Grŵp Llandrillo Menai

TERMS OF REFERENCE – CHAIR'S COMMITTEE

1. **<u>Constitution and Membership:</u>**

The Board will establish a Committee of the Board to be known as the Chairs (Search) Committee.

1.1 The Committee will be appointed by the Board.
1.2 The Chairman of the Board shall be the Chairman of the Chair's (Search) Committee.
1.3 <u>The Committee members will be:</u>
  - 1.3.1 The Chairman of the Board
  - 1.3.2 The Vice-Chairman of the Board
  - 1.3.3 Immediate Past Chair of the Board
  - 1.3.4 The Chairmen (or in their place Vice-Chairmen) of the three Main Board Committees
  - 1.3.5 The Chair of North Wales Training Limited.
  - 1.3.6 The CEO

1.4 There shall be not less than 5 members.
1.5 A quorum shall be 4 members.
1.6 The Committee may, if it considers it necessary or desirable, invite non-Governors with additional expertise to attend.
1.7 The Chairman of the Chair's Committee will have the power to co-opt any lay members to join the Committee during "Search" for one or more meetings, provided the directives of the Instrument and Articles of Government regarding committee membership are observed. Such co-opted members will form part of the committee quorum and will have full voting rights.
1.8 A Search 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.
1.9 Attendance at Search Committee meetings by persons who are not Committee members will be at the discretion of the Committee Chairman.

2. **<u>Authority:</u>**

2.1 The Chair's Committee is authorised to consider and resolve urgent matters of business and matters of policy, to act as a Consulting Committee for any item of Corporate Business, which for any reason could or would not otherwise be handled by another standing Committee. If necessary, decisions can be resolved by means of an e-mail vote.
2.2 Any decision reached by the Chair's Committee will be reported to the full Governing Body at the earliest possible convenience.

Search Mode:

2.3 The Committee is authorised by the Board as required to search, screen and recommend to the Governing Body for approval, prospective Governors, taking into account the statutory requirements of the Board.
2.4 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 Chairman 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 Search Committee.
2.5 It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
2.6 The Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of non-Governors with relevant experience and expertise if it considers this necessary in order to fulfill its responsibilities.
2.7 The Committee is authorised to advise and make recommendations to the Board regarding the appointment, reselection and deslection of Governors.

3. Proceedings

3.1 The Committee shall meet as necessary
3.2 College Officers will attend at the request of the Chair or CEO.
3.3 The Grŵp Governance Officer shall act as secretariat to the Committee and shall keep appropriate records of its proceedings.

4. Duties:

4.1 Handles matters of general strategy as required, as well as periodic search, remuneration, and governance issues including associated risk referral to the ARC.
4.2 Acts as a Consulting Committee for urgent matters of Corporate Business, which for any reason could not otherwise be handled by any other standing Committee.
4.3 Will consider the Remuneration of Senior Post Holders and the Grŵp Governance Officer.
4.4 Will consider and advise on any governance or management matter referred to a Search Committee by the Chairman or the Principal.

Search Modus operandi:

4.5 To advise the Corporation on the appointment of Governors other than the Principal/Chief Executive (who shall be eligible to serve on the Corporation as a result of the post) and such other matters relating to membership and appointments as the Corporation shall remit to it having regard at all times to the provision of the Instrument of Government and the policy of the Corporation.
4.6 To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.
4.7 To consider and advise the Corporation on the composition and balance of the Corporation and its Committees.
4.8 To develop and maintain a suitable database of potential candidates.
4.9 To initiate searches for potential candidates through consultation with local authorities, local bodies and employers and the wider community through a variety of appropriate means.
4.10 To undertake a regular skills audit in order to test the range of skills and experience on the Board of the Corporation.
4.11 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.
4.12 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 Search Committee.
4.13 To advise and make recommendations to the Board regarding the appointment of new Governors.

Remuneration Committee modus operandi (CEO to attend, any Staff and Student Governors excluded):

Monitoring responsibilities:

The Committee shall have the following monitoring responsibilities:

4.14 To monitor achievement against agreed targets for any collectively and individually based approved performance planning applicable to senior post holders.
4.15 To monitor on a national basis the pay levels of senior post holders (and Director of Governance) in other appropriate institutions.
4.16 To monitor on a national basis other appropriate benefits paid to senior post holders (and Director of Governance) in other appropriate institutions

Advisory responsibilities: The Committee shall consider and advise the Corporation on:

4.17 Periodic pay / progression awards to senior post holders and the Director of Governance (other than those already decreed by national negotiations).

4.18 Other agreed benefits applicable to senior post holders, for example, a motor vehicle (or, a cash-based alternative) and medical expenses insurance

4.19 Sensitive or confidential matters relating to succession planning

5. Reporting Procedures

5.1 The Committee will circulate the minutes of its meetings to the Governing Body.

5.2 Any structured reports and recommendations will be made available to subsequent meetings of the full Governing Body.