PEOPLE, SEARCH AND GOVERNANCE COMMITTEE
TERMS OF REFERENCE

	Duties and Purpose
1.1	The People, Search and Governance Committee is a Committee of the Corporation (referred to as Board) established under the terms of clause 6 of the Articles of Government.
1.2	The Committee must determine procedures to demonstrate that remuneration of Senior Post Holders is recommended and/or determined by a Committee which has no personal interest in the outcome of its decisions, and which demonstrates due regard to the use of public funds, the College's responsibilities as a charity and the financial health of the College.
1.3	To consider and review risks relating to the work of the Committee and monitoring any action plans.
1.4	To review the workings of the Board and its Committees, including the Governance self-assessment and Quality Improvement Plan and make recommendations to the Board to support it in ensuring effective governance, having due regard to the Instrument and Articles of Government.
1.5	To consider any other specific issues referred to the Committee by the Board.
1.6	The Board must not add to these terms of reference responsibilities that require the People, Search and Governance Committee to adopt an executive role, or its members to offer professional advice to the Board
1.7	The Committee must not adopt an executive role.
2	**Membership and Meetings**
2.1	The Committee shall consist of at least **three** members, the majority of whom shall be Independent Governors.
2.2	Persons who are not members of the Board but are deemed to have the skills required to enhance the work of the Committee may be appointed as a co-opted member of the Committee.
2.3	Terms of office of members of the Committee shall last until the expiry of their term of office as a Board member unless they have been appointed for a further term of office. Co-opted members of the Committee will be appointed by the Board and will hold office for **2** years, after which they will be eligible for reappointment.
2.4	Non-members may be invited to attend meetings but will **not** have voting rights.

2.5	The Director of People and Culture shall normally attend meetings of the Committee but shall **not** have voting rights.
2.6	The Committee shall meet at least once a term virtually or in person.
2.7	Additional meetings may be called as necessary in agreement with the Chair. The Chair or any three members may call a meeting.
2.8	The Director of Governance shall act as clerk to the People, Search and Governance Committee.
2.9	Members may not vote by proxy.
2.10	The Principal/Chief Executive and Director of Governance will withdraw from that part of the meeting at which their remuneration is considered. A Committee member will be appointed to clerk should the Director of Governance withdraw.
3	**Appointment of Chair**
3.1	The Chair of the Committee will be selected by the Committee, for a term not exceeding **2** years.
3.2	The retiring Committee Chair will be eligible for re-appointment (subject to their term of office).
3.3	In the absence of the Chair from a meeting, the Committee will appoint another member (other than the Principal/co-opted) to act as Chair for that meeting.
3.4	In accordance with the SPH Remuneration Code, the Chair of the Governing Board, if also appointed as Chair of the Committee, will not be eligible to chair that part of the meeting relating to the remuneration of the Senior Post Holders. The Chair for that item will be appointed by the Committee.
4	**Responsibilities of the Committee** **People**
4.1	To consider and recommend the College's HR Strategy/People Strategy to the Board.
4.2	To review and monitor the College's arrangements relating to Equality and Diversity and Inclusion, including gender pay gap reporting.
4.3	The Annual Association of Colleges (AoC) salary survey shall be used as a source of objective and comparative data and the Committee shall engage other independent expertise if required to provide appropriate benchmarking information.

