1. **PURPOSE**

The Search, Performance and Remuneration Committee is a Committee of the ESCG Board established under the terms of Clause 4 of the Articles of Government.

The purpose of the Committee is to:

1.1 Ensure the Board has a strong succession plan in place through review, advice and recommendations to the Board about membership of, and appointments to, the Board and its committees, ensuring that members have the appropriate balance of skills, experience, independence and knowledge, to discharge their duties and responsibilities effectively

1.2 Ensure that the composition of the Board as far as possible reflects the

communities the College serves, and its recruitment and selection processes follow best practice and reflect the principles of the Nolan Committee

1.3 Monitor Board and Committee performance and recommend action to address any issues identified.

1.4 Monitor attendance and consider the development and training available to Governors and Co-opted Members, with especial attention to members of the Audit, Risk and Compliance Committee (Ref: Post 16 Audit Code of Practice, updated March 2021)

## 1.5 Oversee the completion of the Board’s Annual Cycle of Business.

1.6 Determine, and advise the Board on the remuneration, grading pay and conditions of service for senior post-holder, including the Director of Governance

1.7 Critically analyse the annual performance management cycle and report to ensure the process:

* Is applied consistently
* Pay decisions are based on objective evidence
* CPD opportunities have been provided to remove barriers and enhance effective performance

1. **COMPOSITION**

2.1 Up to five members will be appointed by the Board from its members, including the Chair and Vice-Chair of the Board.

2.2 Staff governors, Student governors and co-opted members, shall not be appointed to the committee.

2.3 The CEO shall not be a member of the Committee but shall be in attendance as shall other College officers as required by the Chair or the members.

2.4 The Committee will elect a Chair and Vice-Chair from its membership and seek approval from the Board. This should not be the Chair of the Board.

1. **MEETINGS**

3.1 The Committee will meet at least three times a year and on other occasions if circumstances require.

1. **QUORUM**

4.1 The quorum will be 40% with at least three members of the Board present.

1. **TERMS OF REFERENCE**

**5.1 GOVERNANCE APPOINTMENT AND SUCCESSION PLANNING**

## To search for appropriately qualified candidates with interest in making a voluntary contribution to the work of the Board and its Committees, and to maintain a list of such

## To ensure that governor vacancies are publicised in transparent and appropriate ways to make them known as widely as possible in line with the Board's Succession Planning Policy.

## To ensure there is always a future pool of talent and that an appropriate succession plan is in place

## To initiate regular searches through consultation with interested bodies, including local community/employer representatives and local authorities.

## To research, where a vacancy occurs or is anticipated, suitable candidates through a process of interview and confidential references.

## To receive the skills audit reviews of the current membership of the Board and Committees. These will be monitored to identify areas of expertise or interest which are under-represented, which should be taken into account when vacancies occur.

1. To monitor the attendance of the Board and Committees and make recommendations on appropriate action to address non-attendance.
2. To advise the Board about the training and induction of members of the Board and its Committees.
3. To ensure that there are strategies in place to provide current Governors with training and support to fulfil their roles and move into key governance roles if desired when the opportunity arises
4. To supply regular reports to the Board without compromising the statutory requirements of the Data Protection Act[[1]](#footnote-1).
5. To evaluate the contribution, performance and attendance of existing members of the Board and its Committees who may be seeking re-nomination, and to make recommendations to the Corporation regarding reappointment following the Board's standing orders and concerning the Nolan Principles and the Code of Conduct, Culture and Values.

# 5.2 GOVERNANCE DEVELOPMENT

## The Committee will be responsible for the development, review and advice to the Board on all matters relating to the effectiveness of College governance. In carrying out this function, the Committee will:

## Biennially, or as required, review the Board's Instrument and Articles of Government and byelaws.

## Annually review the Board's Code of Conduct and ensure that arrangements exist for identifying potential conflicts of interest between Governors' business or private concerns and their responsibilities as a Board or Committee member.

## Recommend the process for the recruitment of the Chair and CEO and the recruitment of Staff and Student governors.

## Monitor and manage conflicts of interest.

## Ensure that the Board and supporting Committees undertake a review of their performance and effectiveness as a group, and individually, reviewing the reporting lines and structure and reviewing the development and support needs (with external expertise as deemed appropriate).

## Monitor and evaluate Governor learning and development

## Ensure compliance with the requirements of the Instrument and Articles of Government and with any other relevant body requirements concerning governance.

## Make recommendations to the Board as to the content of the Governance element of the College's annual Self-Assessment Report

## Consider any governance issues identified during internal and/or external audits of the College and report to the Board on recommended remedial action.

## Review best practice in governance in the FE and voluntary sector and advise the Board of appropriate action as necessary.

