

GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

Date of Authority (Reviewed annually):	<u>Last reviewed by</u> Governance, Nominations and Rem Committee: 21 Feb 2024 Corporation approval: 27 March 2024
Type of Responsibilities:	Advisory to the Corporation with no delegated powers. The Corporation shall make any decisions regarding the appointment of governors, or the remuneration of senior postholders without considering the advice of this committee.
Membership:	Up to 6 members of the Corporation <ol style="list-style-type: none"> 1. The Principal and CEO shall be a member for Governance and Nominations items only 2. The Membership shall include the Chair and Vice Chair of the Corporation and the Senior Independent Governor 3. Staff and student governors are not eligible to be members of the Committee
Quorum:	The quorum for governance and nominations items shall be 3, of whom two must be independent governors The quorum for remuneration items shall be two independent governors, not including the Chair of Corporation. If the Committee membership falls below the quorum, the Committee shall abide by the rules set out in the Standing Orders.
Appointment of Chair	The Chair shall normally be the Vice Chair of the Corporation. The Chair of the Corporation must not be the Committee Chair <ol style="list-style-type: none"> 1. In the absence of the Committee Chair, the meeting shall be chaired by another 'independent' member of the committee, who shall not be the Chair of the Corporation. 2. Terms of office for the Committee 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 Chair will be filled by the co-option of an independent member of the Corporation by the Chair of the Governance, Nominations and Remuneration Committee. The Corporation will consider the matter at their next meeting and make a permanent appointment.
Frequency of Meetings:	The Committee shall normally meet three times a year, on a termly basis

	A special meeting of the Committee may be called by the Committee Chair
Minutes:	The draft minutes of each meeting shall be approved by the Committee chair. The Committee shall report to the Corporation through its minutes. Confidential matters relating to senior postholders will be reported to independent governors only.
Attendance	<p>The Director of Governance shall act as Clerk to the Committee but will leave the meeting whilst their performance and contractual terms are discussed. The Chair will provide the Clerk with a summary of those discussions for inclusion in the minutes.</p> <p>The Principal and Chief Executive will withdraw from those parts of meetings which are concerned with their appraisal and remuneration.</p> <p>No other persons shall be entitled to attend meetings of the Committee except at the invitation of the Committee.</p>

OVERVIEW

The Governance, Nominations and Remuneration Committee (GNR) has the following areas of focus:

1. To communicate robust Governance policies, protocols and procedures, with clear direction, to ensure that the statutory and regulatory obligations of the Corporation are met and good governance principles are upheld.
2. The appointment and development of the membership of the Corporation and its Committees
3. The performance and remuneration of the Principal and Chief Executive, Director of Governance and other senior postholders.

SCOPE OF RESPONSIBILITIES

Governance

1. To develop and review the Governance constitution and policy framework, taking into account changes in the legal, regulatory and policy framework, including:
 - a. The Instrument and Articles of Government.
 - b. Corporation Standing Orders, Code of Conduct, Scheme of Delegation, and other supplementary policies and procedures.
2. To review annually the Terms of Reference of all committees to ensure that there is a clear and concise decision-making framework, and that appropriate and timely information is provided so that informed decisions can be taken by the Corporation.
3. To evaluate the effectiveness of the Corporation through:
 - a. Annual self-assessment and other evaluative activity, including post meeting feedback, and three-yearly external governance reviews
 - b. Monitoring performance against achievement of the governance improvement plan and a set of governance KPIs

And to recommend the outcomes of self-assessment and other review activities to the Corporation

4. To develop the Corporation's skill-set through appropriate training and engagement activities.
5. To assure the Corporation that all members are eligible to serve as 'fit and proper persons' and that all governor interests are openly declared and recorded.
6. To manage reputational risk and/or risk to the Corporation due to deterioration in the quality of Governance (or a perception of deterioration in quality).

Nominations and membership

7. To develop procedures for the appointment, induction, appraisal, and development of the members of the Corporation, by:
 - a) Defining the skills, backgrounds and qualities sought.
 - b) Attracting a wide and diverse field of candidates, through:
 - Advertising
 - Consultation with interested parties and bodies
 - c) Selecting a short list based on merit, with the aim of achieving a diverse balance of relevant skills, experience and backgrounds on the Corporation.
 - d) Interviewing candidates and making recommendations for appointment to the Corporation.
 - e) Ensuring that all new governors receive a comprehensive induction covering their role, FE governance, and key aspects of the College.
 - f) Ensuring that all governors participate in a one-to-one review meeting with the Chair at least once a year.
 - g) Overseeing arrangements for the annual appraisal of the Chair of Corporation
8. To review Committee membership and Chairing, and make recommendations to the Corporation on the appointment of the members and Chairs of Committees.

Senior postholder remuneration and performance

9. To agree and recommend to the Corporation a college policy that sets out a fair and transparent process by which decisions are made about senior postholder pay, reflecting the provisions of the AOC Senior Staff Remuneration Code, and the rules set out in Managing Public Money (MPM) regulations relating to senior executive pay.
10. To determine the remuneration of designated Senior Postholders and the Director of Governance, considering evidence of remuneration levels at comparable Colleges, the performance of the individual and of the College against established targets, and the College's overall financial position, and make recommendations to the Corporation
11. To agree arrangements for the appraisal and development of designated Senior Postholders and the Director of Governance, including the setting of agreed performance targets
12. To review and recommend to the Corporation, senior postholder policies and procedures relating to disciplinary, grievance and capability issues.

13. To produce an Annual Committee statement which shall be made readily available
14. To discharge any authority or responsibility of the Corporation in respect of discipline or grievances of Senior Postholders, including constituting the pool of Members from whom a Special Committee established under the Articles of Government shall be drawn.

FLEXIBILITY

1. The committee can appoint sub committees 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 Committee. The final decision on any recommendations of the task and finish group to the Corporation will be made by the Committee.
2. Other meetings may take place as and when necessary. Between meetings the Chair of the Committee will be a liaison link with the Director of Governance, Principal and Chair on any matters that arise which may affect the governance of the College.
3. The Committee can be asked to take on other duties not listed above as required by minuted resolution of the Corporation.
4. The Committee shall be entitled to go into confidential session and exclude any, or all, participants and observers.