

KIRKLEES COLLEGE CORPORATION**PEOPLE, CULTURE AND GOVERNANCE COMMITTEE – TERMS OF REFERENCE****1. Constitution**

- 1.1. A minimum of 5 and up to 8 members, including the Corporation Chair and Vice Chair, and the Chairs of Finance Committee, Safeguarding Committee, and Quality, Performance & Standards.
- 1.2. An individual who is not a member of the Committee but who has relevant skill or experience, may be co-opted to the Committee for a particular meeting, with the approval of the Chair of the Committee.
- 1.3. Although the Principal may be a member of the Committee, he/she:
 - 1.3.1. may not in any circumstances count in quorum or vote during discussions regarding senior postholder remuneration;
 - 1.3.2. may be required to attend to provide context and relevant information, except in relation to his/her own remuneration or any staff matters concerning him/her.
 - 1.3.3. will under all circumstances leave the meeting before any discussion of his/her own remuneration or any staff matters concerning him/her.

2. Chair and Vice Chair

- 2.1. A chair and vice chair shall be elected at the first meeting of each academic year from among the Committee members. The Corporation Chair or Vice Chair may serve as the Committee chair, in which case the Committee vice chair shall be another Independent Governor, who will chair all agenda items on senior post holder performance and remuneration.

3. Quorum

- 3.1. A quorum shall be one third (rounded up) of appointed members, subject to a minimum of two Independent Members.

4. Frequency of Meetings

- 4.1. Meetings shall be held as and when required and not less than twice a year.

5. Attendance at Meetings

- 5.1. Senior managers shall attend and speak at meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).
- 5.2. The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights). Other Corporation members shall have the right of attendance and participation, but not to vote.
- 5.3. Staff and Student Governors shall withdraw from meetings when staff matters relating to a senior post holder(s) are being considered or if requested to do so.

Any member of staff, including the Principal and the Clerk, shall withdraw from a meeting where his/her remuneration, conditions of service, appointment or promotion is being discussed. Any member of staff present at the meeting will withdraw when the remuneration, conditions of service, appointment or promotion of a more senior member of staff is being discussed.

6. Reporting

6.1. The Chair of the Committee shall present a summary report of the Committee's agenda at the subsequent Corporation meeting and the minutes of the meeting will be circulated to the Corporation.

7. Terms of Reference

7.1. In all its decision-making, the Committee shall have due regard to:

- the use of public funds and the financial health of the College;
- performance and achievement evidenced through annual appraisals;
- other relevant factors such as pension provision;
- the overall performance of the College and its position against national benchmarks;
- salary levels within the sector;
- inflation;
- other environmental factors affecting the College;
- the Equality and Diversity policy; and
- the College's Values and the Nolan principles.

7.2. **Search and Governance**

The Committee shall:

7.2.1. Consider and make recommendations to the Corporation in respect of procedures for the appointment of new Governors and implement the agreed procedures.

7.2.2. Be responsible to the Corporation for the nomination of candidates to fill Governor vacancies, conducting interviews with applicants.

7.2.3. Consider and make recommendations to the Corporation on the Corporation's composition and balance and ensure an annual self-assessment by the Corporation of its skills.

7.2.4. To oversee the induction and training of Governors.

7.2.5. To make recommendations in respect of the Code of Conduct and the Register of Governors' interests.

7.2.6. To review the workings of the Corporation and make recommendations to support it in ensuring effective governance, including but not exclusively:

- Review of the Code of Conduct, Standing Orders, Scheme of Delegation and the Instrument and Articles;
- Succession planning;
- Proposing performance targets;

- Committee performance evaluation;
- Governance self-assessment and quality improvement plan.

7.3. Senior Post Holder Staff Matters

The Committee shall:

- 7.3.1. Consider and advise the Corporation on the framework of pay and conditions of Senior Post Holders, to include appraisal, promotion, grading, conduct, suspension, dismissal and retirement and may consider the following elements:
- Basic salary;
 - Benefits in kind;
 - Pension provision;
 - Terms and conditions of service;
 - Job Description and remit;
 - Performance related elements, if appropriate.
- 7.3.2. Ensure that the details of senior post holder remuneration are included in the Annual Members' Report and Financial Statements and the annual statement on senior post holder remuneration.
- 7.3.3. Ensure that appropriate objectives are set annually for Senior Post Holders and that performance is effectively measured. The Corporation delegates the appraisal of the Principal and Clerk and the setting of their SMART targets to the Chair and Vice Chair, and the appraisal of other Senior Post holders and the setting of their objectives to the Principal. The Committee shall have oversight of this process to gain assurance on the Corporation's behalf that correct procedure has been followed, that the relevant findings are reasonable and that all agreed objectives are appropriately specific, measurable, achievable, relevant and time based (SMART). The Committee shall not be entitled to substitute its own views for what has been decided by the Chair and Vice Chair (in the case of the Principal or the Clerk), or by the Principal in the case of the other Senior Post holders, but should confirm, based on its knowledge of the College context, that all decisions are within the band of reasonable decisions available, even if other Committee members would have decided differently.
- 7.3.4. Where directed to do so by the Corporation where there is a vacancy or expected vacancy in a senior post (including the Principal or Clerk):
- put in place an appropriate recruitment process and determine the arrangements for advertising the role and for interviewing and selection;
 - appoint a selection panel to conduct interviews and identify suitable candidates to recommend to the Corporation for appointment.
- 7.3.5. Have authority to establish a panel of three Independent Governors to consider a case for dismissal of the Principal, the Clerk or any other senior post holder, or to discuss any settlement proposals designed to terminate their contract. The Corporation Chair and Vice Chair should not

be appointed to such a panel in case an appeal in connection with the dismissal must be determined.

- 7.3.6. Advise the Corporation on any compensation which may be payable in the event of the early termination of the employment of the Principal, the Clerk or any other senior post holder with the aim of avoiding the rewarding of poor performance and dealing fairly with cases where termination is not due to poor performance.

7.4. Equality, Diversity and Inclusion

The Committee shall:

- 7.4.1. Oversee matters concerning equality, diversity and inclusion, including progress against inclusivity and diversity targets and plans.
- 7.4.2. Receive regular reports on employee engagement and wellbeing including analysis of employee opinion surveys and other management information to ensure that appropriate management actions are in place.

7.5. Culture Inclusion

The Committee shall:

- 7.5.1. Oversee matters of importance to the culture of the College and its stakeholders, including employees, learners, customers and suppliers;
- 7.5.2. Receive at least annually an assessment of the College's culture, with input from a range of contributors including the College's Second and Third line oversight functions.

7.6. Sustainability & Corporate Responsibility

- 7.6.1. Oversee matters of importance to sustainable development and corporate reputation.
- 7.6.2. Receive regular reports on progress against agreed environmental or sustainability principles and agreed targets.
- 7.6.3. Receive a report at least annually on the College's wider corporate social responsibility activities.

Approved by the Corporation on: 27.05.22