4.4	To monitor and review of agreed governance KPIs (Key Performance Indicators) including those in relation to the College's human resource functions and staff development.
4.5	To review and monitor the College's employment policies and procedures and framework of pay and conditions for staff, including those for senior post holders, with specific reference to the requirements of the Colleges' Senior Post Holder Remuneration Code.
4.6	Consideration will be given to pay and employment conditions for staff across the College.
4.7	To consider, advise on and monitor any temporary arrangements which are proposed to cover the whole or part of a designated senior post that has become vacant.
4.8	To advise the Board on the arrangements and composition of the Selection Panel for senior post holder appointments.
4.9	To receive assurance regarding succession planning and recruitment arrangements for senior postholders, including compliance with DfE requirements relating to Chief Financial Officer appointments and the maintenance of appropriate financial leadership capacity.
5	**Search**
5.1	To advise on the appointment of members of Governing Board and such other matters relating to membership and appointments as Governing Board may remit to the Committee.
5.2	To consider, shortlist and interview nominations and expressions of interest in respect of Governor vacancies and make appointment recommendations to Governing Board.
5.3	To determine, and keep under review, the process whereby candidates express and interest or are nominated, including, if appropriate, advertising, use of the media, use of specialist recruitment services, consultation with local community/employer representatives and other stakeholder groups.
5.4	To consider and make recommendations to Governing Board on the re-appointment of members of Governing Board at the end of their initial period of appointment/probationary period, taking account of their contribution to the work of Governing Board and their skills and experience.
5.5	To initiate searches for potential candidates and consider and advise the Board on the composition and balance of the Board, taking into account a regular audit of the skills and diversity of the Board.
5.6	To consider and from time to time make recommendations to Governing Board on the composition and balance of Governing Board and its Committees.

5.7	To consider succession planning for Board postholders, including the Chair, Vice-Chair and Committee Chairs and advise the Board, as appropriate.
5.8	To ensure the Director of Governance publishes vacancies and the process for expressing an interest in becoming a member of Governing Board.
5.9	To maintain a "holding list" of suitable people interested in contributing to the work of Governing Board, including those interested in Governing Board membership.
6	**Governance**
6.1	Monitor and advise Governing Board on the effectiveness of governance and its compliance with relevant governance codes.
6.2	To ensure that it has due regard to the sources of assurance suggested in the AoC Code of Good Governance in discharging its duties effectively, and regularly review elements of recommended practice to duly consider how it supports delivery of effective governance via the 6 principles of the Code.
6.3	To ensure the operation of an annual process for reviewing and reporting on the performance of the Chair of Governing Board and of its Committees.
6.4	To ensure the operation of an annual process for governor and committee self-assessment to inform the evaluation and continuous improvement of Board effectiveness.
6.5	To ensure the operation of a periodic external review of governance to inform evaluation and continuous improvement of Board effectiveness.
6.6	Periodically, to consider the remits of each Governing Board committee and any proposals from Committees for changes thereto, and, if necessary, to propose revisions for approval by Governing Board.
6.7	To keep under review, the College's governance policies and approve updates on behalf of Governing Board, except for matters expressly reserved to Governing Board.
6.8	To submit an annual self-assessment report to Governing Board and Audit Committee on the effectiveness of Governance.

7.	Remuneration
7.1	For the purpose of this document, the terms of reference stated below are specific to the Remuneration part of the Committee only. The Principal shall normally be invited to attend meetings of the Remuneration part of the Committee save where their remuneration package is being considered.
7.2	Staff and Student Governors are excluded from participation in any items concerning the remuneration of Senior Post Holders, using the process outlined in the Instrument and Articles.
7.3	To agree a Performance Management review framework (which includes agreeing objectives) for the Principal/CEO, Deputy Principal/CEO, Director of Governance and any other Senior Post Holders; ensure these are conducted at least annually.
7.4	To receive and consider reports on the outcomes of the annual Performance Management/appraisal of the Principal/CEO, Deputy Principal/CEO, Director of Governance and any other Senior Post Holders, and, where appropriate, probationary reviews for these posts.
7.5	To advise the Governing Board on a framework for the remuneration for Senior Post Holders which ensures that remuneration decisions are fair, appropriate and justifiable, makes clear the choice of comparators and benchmarks that may be used in determining remuneration and includes a policy on what if any income Senior Post Holders may retain from external activities.
7.6	To consider and advise the Board on the specific remuneration packages of the Senior Post Holders with a view to ensuring that they are fairly rewarded for their individual contributions to the College's overall performance. Having due regard to the financial health of the College, pre-established performance goals and objectives, affordability, any other relevant market consideration and public accountability. In so doing the Committee shall consider (inter alia) basic salary, benefits in kind, any performance related bonus (together with the appropriate performance criteria), pension provision, the terms and conditions of each Senior Post Holder's contract of employment and the remuneration of other management posts to try to ensure consistency in relativities.
7.7	To keep under review the pay multiple of the Principal/CEO, Deputy Principal/CEO, Director of Governance or any other senior post-holders and the median earnings of the College's workforce and publish this information in the annual report.
7.8	To review, recommend and determine the Board's policy on SPH remuneration and advise on the specific remuneration packages of senior post holders so as to: • ensure that senior post holders are fairly rewarded for their individual contributions to the College's overall performance • demonstrate to the public that the pay of senior post holders is set by a Committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the College.

