



# **Gateshead College Further Education Corporation People and Remuneration Committee Terms of Reference**

## **Part one: Committee Terms**

## **Part Two: Committee Rules of Procedure**

**Date adopted: 2 October 2020**

**Date of last review: 2 October 2020**

**Date of next review: [October 2022]**

Nothing in this document is meant to override the provisions of the Instrument and Articles of Government in force from time to time which at all times are to be regarded as the primary sources of guidance.

Where there is any inconsistency between this document and the Standing Orders, these terms of reference shall prevail.

## **PART ONE**

### **Committee Terms**

#### **1. Purpose**

- 1.1 To oversee the College's people management and remuneration.

#### **2. Membership**

- 2.1 The Committee shall comprise up to five members appointed by the Corporation which shall include the Chair of the Corporation and, subject to paragraph 2.2, the Principal. The Corporation may appoint persons who are not members of the Corporation to be members of the Committee from time to time save that the majority of members of the Committee at any time shall be members of the Corporation.
- 2.2 The Principal shall not be a member of the Committee for the purpose of matters relating to remuneration, conditions of service and personal objectives of the senior post-holders.
- 2.3 The members of the Committee shall from time to time appoint one of their number to be Chair of the Committee.
- 2.4 The Head of HR (or equivalent) shall usually attend Committee meetings, but shall not be a member. The Committee may invite other persons to attend meetings.

#### **3. Quorum**

- 3.1 The quorum for meetings of the Committee shall be three members, at least two of whom shall not be staff or student members. Where matters are to be discussed in accordance with paragraph 2.2, the quorum shall exclude the Principal and all staff and student members.

#### **4. Meeting Frequency**

- 4.1 Meetings will normally be held at least four times each year timed appropriately to ensure the business of the Committee is undertaken effectively and at other times during the year if deemed necessary by the Committee or requested by the Corporation.
- 4.2 Because of the personal and sensitive nature of much of the business to be considered by the Committee its proceedings shall be deemed to be confidential and confidential minutes will not be circulated beyond the membership of the Committee, other than to the Board.

#### **5. Remit**

- 5.1 To advise the Corporation on the following:
- 5.1.1 The development and implementation, and from time to time review, of the College's People Strategy.
  - 5.1.2 The efficiency and effectiveness of the College's curriculum plan in relation to staffing resource and requirements, and the impact of the same on the People Strategy.
- 5.2 On behalf of the Corporation to make the following decisions:
- 5.2.1 To agree the College's approach to:
    - (a) Performance management
    - (b) Learning and development

- (c) Engagement and communication
- (d) Reward and remuneration (which, in relation to the senior post-holders, shall be in accordance with paragraph 5.3 below)
- (e) Equality and diversity
- (f) Any other people related policy/processes as determined by the Committee.

5.3 Subject to clause 5.5, on behalf of the Corporation to review the remuneration, conditions of service and personal objectives of the senior post-holders:

5.3.1 in order to fulfil this responsibility, regularly review the performance of members of the senior post-holders during the previous year in relation to the personal objectives set for each individual before determining the salary for the coming year.

5.3.2 in considering the performance of the Principal and the Clerk, the Committee will receive advice from the Chair of the Corporation regarding performance appraisal and objective setting.

5.3.3 when considering the performance of the other senior post-holders, the Committee will receive advice from the Principal on the performance appraisal of each individual.

5.3.4 In determining salaries, the Committee will take into account the trends and patterns of payment in the FE Sector by reference to current and relevant published national data and where the Committee departs from the same in its decisions, it must clearly document its reasons and report the same to the Corporation.

5.3.5 to agree draft objectives for the coming year for each senior post-holder and monitor them regularly.

5.4 On behalf of the Corporation to oversee the appraisals and performance reviews of the senior post-holders, including the Clerk.

