



# **TERMS OF REFERENCE**

## **GOVERNANCE AND SEARCH COMMITTEE**

<b>Owner:</b>	Company Secretary
<b>Date of Approval:</b>	July 2023
<b>Date of Next Review:</b>	July 2024
<b>Approved by:</b>	Corporation

## **Governance and Search Committee**

### **Terms of Reference**

#### **1 Constitution**

The Corporation has established a committee of the Corporation, to be known as the “Governance and Search Committee”, and formally approves its terms of reference.

#### **2 Membership**

- 2.1 The Committee shall comprise 5 members (who may or may not be members of the Corporation) including the Principal. The Committee may invite the Corporation’s advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- 2.2 Membership of the Committee is normally for 4 years (reviewed annually) and may be renewed. Except for ex officio members, a person shall be ineligible for appointment to the Committee if he or she has served more than 8 years on the Committee.
- 2.3 The Chair of the Committee will be an independent Corporation Member selected by the Corporation.

#### **3 Frequency of Meetings**

The Committee will meet at least once per year.

#### **4 Quorum**

The quorum for meetings of the Committee shall be 2 members.

#### **5 Attendance at Meetings**

If requested by the Committee, any senior member of College staff will attend a committee meeting.

#### **6 Duties**

- 6.1 To oversee the Governor Recruitment Policy
- 6.2 To be responsible for nominating candidates for the approval of the Corporation to fill vacancies on the Corporation and its committees and for determining the process whereby candidates are nominated.
- 6.3 To advise on such other matters relating to membership and appointments as the Corporation may remit to the Committee.

- 6.4 To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.
- 6.5 To consider and advise the Corporation on the composition and balance of the Corporation and its Committees.
- 6.6 To develop and maintain a suitable database of potential candidates and periodically to place an open advertisement in the local and regional media for persons who might be interested in being added to the database.
- 6.7 To initiate searches for potential candidates through consultation with local authorities, local bodies, employers and other bodies with relevant expertise and/or knowledge of the communities the College serves.
- 6.8 To undertake a regular skills audit in order to test the range of skills and experience on the board of the Corporation.
- 6.9 To oversee the annual appraisal of governors, and the evaluation of the Board and to make recommendations to the Corporation on effectiveness and development needs.
- 6.10 To oversee the Governor Induction and Development Programme.
- 6.11 To oversee the College's framework for ensuring that the highest standards of probity are adhered to by the College
- 6.12 To keep under review the Instrument and Articles, Standing Orders of the Corporation and its committee structure and make recommendations to the Corporation on any aspects of its governance.
- 6.13 To oversee the College's compliance with the English Colleges Code of Good Governance

## **7 Reporting Procedures**

The minutes of the Committee will be circulated to all members of the Corporation.