



THE CORPORATION OF WALTHAM FOREST COLLEGE
SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE
TERMS OF REFERENCE AND STANDING ORDERS

1. INTRODUCTION

- 1.1 The Terms of Reference and Standing Orders of the Search, Governance and Remuneration Committee may be varied at any time by the Corporation.
- 1.2 The Terms of Reference and Standing Orders of the Search, Governance and Remuneration Committee are subject at all times to the provisions of the Instrument and Articles of Government of the Corporation.
- 1.3 Members are required to make known if they or a person with whom they have a close connection (e.g. spouse/partner or child) has a personal interest (be it financial or otherwise) in a matter before the Committee.

2. TERMS OF REFERENCE OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

- 2.1 The Committee will have responsibility for:
- Succession planning and recruitment of governors and co-opted members
 - Governance policies, structure, capacity, effectiveness and impact
 - Performance review, remuneration and succession planning of senior postholders

Search

2.2 To advise the Corporation on the appointment of appropriate members of the Corporation having regard at all times to the provisions of the Instrument of Government and the policy of the Corporation.

2.3 To undertake a governance skills analysis on a rolling basis, identifying any knowledge and skills gaps, with a view to building capability within the existing membership and informing targeted recruitment

2.4 To seek candidates from as wide a field as possible by making appropriate use of advertising, executive search, consultation with interested bodies and maintaining a data base of interested and appropriate people.

2.5 To instigate succession planning and an active pipeline of potential professionals, especially for key Trust Board roles, whether internal to the current Board and/or external professionals

Governance

2.6 To shape and develop governance in conjunction with the Board and Director of Governance, producing an annual plan of work for the committee



2.7 To evaluate the effectiveness of governance, including that of the Board and its committees, on a rolling basis

2.8 To evaluate the performance of the Chair and Vice Chairs through a 360 degree appraisal

2.9 To oversee the governors' induction, training and development plan

Performance review and remuneration of senior post holders

2.10 To recommend to the Board the remuneration, grading, pay and conditions of service for the holders of senior posts in line with the Code of Good Governance For English Colleges Remuneration of Senior Post Holders guidance and having regard to:

- Offering fair pay to attract and keep appropriately qualified staff to lead, manage, support and deliver the College's strategic objectives and aims;
- Affordability including pension implications;
- Best practice in determining senior pay in the sector;
- Pay and employment conditions in the sector including national benchmarking data;
- Performance against agreed targets over the previous year.

2.11 Where severance payments are under consideration, advice should be taken from the external auditor to ascertain the legitimacy of any proposed payment.

2.12 The Remuneration Committee is able to engage external independent expertise.

2.13 To consider and approve Search, Governance and Remuneration related policies and procedures and make any recommendations to the Board

2.14. To monitor risks within the remit of the Committee.

2.15. To annually review the effectiveness of the Committee

2.16 To undertake any other responsibilities from time to time delegated by the Corporation

3. MEMBERSHIP OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

3.1 The Committee will be comprised of five (5) members of the Corporation including the Chair and Vice Chair(s) of the Corporation and the Chairs of the Corporation's standing committees.

3.2 The Principal & Chief Executive, staff and student members will not be eligible to serve as members of this Committee.

3.3 The Committee may co-opt additional external members to add expertise in identified key areas; such external co-opted members shall be regarded as full



members of the Committee and shall have the power to vote and count towards the quoracy.

3.4 The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members should have relevant experience in corporate governance and senior level recruitment, performance management and reward.

3.5 In accordance with clause 3.3 It is permissible for a person other than a member of the Corporation to serve on the Committee if such an appointment is approved by the Corporation.

3.6 The membership of the Committee will be reviewed annually unless determined otherwise by the Corporation.

4. **TERM OF OFFICE**

4.1 The term of office of members of Committee will be reviewed annually unless determined otherwise by the Corporation.

4.2 A member of the Committee may resign from membership of the Committee by giving notice in writing to the Clerk.

4.3 A vacancy which arises during the period of office of the Committee will be filled by the appointment of a new member by the Corporation.

