

Terms of Reference

CHAIRS' (SEARCH & GOVERNANCE) COMMITTEE

MEMBERSHIP*

Chair

Vice-Chair

Chair of Audit

Vice-Chair of Audit

Co-Chair of R&GP

Co-Chair of R&GP

C.E.O.

Deputy C.E.O.

*** Note:**

All Corporation Board members are eligible to attend committee meetings (subject to the Chair's consent in the case of the Chairs' Search & Governance Committee) if they so wish and participate in its deliberations subject only to voting and conflict of interest restrictions outlined in the Instrument and Articles of Government and Standing Orders.

QUORUM

The quorum shall be three members. Members attending by video and audio conference are included in the quorum.

FREQUENCY OF MEETINGS

The committee shall meet at least once per term but more often if required

TERMS OF REFERENCE

Constitution and Membership:

1. The Corporation Board will establish a Committee of the NPTC Group Corporation Board ("**the Board**") to be known as the Chairs (Search and Governance) Committee ("**the Committee**").
2. The Chair of the Board shall be the Chair of the Committee.
3. The Committee members will be:
 - The Chair of the Board
 - The Vice-Chair of the Board
 - The Chair of the Audit Committee
 - The Deputy Chair of Audit
 - The Chair of the Resources & General Purposes Committee

➤ The CEO

4. A quorum shall be 3 members.
5. The Vice Principal: External Relations is to act as secretariat to the Committee and shall keep appropriate records of its proceedings.
6. The Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

Authority:

7. The Committee is authorised to consider urgent matters of business and matters of policy and to act as a consulting committee for any item of Board business, which for any reason could or would not otherwise be handled by the Board or another standing Committee.
8. Any decision reached by the Chairs' Committee will be reported to the full Board at the earliest possible convenience.
9. The Committee is authorised to advise and make recommendations to the Board regarding the appointment, reselection and deselection of Governors and in doing so will take into account the statutory and skills requirements of the Board.
10. The Committee is authorised to undertake a review of Governors' performance, including attendance and contribution, at the end of each term of office, on an annual basis, or as otherwise necessary. The Committee is empowered to authorise the Chair to request the resignation of a Governor and/or can recommend to the Board the deselection of an individual Governor following a review by the Committee. The Search Modus operandi of the Committee is set out in further detail below.
11. The Committee is authorised to consider the Remuneration of the CEO and Vice-Principals of the College ("Senior Post Holders") and make appropriate recommendations to the Board. The Senior Post Holders will be excluded from any discussion or approval regarding their own remuneration.
12. The Committee is authorised to approve the overseas travel of Senior Post Holders for the purpose of carrying out their work duties. The Chair is authorised to approve urgent overseas travel requests in the absence of a timely Committee Meeting. Any approval given by the Chair will be reported to the Committee at the earliest possible convenience.
13. The Committee is authorised to shortlist and select Fellows for the honor of receiving an Honorary Degree from the NPTC Group of Colleges. This process is to be carried out following a discussion with the Assistant Principal: HE to agree the criteria for appointment of the fellow.
14. The Committee will consider and advise on any matter referred to Committee by the Chair or CEO.

Reporting Procedures

15. The Committee minutes will be received by the Board.
16. Any recommendations or resolutions will be made available to subsequent meetings of the Board and where necessary approval of the Board will be sought.

Search *Modus Operandi*:

17. To advise the Board on the appointment of Governors other than the CEO (who shall be eligible to serve on the Corporation as a result of the post) and the Student and Staff Governors (who shall be appointed following an election by the peers) and such other matters relating to membership and appointments as the Board shall remit to it having regard at all times to the statutory and skills requirements of the Board.
18. To gather nominations in respect of vacancies on the Board and to determine and apply the processes whereby such nominations are screened and shortlisted.
19. To consider and advise the Board on the composition and balance of the Corporation and its Committees.
20. To develop and maintain a suitable database of potential candidates.
21. To undertake a regular skills audit in order to test the range of skills and experience on the Board of the Corporation.
22. To undertake a review of Governors' performance, including attendance and contribution, at the end of each term of office, on an annual basis, or as otherwise necessary.
23. To advise and make recommendations to the Board regarding the reselection or deselection of a Governor at the end of each term of office or, where appropriate, during a term of office following a performance review by the Committee.

Remuneration Committee *Modus Operandi*

24. Senior Post Holders are to be excluded from any monitoring or advisory responsibilities regarding their own remuneration.
25. The Committee shall have the following monitoring responsibilities:
 - To monitor achievement against agreed targets for any collectively and individually based approved performance planning applicable to senior post holders.
 - To monitor on a national basis the pay levels of senior post holders in other appropriate institutions.
 - To monitor on a national basis other appropriate benefits paid to senior post holders (and clerk or equivalent) in other appropriate institutions. The Committee will usually agree that senior post holders will be awarded in-line with staff pay awards, unless otherwise recommended by this Committee and/or approved by the Board.
26. The Committee shall consider and advise the Board on:
 - Periodic pay / progression awards to senior post holders and the AP: Governance (other than those already decreed by national negotiations).
 - Other agreed benefits applicable to senior post holders, for example, a motor vehicle (or, a cash-based alternative) and medical expenses insurance.
 - Sensitive or confidential matters relating to succession planning