## Report Governor Involvement and governor contribution

**5.3 PERFORMANCE AND REMUNERATION**

To oversee the effectiveness of the senior post holder appraisal process and the extent to which performance targets are met in line with the annual cycle and, where applicable, advise the Board on:

1. Any concerns in relation to capability or conduct
2. Senior post holders’ career ambitions and development plans
3. Any compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of any senior post holder, with the aim of:

* Avoiding rewarding poor performance;
* Dealing fairly with cases where early termination is not due to poor performance;
* such other matters as the Board may reasonably request.

5.4 Following consideration of the performance of senior post-holders against the agreed targets, the Committee will agree and recommend to approve to the Board the appropriate remuneration for each senior post-holder for the following year.

5.5 To determine, and advise the Board on the remuneration, grading pay and conditions of service for the holders of senior posts, having regard to:

1. The College’s Values and the Nolan principles.
2. The Equity and Diversity Policy
3. Senior Staff Remuneration Code, as appended to the Code of Good Governance for English Colleges
4. The use of public funds and the financial health of the College
5. Performance and achievement evidenced through each individual’s annual appraisal discussion
6. affordability including pension implications
7. The overall performance of the College
8. best practice in determining senior pay in the public and private sectors
9. The College’s position against national benchmarks - an extract from the most recent Annual AOC survey of senior post-holders’ remuneration and benchmarking data from the sector
10. Salary levels within the sector
11. Inflation
12. Other environmental factors affecting the College

5.6 To consider matters of equity, diversity and inclusion with a view to ensuring that there are no biases pertaining to gender or other protected characteristics within the pay structure for senior post-holders.

5.7 To agree and recommend to the Board the clear, transparent and measurable objectives for the CEO, Senior Post holders, including the Director of Governance.

5.8 The Committee will also agree and recommend to the Board the objectives the draft targets/objectives for each senior post-holder for the following year.

5.9 Monitor the implementation of the Colleges Senior Post Holders Remuneration Code and produce an annual report for the Board.

5.10 Receive and consider suggested modifications to the staffing structure in relation to Senior Post holders.

5.11 Recommend to the Board policies for the conduct, discipline, grievance and dismissal of senior post holders.

5.12 Ensure that the Committee receives sufficient information and expert advice it deems necessary to undertake its responsibilities in order to mitigate any risks identified.

1. **REPORTING ARRANGEMENTS**

6.1 The minutes relating to Search and Governance Development issues will be circulated to all members of the Board, and any recommendations for approval will be tabled for Board consideration at its earliest convenience.

6.2 The Director of Governance shall keep minutes of the Performance and Remuneration section of meetings of the Committee and report these to the Board on the “restricted” agenda, at which point the senior post holders together with staff and student governors will be required to withdraw from the relevant part of the meeting.

6.2 Objectives for the CEO and senior post holders, including the Director of Governance will be agreed by the Board and these are available on request from the Director of Governance when finalised alongside the opportunity to view Committee minutes.

6.3 Independent governors are invited to share thoughts and key points to be taken into consideration at the end of year appraisal. The Director of Governance will annually call for any comments and feed back to the Chair.

1. **RELATIONSHIP WITH PEOPLE & CULTURE COMMITTEE**

7.1 It is the purpose of the People & Culture Committee to consider, review and advise the Board on matters not delegated to the CEO connected with the staffing of the College, including current and projected staffing needs, staff retention, recruitment policy, contractual arrangements and the remuneration and other terms and conditions of all College staff other than the Senior Post-holders.

1. **POLICIES/STRATEGIES ALLOCATED FOR DISCUSSION AND APPROVAL**
2. Governor Code of Conduct
3. Governor Recruitment and Succession Policy
4. Public Values Statement
5. Instrument and Articles and Standing Orders
6. Scheme of Delegation
7. Schedule of Corporation and Committee Meetings
8. Governor Learning and Development Strategy
9. Remuneration Guidance for Senior Post Holders
10. Senior Post Holders Capability, Disciplinary, and Grievance Procedures
11. **ROUTINE REPORTS RECEIVED BY THE COMMITTEE**

Including, but not limited to:

1. Governor attendance and activity
2. Succession planning
3. Membership and renewals
4. Board profile
5. Updates on national policy/legislative developments affecting governance
6. Governance issues identified during internal/external audit
7. Governor impact log
8. Self-Assessment planning and analysis
9. Performance of senior post holders, review of pay and terms and conditions
10. Mapping against the College Senior Post Holder Remuneration Code
11. Monitoring and review of changes in the sector relating to pension arrangements for senior staff

**TOR Approved by:**

* Search, Performance and Remuneration Committee:  **15th June 2022**
* ESCG Board: **5th July 2022**

1. http://www.legislation.gov.uk/ukpga/1998/29/contents [↑](#footnote-ref-1)