# <u>Special Committee</u>
# <u>Terms of Reference – 2026-27</u>

## 1. Purpose

- The Special Committee is an ad-hoc, time-limited committee, established only for the duration of a specific matter and dissolved upon its conclusion and reporting to the Board.
- The Board shall establish a Special Committee to consider disciplinary matters, grievances, attendance or capability matters relating to Senior Post Holders.
- The Special Committee will advise the Corporation on whether there is a case to answer and, where appropriate, conduct or oversee the relevant process in accordance with applicable ESCG procedures.

## 2. Committee Composition

| | |
|---|---|
| **Core Membership** | • The Special Committee will consist of three Independent Members of the Board who shall be appointed having due regard to Governor availability for the duration of any one particular matter.<br>• Governors appointed to consider disciplinary matters must not be the same Governors who have received the Investigating Officer's initial report. |
| **Eligibility** | • Co-opted Members may <u>not</u> be appointed to this committee.<br>• The Chair, CEO & Principal, Staff Governors and Student Governor are not eligible for membership of the Special Committee.<br>• Where possible, unless it is reasonably impracticable to avoid, no person may sit on the committee who has been involved in any way in any action relating to the case to be considered leading up to the reference to the committee. |
| **Committee Chair** | • The Special Committee will elect one of its members to be its Chair. |
| **Lead Officer** | • Director of People Services |
| **Other Attendees** | • Investigating Officer<br>• Director of Governance (DoG), who will act as Clerk to the Committee – a *member of People Services will act as Clerk the Committee if the matter pertains to the Director of Governance (Senior Post Holder).* |
| **Managing Conflicts of Interest** | • In determining the membership of the Special Committee, the Board shall have regard to both actual and perceived conflicts of interest.<br>• A Governor shall not be appointed where their involvement could reasonably be perceived to compromise independence or impartiality, including where they have had prior formal or informal involvement in matters related to the case, or where close working relationships may give rise to perceived bias. |

## 3. Meetings & Quoracy

| | |
|---|---|
| **Frequency** | • The Special Committee will meet as and when required. |
| **Quorum** | • **<u>All</u> three members present.** |
| **Minutes & Recommendations** | • Confidential meeting minutes may <u>not</u> be circulated to members of the Board, unless required by statute.<br>• If appropriate, a summary update may be shared during a confidential Board meeting session, and any recommendations for approval will be tabled for Board consideration at its earliest convenience. |

## 4. Authority

| | |
|---|---|
| **Remit** | • The Special Committee is authorised by the Board to investigate any activity within its terms of reference.<br>• It is authorised to seek any relevant information it requires from any member of staff of the Board or any relevant third parties, and all members of staff are directed to co-operate with any reasonable request made by the Special Committee.<br>• The Chair of the Special Committee will have overall responsibility in respect of any decisions made following the hearing.<br>• The Special Committee must adhere to the scope, purpose and the general principles specified within related policies and procedures. |
| **Specialist Advice** | • The Special Committee is authorised and required to obtain legal or other independent professional advice and to secure the attendance of those with relevant experience at any meeting of the Special Committee.<br>• Where the nature of the matter, the seniority of individuals involved, or the potential reputational, regulatory or legal implications give rise to a risk of perceived or actual conflict, the Board or Special Committee Chair may determine that an external Investigating Officer is appointed to ensure independence, objectivity and procedural fairness.<br>• The Special Committee may appoint external investigators and/or expertise to the value of £25,000 without further Board authorisation. |

## 5. Responsibilities

| | |
|---|---|
| **Overarching Principle** | • The Special Committee shall conduct its work in accordance with the principles of natural justice, procedural fairness and confidentiality.<br>• Detailed procedural requirements, rights and outcomes shall be governed by the relevant ESCG disciplinary, capability, grievance or other procedure, which shall take precedence in all cases. |
| **Convening a Special Committee** | • In addition to the circumstances outlined across Senior Post Holder policies, a Special Committee may be initiated by the Chair of the Board (or a Governor with delegated authority in the Chair's absence) following advice from the Director of People Services (DoPS) and Director of Governance (DoG), (or DoPS and CEO & Principal, if the issue pertains to the DoG).<br>• **SPH Disciplinary Matters** – a Special Committee may be convened per the SPH Disciplinary Procedure, with advice from People Services: *'If, upon completion of an investigation by the Investigating Officer, there are reasonable grounds to believe that a senior post-holder has committed an act of misconduct, or that they are not meeting acceptable performance standards, they will be invited to attend a disciplinary meeting.*<br>• **SPH Capability Matters** – a Special Committee may be convened per the SPH Capability Procedure, with advice from People Services:<br>    o *Where action short of dismissal is being considered, the meeting will be chaired by a panel consisting of at least two Governors (excluding Staff or Student Governors)*<br>    o *Where dismissal is a possible outcome: the meeting will be comprised of a special committee consisting of three Governors (excluding the staff or student Governors).*<br>• **SPH Grievance Matters** – a Special Committee may be convened at 'Stage 2 Formal Procedure' of the SPH Grievance Policy, *i.e. where the senior post holder feels that the matter has not been resolved through informal discussion or where the grievance has been put in writing to the Director of Governance.* |

