



Terms of Reference
Search, Governance & Remuneration
Committee



Approved by the Corporation 18 October 2022

Version:	
New or Replacement:	New
Approved by:	
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Effective date:	
Author:	Interim Governance Adviser
Responsible Committee:	
Corporation Committee (if applicable):	Search, Governance & Remuneration (recommend) Board (approve)
Date of next review:	October 2023
Equality Impact Assessment Date:	
Lead responsibility:	Director of Governance
Policy Category:	Corporation

1. Membership

- 1.1. The Committee shall comprise the Chairs of the Corporation Committees, the Chair of the Corporation, and the Vice-Chair(s) of the Corporation.
- 1.2. The membership is intended to provide a forum for all committee chairs, to cascade governance information and best practice, provide feedback, coherence, and consistency in the operations of the Corporation.
- 1.3. The Chair shall be nominated from the members and be approved by the Corporation.
- 1.4. The Chair of this committee shall not be the Chair of the Corporation.
- 1.5. The CEO shall not be a member of the Committee but shall be in attendance as shall other Group officers as required by the Chair or the members.
- 1.6. Staff governors or Student governors shall not be members of the Governance, Search and Remuneration Committee.
- 1.7. In the absence of the Committee Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
- 1.8. The Director of Governance shall act as Clerk to the committee.

2. Frequency of meetings and quorum

- 2.1. The Committee shall meet at least three times per year.
- 2.2. The quorum for meetings of the Committee shall be three Corporation members. Where the number of members assembled for a meeting of the Committee does not constitute a quorum the meeting shall not be held. Where in the course of a meeting of the Committee the number of members present ceases to constitute a quorum the meeting shall be terminated forthwith.

3. Terms of reference

Governance responsibilities

1. To keep under review the functioning of the Corporation and the contribution of its members.
2. To keep under review the role of committees of the Corporation and their terms of reference.
3. To periodically review the Corporation's policies and procedures for the process of governance (Standing Orders) in accordance with the Instrument and Articles of Governance and other external direction as may be required.
4. Review at intervals the Corporation's Conflict of Interests Policy, Expenses policy and Code of Conduct for Corporation members.
5. To advise the Corporation on matters relating to the matrix of self-assessment activities of the Board which review and drive improvement on Board performance.
6. To commission, monitor and follow up actions of External Board reviews every three years.
7. To keep under review the arrangements for communications between the Group and its internal and external stakeholders.
8. To review the Governance KPIs and the Governance elements of the risk register and make any recommendations to the Audit Committee as necessary.

Search responsibilities

9. To consider and make recommendations to the Corporation on the composition and balance of the Corporation and its committees.

10. To undertake a regular skills audit in order to test the range of skills and experience on the Board of the Corporation and to use the skills audit to inform decisions about Board and Committee membership
11. To advise the Corporation on the appointment of members of the Corporation other than the SPH, and such other matters relating to membership and appointments as the Corporation shall remit to it having regard at all times to the provisions of the Instrument of Government and the policy of the Corporation.
12. To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.
13. When appropriate, to initiate searches for potential candidates through consultation with local authorities, local bodies and employers.
14. To interview independent candidates for vacancies on the Corporation. The Chair of the Committee, in conjunction with the Director of Governance, is given authority to co-opt any Corporation member to assist in the interview process. Three members of the Corporation are required to sit on an interview panel for new members.
15. To appoint members to special designated responsibilities such as safeguarding, health and safety and Equality and Diversity.
16. To oversee the induction of new members.
17. To carry out the requirements of Article 12 on the appointment of senior post holders and the Director of Governance.

Remuneration responsibilities

18. Following appraisal by the Chair and Vice-Chair of the Corporation, to agree and recommend to the Corporation the objectives for the CEO, Senior Post holders and the Director of Governance.
19. To consider and recommend to the Corporation a report on the achievement of the objectives for the CEO, Senior Post holders and the Director of Governance.
20. Having regard to the AoC SPH Remuneration Code, to recommend to the Corporation Board the remuneration and other terms and conditions of employment of the CEO, Senior Post holders and the Director of Governance.
21. Review at intervals the probation, capability, disciplinary, grievance and performance management policies for the CEO, Senior Post Holders and the Director of Governance.
22. To receive and consider suggested modifications to the staffing structure in relation to Senior Post holders.
23. Subject to the provisions of the Articles of Government, to recommend to the Corporation redundancy, premature retirement proposals and any other severance proposals for senior post holders.

4. Policy Category

<p>Category [select ONE only]</p>	<ul style="list-style-type: none"><input type="checkbox"/> Business Development, Marketing and Subcontracting<input checked="" type="checkbox"/> Corporation<input type="checkbox"/> Data Protection<input type="checkbox"/> Equality & Diversity<input type="checkbox"/> Estates / Facilities<input type="checkbox"/> Executive Support, Administration and Reception<input type="checkbox"/> Finance<input type="checkbox"/> Health and Safety<input type="checkbox"/> International<input type="checkbox"/> IT Services<input type="checkbox"/> Management Information Systems<input type="checkbox"/> People and Organisational Development<input type="checkbox"/> Quality<input type="checkbox"/> Student Services & Safeguarding
<p>Audience [select ALL that apply]</p>	<ul style="list-style-type: none"><input type="checkbox"/> Employees<input checked="" type="checkbox"/> Governors<input type="checkbox"/> Learners<input type="checkbox"/> Partners<input type="checkbox"/> Suppliers