

Terms of Reference SENIOR POST HOLDERS EMPLOYMENT COMMITTEE (SPEC)

Date of Authority (Reviewed annually):	<u>Last reviewed by:</u> Corporation: 15 December 2021 Committee: 1 May 2021
Type of Responsibilities:	Advisory to the Governing Body
Current Chair	Barbara Spittle (Vice Chair of the Corporation)

Membership:	<p>Up to 4 independent members</p> <p>Notes:</p> <ol style="list-style-type: none"> Where it is known in advance of a meeting that a member with specific expertise will not be in attendance, at the meeting, the Chair of the Committee, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. (Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting but could be supernumerary to its membership). Access to meetings of the Senior Postholders' Employment Committee will be limited to members of the Committee and any persons expressly invited to attend all, or part of, a meeting by the members of the Committee. Any independent member of the Board who wishes to attend a meeting of the Committee as an observer may do so with the prior approval of the Chair of the Committee. The Principal and CEO is not a member of the Committee but will normally be in attendance for the purpose of giving advice and information. The Principal and CEO shall withdraw when the remuneration of the post is under discussion. The Clerk to the Corporation shall withdraw when the Clerk's remuneration is under discussion and the Chair shall elect one other Member to undertake such notes as may be appropriate.
Quorum:	<p>A quorum shall be 2 members.</p> <p>Notes</p> <ol style="list-style-type: none"> If the number of members of the Committee assembled for a meeting of the Committee does not constitute a quorum, 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.

	<p>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 (there does not need to be seven day notice period on condition the agenda is not modified from that of the meeting that was not quorate).</p>
Appointment of Chair	<p>Appointment of the Chair is by the Corporation.</p> <p>Notes:</p> <p>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.</p>

Term of Office:	<p>Four Years</p> <p>Notes:</p> <p>1. Terms of office for the Chair will reflect their Terms of Office as a Governor, unless stipulated otherwise or they resign from the role.</p> <p>2. 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.</p>
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Frequency of Meetings:	<p>As necessary, a minimum of once per academic year.</p> <p>Notes</p> <p>1. These will normally be held as and when necessary, but at least one meeting of the Committee will be held each year, (normally in the summer term).</p> <p>2. All meetings of the 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 seven days in advance of the meeting.</p> <p>3. A special meeting of the Committee may be called by the Committee Chair.</p>
Minutes:	<p>Draft Minutes approved by the Chair of the Committee.</p> <p>Notes:</p> <p>The draft minutes of each meetings shall be approved by the Committee chair and presented as such to the Corporation for recommendations and information.</p>

OVERVIEW

Communicates robust Governance and Employment protocols and procedures, with clear direction, to ensure that the statutory obligations of the Corporation as an employer (in respect of Senior Post Holders) are met.

To ensure that the Committee's outcomes are closely monitored against its Key Performance Indicators. (If indicators have been set)

DELEGATED AUTHORITY & RESPONSIBILITIES

1. The Committee shall advise the Corporation on the remuneration of the holders of senior posts including the Clerk to the Corporation, ensuring that:
 - There is adequate and comprehensive framework against which to make pay recommendations.
 - The annual objectives of the senior post-holders reflect the strategic plan and that those objectives are monitored through the appraisal process.
 - There are regular annual pay reviews
2. When a senior postholder post becomes vacant the Corporation shall determine the salary and terms and conditions of the vacant post. A selection panel will be appointed comprising at least three members of the Governing Body, plus the Principal and CEO (except where the Principal and CEO's post is being considered). The selection panel for the Principal and CEO's post shall comprise at least five members of the Corporation including the Chair or Vice Chair or both.
3. Should it be considered appropriate to dismiss a senior post holder the matter will be referred to a Special Committee. Membership of the Special Committee will be drawn from the membership of the SPEC Committee with the exception of the Chair of the Corporation who is ineligible under the terms of the Corporation's standing orders.
4. In the event that specialist advice is required any other member of the Corporation with the exclusion of the Principal and CEO, Staff and Student Members, may be co-opted onto the Special Committee.
5. To monitor the strategic plan in accordance with the work delegated to this Committee by the Corporation.
6. The Committee shall review the business of the meeting to ensure that any emerging risks have been detailed for inclusion on the risk register.

FLEXIBILITY

1. External experts may also be co-opted to serve the Committee if so required.
2. The Committee can also appoint subcommittees and working groups to undertake its duties on a task and finish basis, but in all instances the task and finish group will report back to the SPEC. The final decision/recommendation of any such task and finish group will be made to the Corporation by the SPEC Committee.

3. Where a Special Committee shall be approved membership shall be approved at the next appropriate Corporation meeting.