**OAKLANDS COLLEGE CORPORATION**

## THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE TERMS OF REFERENCE (TOR)

1. **Introduction**. The authority for these TORs is contained in the:
   1. Instruments and Articles of Government as approved by the Corporation;

* 1. The AoC Further Education Code of Good Governance; and

* 1. Corporation Standing Orders.

The Corporation has established a SGRC to assist in specific responsibilities for appointment of all (Non-Executive) members; advice of the Committee before appointment of such (Non-Executive) members is necessary.

1. Further responsibilities with regard to members of the Corporation include (but are not limited to):
   1. considering the recommendations of the Nolan Committee before appointment;

* 1. compilation and maintenance of an up-to-date information pack for potential new members;

* 1. determining good practice for interviewing and appointment;

* 1. governance self- assessment and monitoring of the subsequent action plan; and

* 1. any other relevant matters as the Corporation may from time to time require.

The Corporation have authorised the SGRC to complete and/or advise on governance and other matters. These delegated powers (Para 7&8) do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

1. **Non-Executive Access to Meetings**. The nature of business conducted by the Committee is sensitive and confidential. Written applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

1. **Meetings** 
   1. **Frequency**. The Committee shall meet as required but normally not less than once a term unless the Chair in consultation with the Clerk agrees that there is insufficient business.

* 1. **Special Meetings**. The Clerk when instructed only by the Chair, or in his absence, by the Vice or acting Chair, shall call Special meetings of the Committee. At such meetings, the Agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.

1. **Chair, Membership and Quorum** 
   1. **Chair**. The Chair (and Vice Chair) of the SGRC shall be appointed by the Corporation. If the Chair and (Vice Chair) is absent from a Committee meeting then the meeting shall nominate a Chair for that meeting.
   2. **Membership**. The Committee shall comprise: 3 Corporation Members nominated by the Corporation and confirmed every year at the first meeting of the academic year. Members are eligible for re-election. One member should have relevant HR expertise if possible. The Principal & CEO is a member of the Committee for matters relating to search and governance.

in attendance:

(i) The Clerk to the Corporation.

by invitation:

(ii) (for matters relating to remuneration) the Principal & CEO (other than where there is a direct conflict of interest).

* 1. **Quorum**. The Committee shall be quorate with 2 members.

1. **Agendas for Meetings**. The Agenda shall be agreed between the Committee Chair and the Director of Governance.

1. **Delegation of Authority**. (Search & Governance) The Corporation has delegated the SGRC to (Recommendations of the Nolan Committee, are to be strictly applied):
   * 1. advise the Corporation on aspects of Governance, procedural best practice and relevance of their operating processes;

* + 1. advise the Corporation on the appointment of Members of the Corporation;

* + 1. maintenance of an annual assessment of skills portfolio within the Corporation;

* + 1. determination as necessary of appropriate role descriptions and person specifications as a result of 7b;

* + 1. maintaining awareness for identification and encouragement of potential new members; and

* + 1. matching of potential members to vacancies and making recommendation to the Corporation.

1. **Delegation of Authority**. (Remuneration) The Corporation, has delegated the SGRC to comment on performance of Senior Post Holders and to determine appropriate salary and other reward and to advise/inform the Corporation accordingly. The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit. In forming recommendations

a. the Committee membership will ordinarily form the basis of any Selection Panel formed in accordance with the process for the appointment of Senior Post Holders, unless otherwise agreed by the Corporation.

b. the Committee shall consider in relation to each Senior Post Holder the appropriateness of their:

* + 1. salary;

* + 1. benefits in kind;

* + 1. annual bonus/performance related elements (PRE) (if applicable);
    2. pension provisions and related issues; and

* + 1. terms and conditions detailed in the service agreement (in particular, notice provisions).

1. the Committee shall evaluate in relation to each Senior Post Holder the appropriateness of their performance against previous mutually agreed targets goals and objectives in comparison to an appropriate peer grouping.

1. the Committee shall recommend to the Corporation if necessary and in relation to any Senior Post Holders an early termination compensation package (Including if appropriate augmentation of pension benefit)). In determination of this the Committee shall pay due regard to the need to:

(i) avoid reward for poor performance; and

(ii) fair treatment for early termination not associated with poor performance.

e. the Committee shall continuously review (normally and practically this will be annually) and report to the Corporation each year detailing:

* + 1. the current active Policy on Senior Post Holders remuneration;

* + 1. all matters associated with a, b& c above in relation to each Senior Post Holders; and

* + 1. service agreements which provide for or imply notice periods of more than 2 months (or rewards of more than 12 months) with associated reasoning for such provision.

P Thompson

Chair

Date 1 July 2024

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