Chelmsford College

SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE TERMS OF REFERENCE

2026-7

OBJECTIVES AND REMIT

To advise the Board on all aspects of Corporate governance including membership, governor training and self-assessment

To receive all reviews of governance, agree and monitor the governance improvement plan

To advise on the recruitment, performance and salary review and setting of targets for Senior Post Holders

MEMBERSHIP

The Committee will have a minimum of five members. The Corporation Chair, Vice Chairs, and Committee Chairs will all be members ex officio and additional members or co-opted members may be appointed.

The CEO and Director of Governance will be excluded from any part of the meetings at which their salary, performance or terms and conditions are discussed.

The Chair of the Board will not Chair the Remuneration section of the meeting.

TERMS OF OFFICE

Terms of office of the members shall be contiguous with their membership of the Board however the membership of committees is reviewed by the Search, Governance, and Remuneration Committee and members may be asked to move to another committee should this serve the Board more appropriately.

APPOINTMENT OF COMMITTEE CHAIR

Appointment of the Chair is by the Corporation for a period of four years

1. If the Chair is 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.

2.Terms of office for the Chair will reflect their Terms of Office as a Governor, unless stipulated otherwise or they resign from the role.

3. A vacancy which arises during the period of office of the Committee will be filled by the co-option of an independent member of the Corporation by the Chair of the Search and Governance Committee.

QUORUM

Quorum will be 40% of the members to include co-opted members. At least two of whom must be independent members.

CLERKING

All meetings will be clerked by the Director of Governance. In their absence, the Committee will appoint a Clerk.

FREQUENCY OF MEETINGS

Meetings will take place at least two times per academic year.

ATTENDANCE AT MEETINGS

The Director of Governance will attend and speak at meeting of the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and where approved by the Committee participation, but not to vote

Senior managers shall attend and speak at meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

MINUTES

The draft minutes of each meetings shall be approved by the Committee chair and presented as such to the Corporation for recommendations and information.

REPORTING PROCEDURES

The Chair of the Committee shall present a summary report of the Committee's agenda at the subsequent Board meeting and the minutes of the meeting will be circulated to the Board.

PURPOSE OF COMMITTEE

SEARCH AND GOVERNANCE

- To advise on governance arrangements and protocols and make recommendations to the Corporation
- To advise of the appointment of Corporation Members
- To advise on the co-option of co-opted members of the Corporation and any of its Committees
- To determine and oversee the nomination and election process for staff and student Members of the Corporation
- To review the membership of the Committees of the Corporation on an annual basis at the last meeting of the Committee for the academic year and to make recommendations to the Corporation for consideration at their July meeting as to the composition of the Committees of the Corporation for the next academic year
- To advise on such other matters relating to membership, appointments and governance generally as the Corporation may remit to the Committee
- To keep under review requirements for appointment or re-appointment of Members of the Corporation, including number, composition and balance of interests (including geographic coverage) represented on the Corporation and its Committees and making recommendations in that connection to the Corporation
- To be responsible for oversight and implementation of arrangements to recruit, inform and interview potential Members in line with Corporation policy and to review the contribution of existing Members eligible for re- appointment and to make recommendations to the Corporation
- To be responsible, when a vacancy in the membership of the Corporation is anticipated or identified, for researching suitable candidates either by the placing of an open advertisement in regional or local media or by initiating searches with relevant interested bodies
- To interview potential Members of the Corporation usually through a panel of two or three Members (who need not be members of this Committee but excluding student members) and conduct said interviews in an informal manner (but within a formal framework, assessing understanding and potential to contribute to the work of the Corporation with regard to a schedule of relevant issues and perceived skills requirements determined by the Committee from time to time. The Committee will assess possible candidates as to their suitability for appointment to the Board in accordance with the criteria mentioned above including, appropriate safeguarding training and confidential references
- To oversee management and reporting of compliance with annual declarations of interest, third party related transactions, code of conduct, governor eligibility, governor workforce reporting and other requirements as necessary
- To review, design and monitor governor induction and training programmes for the Board to ensuring 'a learning Board'

- To review regular skills audits to inform recruitment and training
- To monitor governor conversations and review feedback from the meetings to inform the Governance improvement plan
- To monitor, review and report against any Governance requirements or best practice including, but not limited to the AoC Code of Good Governance for English Colleges, DfE Governance Guide for FE and sixth-form college corporations, recommendations from external board reviews and other guidance to inform a Governance Improvement plan.
- To review and recommend governance policies to the Board
- To review the self-assessment and committee annual assessments to inform future development

REMUNERATION

- To pay due regard to the DfE guidance on SPH and Chair appraisal and remuneration guidance.
- To give due regard to the interests of the public and the financial health of the College and ensure that it can be demonstrated that the pay of the senior post-holders is set by a committee which has no personal interest in the outcome of its decisions and all decisions comply with the relevant guidance and regulations in place when the decision is taken.

- To consider and advise the Corporation on the framework of pay, conditions and performance review of all designated Senior Post Holders, considering relevant guidance, AoC Senior Post Holder Remuneration Code, Senior pay Controls for Colleges and managing public money. This framework to include appraisal, promotion, grading, conduct, suspension, dismissal and retirement and may consider the following elements:
    - Basic salary
    - Benefits in kind
    - Pension provision
    - Terms and conditions of service
    - Performance related elements, if appropriate
    - Retention

- To review the remuneration and other terms and conditions of all designated Senior Post Holders and to make recommendations for approval to the Corporation

- To review the succession plan and consider where appropriate retention packages (monetary and non-monetary) of all designated Senior Post Holders and to make recommendations for approval to the Corporation.

- To review and ensure that objectives are set and monitored at least biannually for Senior Post Holders through the appraisal process set out in the Corporation's policy.

- To advise the Corporation on any compensation which may be payable in the event of the early termination of the employment of any Senior Post Holder with the aim of:
    - Avoiding the rewarding of poor performance

    - Dealing fairly with cases where termination is not due to poor performance
    - Compliance with contractual requirements and
    - Compliance with managing public money and statutory requirements

- To advise the Corporation on Senior Post Holder recruitment including the arrangements for the advertisement, selection and appointment of a successors, in line with current employment legislation, the College equality policy and best practice.

- To review and recommend SPH policies to the Board.

Approved by Board 26 June 2026