4.4 Members retiring at the end of the period of office shall be eligible for reappointment by the Corporation.

4.5 A member of the Committee will cease to be a member if he/she has been absent from three consecutive meetings of the Committee without the permission of the Committee.

5. **APPOINTMENT OF CHAIR AND VICE CHAIR**

5.1 The Committee should not be chaired by the Chair of the Corporation.

5.2 The members of the Committee will appoint a Chair and a Vice Chair from amongst their number subject to ratification by the Corporation.

5.3 The Chair and Vice Chair shall hold office for one year unless agreed otherwise by the Corporation. Normally the period of office will commence at the first meeting of the academic session.

5.4 If both the Chair and Vice Chair are absent from any meeting of the Committee the members of the Committee present shall choose one of their number to act as Chair for that meeting.

5.5 The Chair and Vice Chair may at any time resign their respective offices by notice in writing to the Clerk to the Corporation.



5.5 The Chair and Vice Chair retiring at the end of their respective terms of office shall be eligible for reappointment.

6. QUORUM

6.1 Meetings of the Committee shall be quorate if three or more members are present

6.2 If the number of members of the Committee assembled for a meeting of the Committee does not constitute a quorum thereof, the meeting shall 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 shall be terminated forthwith.

6.3 If for the lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he or she thinks fit, cause a special meeting to be summoned as soon as practicable.

7. FREQUENCY OF MEETINGS OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

7.1 Meetings of the Search, Governance and Remuneration Committee will be held as and when appropriate although it is envisaged that one meeting per term will take place.

7.2 All meetings of the Search, Governance and Remuneration Committee will be summoned by the Clerk who shall send to the members' written notice of the meeting and a copy of the agenda at least five days in advance of the meeting.

7.3 A special meeting of the Search, Governance and Remuneration Committee may be called by the Chair and if necessary the arrangements detailed in paragraph 7.2 above may be varied.

8. PROCEEDINGS OF MEETINGS OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

8.1 Every question to be decided at a meeting of the Search, Governance and Remuneration Committee shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

8.2 No resolution of the Search, Governance and Remuneration Committee may be rescinded or varied at a subsequent meeting of the Committee unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

8.3 The proceedings of meetings of the Search, Governance and Remuneration Committee will be recorded in the minutes prepared by the Clerk to the Committee. Minutes of meetings (regardless of whether or not they have been confirmed as being a true record) will be presented to the subsequent meeting of the Corporation.

8.4 Separate minutes will be taken of any issues which are regarded by the Search, Governance and Remuneration Committee to be confidential and as such the subsequent publication will be restricted. For example, if a potential candidate for membership of the Corporation is found to be unsuitable by the Search, Governance



and Remuneration Committee the details will not be specified in the documentation presented to the Corporation or available for reference by members of the public.

8.5 The Terms of Reference and Standing Orders of the Search, Governance and Remuneration Committee and the advice of the Committee to the Corporation will be available in the office of the Clerk for inspection by any members of the public during the published office hours.

9. CLERK TO THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

The Clerk to the Search, Governance and Remuneration Committee will be the Director of Governance who is the appointed Clerk to the Corporation.

10. ACCESS TO MEETINGS OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

Access to meetings of the Search, Governance and Remuneration Committee will be limited to members of the Committee, the Clerk and any persons expressly invited to attend all or part of a meeting by the members of the Search, Governance and Remuneration Committee.

11. SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE ANNUAL REPORT

As per best practice in other sectors, the Search, Governance and Remuneration Committee will produce an annual report which describes the work of the committee including the board's recruitment policy and practices, a description of its policy on equality and diversity, and any measurable objectives that it has set together with progress in their implementation. A separate report on the Remuneration aspects of the Committee's work will be produced in line with the AoC Code Of Good Governance For English Colleges Remuneration of Senior Post Holders guidance