7.9	Following reclassification of Colleges into the public sector from 2023, the Remuneration Committee must ensure compliance with the College Financial Handbook, Managing Public Money, HM Treasury Senior Pay Controls and any Department for Education requirements relating to senior postholder remuneration. The Committee shall ensure that any remuneration proposals requiring external approval are identified and managed in accordance with the HM Treasury and Department for Education requirements.
7.10	To recommend for approval by the Board recognition payments to Senior Post Holders in exceptional circumstances where the Committee deems that appropriate work has been undertaken to deserve such a payment.
7.11	To advise the Board on any compensation (including the possible augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Principal/CEO, Deputy Principal/CEO, Director of Governance or any other senior post-holder. ensuring that: any compensation is reasonable, appropriate and justifiable; the decision is procedurally fair; and decision-making is transparent and accountable. In addition: • avoiding rewarding poor performance • dealing fairly with cases where early termination is not due to poor performance • sustaining the College's reputation
7.12	To consider and approve appropriate policies and procedures in relation to the employment of senior post-holders, including Grievance and Disciplinary procedures.
7.13	The Committee shall ensure that any severance, settlement or special staff severance payments comply with the College Financial Handbook, HM Treasury guidance and DfE approval requirements.
7.14	In accordance with the current Senior Post Holder Remuneration Code,the Committee shall provide an Annual Report on the activities of the Committee.
7.15	For the purpose of this guidance, secondments are considered appointments.
7.16	To consider the main terms and conditions in each senior post holder's service agreement, with particular reference to the notice provisions
7.17	Periodically review the Senior Post Holders' remuneration policy and make this available for public inspection.
8	**Authority**
8.1	The Committee has the authority to investigate any activity within its terms of reference and the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit. It may seek independent and/or legal advice when required.

8.2	Determine procedures to demonstrate that remuneration of Senior Post Holders is recommended and/or determined by a committee which has no personal interest in the outcome of its decisions, and which demonstrates due regard to the use of public funds, the college's responsibilities as a charity and the financial health of the college.
9	**Reporting to the Board**
9.1	The minutes of each meeting of the People, Search and Governance Committee shall be presented to the next ordinary meeting of the Board.
9.2	Any recommendations made by the Committee will appear as separate items on the agenda for the next ordinary meeting of the Board.
9.3	The Chair shall provide a summary report at the subsequent Board meeting. The Committee shall present an annual report on its work to the Board.
10	**Review and Approval**
10.1	The terms of reference of the People, Search and Governance Committee (including Remuneration) will be reviewed on an annual basis and recommendations made to the Board as appropriate.
11	**Other Matters**
11.1	The Committee shall: • Ensure that new and existing members receive appropriate training in all aspects of the Committee's responsibilities • Maintain and operate to an annual reporting cycle which covers all key matters as per the Committee's terms of reference. • Monitor and/or approve the policies and/or strategies as detailed in the Scheme of Delegation • Conduct an annual review of the committee's effectiveness against its Terms of Reference.