5.5 To refer to the Corporation for approval any of the following matters:

5.5.1 any proposed increase in remuneration for a senior post-holder over and above that proposed for the staff of the College;

5.5.2 any bonus award to any senior post-holder;

5.5.3 the introduction of any bonus, incentive or other remuneration scheme or policy applicable to the senior post-holders and/or the cancellation or variation of the same;

5.5.4 the engagement of a person as a senior post-holder with a salary outside of the national published pay-scales for the FE sector taking into account regional comparators;

5.5.5 any matter affecting the solvency of the Corporation;

5.5.6 any item which may have a detrimental or adverse impact on the Corporation's reputation or its charitable status;

5.5.7 any item which affects the educational character of the Corporation or its mission;

5.5.8 any decision which requires investment by the Corporation of an amount more than that for which this Committee has delegated authority under any financial regulations in force from time to time;

- 5.5.9 any decision which deviates from or conflicts with the Corporation's agreed strategic plan;
- 5.5.10 any decision which poses a material risk to the Corporation or its finances; and
- 5.5.11 any item of business in relation to which a decision may not be made without due consideration having been given to it either by the Corporation, or by another committee of the Corporation.

For the avoidance of doubt, it shall be for the Chair of the Committee to determine, following consultation with Committee members, whether a matter or decision is one which must be presented to the Corporation for approval under this paragraph 5.5.

5.6 To report to the Corporation on its activity at each Corporation meeting by:

- 5.6.1 an overview of the work of the Committee from its chair;
- 5.6.2 the presentation of a RAG rated report, demonstrating performance of the Corporation in relation to the remit of this Committee against agreed performance objectives; and
- 5.6.3 the presentation of further reports to the Corporation on a "by exception" basis.

## PART TWO

### Committee Rules of Procedure

Save as stated in the Committee Terms of any committee, the following rules of procedure (**Rules**) shall apply to the committees of the board of governors of the Gateshead College Further Education Corporation (**Corporation**).

Paragraph 7 of the Standing Orders shall apply to each of the committees (**Committees**).

<p><b>1. Membership and Chair</b></p>	<p>1.1 The membership for each Committee meeting is as stated in Part One.</p> <p>1.2 Except for any ex officio Committee members, the continuation of membership of all other Committee members shall be subject to annual confirmation by the Corporation on the recommendation of the Governance Committee. If such annual confirmation does not occur (for whatever reason) such Committee members shall be deemed to have continued in office.</p> <p>1.3 In appointing persons to be members of the Committees, regard shall be had to the need to ensure that the Committee membership comprises the right mix of skills and expertise needed to discharge the functions of the Committee and which can effectively challenge and oversee the work of the senior post-holders and the wider staff of the College.</p>
<p><b>2. Clerk</b></p>	<p>2.1 The Clerk to the Corporation shall act as Clerk to the Committees except, in the case of the People and Remuneration Committee, where the remuneration or performance of the Clerk is under consideration. At such times that Committee will appoint one of their membership to keep a record of discussion or will engage a temporary Clerk.</p>
<p><b>3. Committee Meetings</b></p>	<p>3.1 The quorum for each Committee meeting is as stated in Part One.</p> <p>3.2 If the number of Committee members falls below the quorum, the remaining Committee members may temporarily co-opt an additional Committee member(s) in order to meet the quorum, provided that the Clerk is notified immediately. The Clerk shall ensure that the Governance Committee either confirms the temporary appointment or recommends such other Corporation member as it sees fit to fill the vacancy and that the recommendation is put to the Corporation members at the next Corporation meeting.</p> <p>3.3 Every matter of the Committee shall be decided by a majority of votes and in the case of equality of votes, the Chair of the Committee shall have a casting vote.</p> <p>3.4 Any Committee member may request that an item be included on the agenda of a Committee meeting, but the agenda shall be approved by the Chair of the Committee.</p> <p>3.5 All Committee meetings shall comply with the requirements for Corporation meetings set out at paragraphs 4.3, 4.4, 4.8 and 4.10 of the Standing Orders where all references to 'Corporation' shall be deemed to read 'Committee' and all references to 'Chair' shall be deemed to read 'Chair of the Committee' in this regard unless the context requires otherwise.</p>