| | |
|---|---|
| **SPH Disciplinary Matters** | • Where a disciplinary matter relating to a Senior Post Holder is referred to the Special Committee, the Committee shall consider the Investigating Officer's Report, determine whether there is a case to answer, and, where appropriate, convene and conduct a disciplinary hearing in accordance with the Disciplinary Procedure for Senior Post Holders.<br>• The Committee shall reach findings and make determinations or recommendations as permitted by the procedure and report to the Board where required. |
| **SPH Capability Matters** | • Where concerns relating to the performance or professional effectiveness of a Senior Post Holder are escalated under the Capability Procedure for Senior Post Holders, the Special Committee shall consider the relevant information, convene a capability hearing where required, and determine outcomes or recommendations in accordance with that procedure, reporting to the Board where necessary.<br>• The Special Committee shall ensure that outcomes and reasons are recorded and reported to the Board where required, maintaining appropriate confidentiality. |
| **SPH Grievances** | • Where a grievance raised by a Senior Post Holder is referred to the Special Committee, the Committee shall consider the grievance in accordance with the Grievance Procedure for Senior Post Holders, conduct any hearing required by that procedure, and determine findings or recommendations, reporting to the Board where appropriate. |
| **Staff Grievances & Appeals** | • A Special Committee may convened to hear staff grievances relating to the CEO& Principal or appeals where the CEO & Principal has heard the previous stage. |
| **Reporting Arrangements** | • The Special Committee shall report its findings, determinations or recommendations to the Board as appropriate.<br>• The Board retains responsibility for any final decisions reserved to it under the Instrument and Articles of Government, Scheme of Delegation or applicable employment procedures. |
| **Governance Framework** | • The Special Committee operates independently of the Audit, Risk & Compliance Committee and is not part of the Corporation's routine assurance framework, reflecting the confidential and case-specific nature of its remit.<br>• Where the Director of Governance is a member of staff at the institution and is subject to a matter under consideration by the Special Committee, they shall be treated as a Senior Post Holder. In such circumstances, or where a conflict of interest arises, the Board shall appoint an appropriate alternative officer to fulfil the Clerk or governance support role for the duration of the matter. |

## 6. Related Policies

- Whistleblowing Policy & Procedure
- Complaints Policy
- Staff Grievance Policy
- Disciplinary Procedure for Senior Post Holders
- Grievance Procedure for Senior Post Holders
- Capability Procedure for Senior Post Holders

## 7. Review & Approval

- Committee Review & Recommendation for Approval 5th May 2026
- ESCG Board Approval 9th July 2026

***Summary of Changes***

| Version | Effective | Summary of Change | Prepared By | Approved By |
|---|---|---|---|---|
| 1. | 16th October 2023 | • New format and structure throughout. | Director of Governance | ESCG Board |
| 2. | 8th July 2024 | • Minor amendments.<br>• Inclusion of additional related policies listed. | Director of Governance | ESCG Board |
| 3. | 7th July 2025 | • Minor grammatical amendments.<br>• Clarification re the handling of confidential minutes and associated recommendations. | Director of Governance | ESCG Board |
| 4. | 9th July 2026 | • Clarifies the purpose and scope of the Special Committee, including its status as an ad-hoc, time-limited committee established only in response to specific matters.<br>• Includes a threshold for securing specialist advise before Board authorisation must be sought.<br>• Re-clarifies how and when the Special Committee should be convened.<br>• Consolidates and simplifies the Scope, Authority and Responsibilities sections to remove duplication and improve clarity.<br>• Introduces separate summary process descriptions for disciplinary, capability, grievance and appeal matters, with explicit reference to the applicable ESCG procedures.<br>• Strengthened provisions relating to independence, conflicts of interest and the use of external investigators or advisers.<br>• Clarifies reporting arrangements and the relationship between Special Committee findings and Board-reserved decision-making, improving alignment with the wider ESCG governance framework. | Director of Governance | ESCG Board |