



CHAIRS COMMITTEE

COMMITTEE REMIT

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1 Terms of Reference

The Board has established a Chairs Committee as a Committee of the Board to support them in their responsibilities for matters of Governance, Board recruitment, remuneration of the Principal and Vice Principals, training, monitoring and review of Board Member performance in accordance with the Code of Good Governance and succession planning.

The Chairs Committee provides an opportunity for committee Chairs to meet and share feedback.

2 Membership

2.1 Members of the Chairs Committee and its Chair are appointed by the Board and will consist of Board Members with no executive responsibility for the management of the College. Membership will comprise:

Voting Membership:

- Chair of the Board of Governors
- Vice Chair of the Board of Governors (Remuneration)
- Chairs of the Board Committees
- Senior Independent Member

Vice-Chairs of Committees shall be invited to attend Chairs Committee meetings but will not form part of the voting membership.

Non-voting Membership:

- The Principal
- Board Governance Advisor
- Vice Chairs of Committees

3 Reporting

3.1 The Chair of the Board of Governors will verbally highlight any matters of particular importance to the Board or will submit items for Board approval.

4 Responsibilities

The Chairs Committee will:

- 4.1 Monitor and review Board and Committee Membership and skills mix.
- 4.2 Propose changes to Committee membership as required.
- 4.3 Be responsible for the process to fill any vacancies on the Board, taking account of Ministerial guidance and all relevant equality and diversity legislation and guidance, and recommending appointments for the approval of Scottish Ministers.
- 4.4 Consider proposals for the re-appointment of Board Members and make recommendations to the Board.
- 4.5 Approve and recommend to the Board, policies and procedures for the induction and development of Board Members.
- 4.6 Maintain an overview of Board Member attendance at Board and Committee meetings, participation in induction training and participation in annual reviews of Board Member performance.

Board members are required to attend a minimum of 3 Committee meetings and 3 Board meetings during the year. Where a member falls below the expected minimum attendance this will constitute a review of performance and possible removal from the Board.

- 4.7 Advise the Board of Governors if a member no longer meets the eligibility for Board membership and recommend removal of that member.
- 4.8 Advise the Board of Governors of any requests from Board Members to be absent for a period over six consecutive months and the reasons provided for the required absence.
- 4.9 Recommend removal of a Board Member if they have been absent for more than six consecutive months without permission of the Board.
- 4.10 Consider any potential breaches of the Code of Good Governance by Board Members and advise the Board of Governors accordingly.
- 4.11 Advise the Chair where concerns arise about the ability of a Member to fulfil their duties and recommend removal of a Board Member if such concerns remain.
- 4.12 Advise the Board of Governors on matters concerning the appointment and terms and conditions of the Board Governance Advisor.
- 4.13 Advise the Board of Governors on matters relating to governance.

Chairs (Appointments) Committee

- 4.14 Agree the appointment of the Principal and recommend appointment to the Board.

Chairs (Remuneration) Committee

- 4.15 Approve remuneration decisions.
- 4.16 Consider where college reward stands in relation to other comparable institutions in the sector.
- 4.17 Set and approve the salaries of the Principal and Vice Principals

5 Rights

The Chairs Committee may:

- 5.1 Co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge or expertise.
- 5.2 Investigate any activities within its terms of reference. It is authorised to request any information required to fulfil its duties.
- 5.3 Procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

6 Access

- 6.1 Relevant external partners will be invited to attend meetings of the Chairs Committee, if required, and will have confidential access to the Chair of the Chairs Committee.

7 Meetings

- 7.1 The Committee will meet as required, but normally no more than four times per year and in advance of Board of Governors meetings.
- 7.2 A quorum shall be one half of the members entitled to vote upon the question before the meeting.
- 7.3 The Chairs Committee will normally be attended by the Chair of the Board of Governors, Vice Chair of the Board of Governors, Chairs of Board Committees, and the Senior Independent Member. The Principal shall not be a member of the Committee but may attend to support Committee business. Vice Chairs of Committees are invited to attend but shall not be voting members.

7.4 Committee members are encouraged to attend Board Strategy Events.

8 Information Requirements

For each meeting, the Chairs Committee will be provided with:

- 8.1 Relevant papers required for discussion, approval, and recommendation to the Board of Governors.
- 8.2 Updates from the Chair of the Board of Governors relevant to current matters of governance.
- 8.3 Updates on any changes relating to Board of Governor and/or Board Committee membership as required under Scottish Government guidance.

The above suggests minimum requirements for inputs to be provided to the Chairs Committee. In some cases, more may be provided.

9 Review of Chairs Committee

This remit shall be reviewed on an annual basis. The next review will be September 2026.