	3.6	Committee meetings will generally be held upon seven days' notice unless the circumstances require a meeting to be held on shorter notice.
	3.7	Minutes of the Committee meetings shall be sent to the Corporation by the Clerk after approval by the following Committee meeting.
<b>4. Conduct</b>	4.1	The Code of Conduct shall apply equally to Committee members and Committee meetings as it does to Corporation members and Corporation meetings.
<b>5. Attendance at Committee meetings</b>	5.1	Only Committee members and the Clerk and (if not already a Committee member) the Principal shall be entitled to attend meetings of the Committees as of right.
	5.2	Any other person who wishes to attend a meeting of the Committee may do so but with the consent of the Committee.
	5.3	The presence of such persons, and any point in a Committee meeting they attend at which they leave the meeting, shall be recorded in the minutes. Other than at the specific invitation of the Chair of the Committee, speaking and voting rights shall be confined to Committee members. The Chair shall have the power to ask any such person to withdraw at any point in the meeting.
	5.4	For the avoidance of doubt, only Committee members shall be entitled to vote on resolutions relating to the business of the Committee.
	5.5	The Committee may invite other persons to attend meetings to provide advice and evidence to assist the Committee.
	5.6	Members of the Committee may attend meetings in person or by suitable electronic means, including telephone conference, provided all Committee members are able to fully participate.
	5.7	Where a member is unable to attend a meeting, he or she may appoint a proxy (who must be a member of the committee) to vote on any proposed resolutions on his or her behalf. That proxy shall vote in accordance with the direction of the member appointing him or her. A member wishing to appoint a proxy should notify the Clerk in advance of the meeting.
<b>6. Taking decisions outside of Committee meetings</b>	6.1	A decision of the Committee members may be made in writing, provided that a majority of the Committee members and would have formed a quorum and they signify their agreement to the decision either by signing a copy of it or by such other method as is stipulated by the Clerk at the time of circulation.
<b>7. Conflicts</b>	7.1	Any member who has a direct or indirect conflict of interest or loyalty in a matter to be discussed at a Committee meeting shall declare such conflict to the Chair at the earliest opportunity. In the case of the Chair, he/she shall declare such conflict to the members. In such cases, the member concerned shall not take part in the discussion relating to the matter (unless invited to provide information to the Committee), shall withdraw from the meeting at the point any decision is taken in relation to the same and shall not count towards the quorum for that part of the meeting.

	7.2	In cases where, as a result of a Member declaring a conflict of interest or loyalty the quorum for the meeting is no longer met, the quorum for that part of the meeting shall be reduced by one for each such conflicted Member provided that the quorum is no less than two unconflicted members and includes at least one appointed or co-opted member.
<b>8. Termination of Committee membership</b>	8.1	Other than the ex officio Committee members, a Committee member may resign from office at any time by giving notice in writing to the Clerk.
	8.2	Any person who is a Committee member by virtue of being a Corporation member shall cease to hold office upon ceasing to be a Corporation member for whatever reason.
	8.3	Any person who is an ex officio Committee member shall cease to hold office upon ceasing to hold the office that entitles them to be a Committee member.
	8.4	Except for the ex officio Committee members, if at any time the Corporation is satisfied that the Committee member is unfit or unable to discharge the functions of a Committee member or has been absent from Committee meetings for a period longer than six consecutive months without the permission of the Chair of the Committee, the Corporation may remove the Committee member by notice in writing.
	8.5	Any co-opted Committee member may be removed by resolution of the Committee.
<b>9. Branding and Reputation</b>	9.1	The Committee shall, in relation to its decisions, consider the impact of those decisions on the brand and reputation of the College and shall subject to their legal duties act so as to uphold the same.
<b>10. Adoption and Variation</b>	10.1	These Terms of Reference may be adopted, amended, replaced or deleted by the Corporation.