

## **SEARCH & GOVERNANCE COMMITTEE TERMS OF REFERENCE**

### **1. Purpose**

1.1 The Articles of Government require the establishment of a Search Committee.

1.2 The role of the Search and Governance Committee is to advise the Corporation on the appointment and re-appointment of members of the Corporation, other than the Principal & Chief Executive, and student members.

1.3 The Search and Governance Committee will keep under review the Instrument and Articles of Government and the Corporation's rules, policies and procedures and other governance related legislation.

### **2. Membership**

2.1 The committee shall consist of at least 3 members. In addition, external individuals may be co-opted.

2.2 Terms of office of members of the committee shall last until the expiry of their term of office as a Board member unless he/she has been appointed for a further term of office.

2.3 Co-opted members of the committee will be appointed by the Board and will hold office for a period of one year, following which they will be eligible for reappointment.

2.4 The Board will review the membership of the committee from time to time and may make changes as it sees fit.

### **3. Election of Chair and Vice-Chair**

3.1 The Chair of the committee will be selected by the committee, for a term not exceeding 4 years.

3.2 The retiring Chair will be eligible for re-appointment.

3.3 In the absence of both the Chair and Vice Chair from a meeting, the Committee will appoint another Member to act as Chair for that meeting.

#### **4. Frequency of Meetings and Quorum**

4.1 The Search and Governance Committee shall meet at least once a term. Additional meetings may be called as necessary in agreement with the Chair.

4.2 The quorum for meetings of the committee shall be any three members.

#### **5. Responsibilities of the Committee.**

5.1 To be responsible for advising on governance matters and on the appointment of members of the Corporation and other related matters on membership and appointments as the Corporation may remit to the Committee

5.2 To be responsible for the recruitment, screening and nomination process of candidates for membership of the Corporation

5.3 The Committee is not responsible for the appointment of staff or student governors but will be consulted on an approach to the process

5.4 To consider and make recommendations to the Corporation annually on the composition and balance of the Corporation and its Committees

5.5 To carry out a skills audit of all members annually and of members being considered for re-appointment when required, in order to maintain an appropriate balance of members on the Corporation, having regard to the needs of the College

5.6 To carry out an annual assessment of training needs for all members and monitor members' attendance at in-house or external training events

5.7 To carry out an annual review of members' attendance at Corporation and Committee meetings to ensure compliance as far as possible with the Corporation's target attendance rate. Committee to set the target attendance rate for the Corporation and its Committees each year.

5.8 To carry out annually, or as required, reviews of procedures and policies relating to governance matters including such aspects as the terms of reference of Committees of the Corporation, skills audit of members, the Code of Conduct for Corporation Members, and Standing Orders of the Corporation.

5.9 To carry out on a regular basis reviews of governor self-assessment questionnaires and Governor Training and to make recommendations, as appropriate, to the Corporation

5.10 To monitor on behalf of the Corporation the implementation of the Code of Good Governance for English Colleges

5.11 To approve the Governor Recruitment and Succession Planning Policy

## **6. Clerking Arrangements**

6.1 The Clerk to the Corporation shall act as Clerk to the Committee.

## **7. Reporting to the Board**

7.1 The minutes of each meeting of the Search and Governance Committee shall be presented to the next ordinary meeting of the Board.

7.2 Any recommendations made by the committee will appear as items on the agenda for the next ordinary meeting of the Board.

## **8. Review and Approval**

8.1 The terms of reference of the Search and Governance Committee will be reviewed on an annual basis and recommendations made to the Board as appropriate.

## **9. Other Matters**

The appointment of the Chairman of the Committee shall be for a maximum term of 4 years.

The Committee may invite other persons to attend meetings as and when necessary in order to provide advice and evidence to assist the process of search and to verify that the selection process is independent and free from any form of patronage.

The Clerk to the Corporation shall act as Clerk to the Search and Governance Committee. The Committee shall be subject to all the normal provisions for Committees as set out in the Corporation's Standing Orders.