

Colchester Institute Corporation

GOVERNANCE, REMUNERATION AND SEARCH COMMITTEE

Terms of Reference

1. Membership

- 1.1. The Committee shall comprise at least five members, including the Chair and Vice Chairs of the Corporation Board, Committee Chairs, plus one other Independent member of the Board.
- 1.2. The Principal, Staff and student members shall not be appointed to the Committee..
- 1.3. The Board shall have the power to co-opt on to the Committee a person or persons who are not members of the Corporation when desirable, provided that the majority of members are Governors.

2. Chair

- 2.1. The Committee shall elect a Chair from among its members, and determine the period of office, which shall not exceed four years. -
- 2.2. If the Chair is unable to be present for all or part of a meeting, the Committee shall elect an acting Chair from among its members for that meeting.
- 2.3. The Corporation Chair may not be elected as Chair or acting Chair.

3. Terms of Office

The Corporation Chair, Vice Chairs and Committee Chairs shall hold office for the duration of their appointment in that role.

Other Members shall be appointed by the Board for a term of office not exceeding four years, and shall be eligible for re-appointment at the end of their term

4. Attendance of Non Members

The Principal will normally attend all meetings, but shall withdraw from any part of a meeting of the Committee at which his/her own remuneration or conditions of service are being considered, or when asked to do so by the Committee.

Board members who are not members of the Committee and Professional Advisers may be invited to attend meetings, may speak by invitation but may not vote.

5. Quorum

The Quorum shall be three members.

6. Clerk

- 6.1. The Clerk to the Governors shall be the Clerk to the Committee.
- 6.2. When the remuneration or conditions of service of the Clerk are being discussed, the Clerk shall not be present and a member of the Committee shall take appropriate notes.

7. Meetings

The Committee shall meet at least once each academic year.

8. Reporting Procedures

- 8.1. The non-confidential minutes of meetings of the Committee shall be made available to the Board following approval of the draft by the Committee Chair.
- 8.2. The minutes of remuneration decisions of senior post holders are necessarily treated as Part II minutes and as such will not be circulated to the Board, but will be available for inspection by any member, excluding staff and student members, in the Clerk's office.
- 8.3. The Chair will produce a written report for the next meeting of the Corporation Board.
- 8.4. The Committee will submit an annual remuneration report to the Board.

9. Responsibilities of the Committee

DECISIONS

- 9.1. To review and agree:
 - 9.1.1. the designation of Senior Posts.
 - 9.1.2. annually the remuneration of senior post holders including the Principal.
 - 9.1.3. the terms and conditions of employment of senior post holders including the Principal.
 - 9.1.4. annually the targets and objectives of the Principal.
 - 9.1.5. annually the criteria for the targets and objectives of senior post holders other than the Principal.
- 9.2. To determine:
 - 9.2.1. the criteria for appointments and reappointments to the Board, ensuring that all actual or potential Board members are treated equally in accordance with the College's equalities policy.
 - 9.2.2. the process for the selection of candidates for Board membership and oversee its implementation.

RECOMMENDATIONS

- 9.3. Having regard to the provisions of the Instrument and Articles of Government to consider and make recommendations to the Corporation on the Corporation's composition and balance of its membership and on the structure, composition and terms of reference of its committees.
- 9.4. To recommend candidates for formal appointment to membership of the Board (other than staff or student members or the Principal) or co-option to a Committee as a non-Board member.
- 9.5. To advise the Corporation on governance matters and to periodically review and recommend to the Board the Instrument and Articles of Government, Standing Orders, Code of Conduct and all governance policies.

OTHER RESPONSIBILITIES

- 9.6. To advise the Board on the conduct, composition and procedures of senior post holder appointment, disciplinary and grievance panels.
- 9.7. To oversee the election process for the appointment of staff and student members.
- 9.8. To oversee the induction, training and development of Board members
- 9.9. To keep under review the range of skills and experience on the Corporation, undertaking a skills audit as appropriate.

- 9.10. To 'drive the quality of governance' of the Corporation, including advising the Corporation on governance self-assessment procedures, reporting on any action plan from governance self-assessment, and setting and monitoring annual targets for the Board.
- 9.11. To monitor compliance with the Code of Good Governance for English Colleges.
- 9.12. To consider other matters referred to it by the Board or the Chairman.