings.

6 Conflicts of Interest

- 6.1 Members of the Committee will make a declaration of interest as appropriate and in accordance with the Instrument of Government, the Code of Conduct and the Register of Interests and Confirmation of Eligibility.

7 Proceedings at Meetings

- 7.1 Every question to be decided at a meeting of the Committee shall be determined by the majority of the votes of the Members present and voting on the question. Where there is an equal division of votes the Chair shall have a second or casting vote.

¹ Separate arrangements in place during 2016/17.

- 7.2 No Member may vote by proxy or by way of a postal vote.
- 7.3 No matter which the Committee has agreed to recommend to the Corporation Board may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

8 Minutes

- 8.1 At every meeting of the Committee the minutes of the last meeting, if agreed to be accurate, shall be signed as a true record by the Chair of the meeting.
- 8.2 The Company Secretary will generally aim to circulate the draft minutes to Committee Members within ten working days of a meeting.

9 Public Access to Meetings

- 9.1 Meetings of the Committee will not be open to persons other than the appointed Committee Members, the Company Secretary and specialist advisers, except by special invitation.

10 Publication of Minutes and Papers

- 10.1 The Members of the Committee undertake to operate in an open manner by reporting deliberations to the Corporation Board and by making available its terms of reference and its advice to the Board to any member of the public during normal office hours.
- 10.2 Once the draft minutes have been approved by the Chair of the meeting and presented for decision to the Corporation Board, they will be made available in the office of the Company Secretary during normal business hours and will be published on the College's website.