

SEARCH AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. MEMBERSHIP

- 1.1 The Committee shall comprise at least five (5) members (who may or may not be members of the Corporation) and will include the Principal and the Chair of the Corporation.
- 1.2 The Chair of the Committee will be selected by the Corporation.
- 1.3 The quorum for meetings of the Committee shall be 50% (rounded up to the nearest whole number) of the current Membership.
- 1.4 The Clerk to the Corporation shall act as Clerk to the Committee.
- 1.5 The Committee will meet at least two (2) times per year.

2. TERMS OF REFERENCE

SEARCH

- 2.1 To make recommendations to the Corporation on the appointment/re-appointment of external Members.
- 2.2 To advise on such other matters relating to membership and appointments as the Corporation may remit to the Committee, having regard at all times to the provisions of the statutory Instrument and Articles of Government
- 2.3 To develop and maintain, via a process of interview and confidential references, a database of candidates recommended for future Corporation membership (Clerk's Database).
- 2.4 To initiate searches for potential candidates for Corporation membership if required through consultation with interested bodies, organisations and/or individuals and the placement of timely advertisements in the local/regional media and/or in relevant community publications.
- 2.5 To advise on the process whereby candidates are considered for Corporation membership and to gain reassurance regarding their eligibility under the Instrument of Government.
- 2.6 To oversee succession planning of Corporation and Committee memberships, including relevant development opportunities.
- 2.7 To review all aspects of the latest skills and diversity analysis in relation to current Corporation membership, prior to the consideration of any new appointment.
- 2.8 To regularly review the composition and balance of the Corporation and its Committee memberships, taking into consideration how this reflects the community, and make appropriate recommendations.

GOVERNANCE

Corporation Responsibilities

- 2.9 To recommend the appointment/re-appointment of appropriate Corporation Members as Governors with specific responsibilities, e.g. for Safeguarding, Health & Safety etc.
- 2.10 To develop and recommend to the Corporation policies and procedures for the induction and governance development of the Corporation and to oversee their implementation.

- 2.11 To review annually the Corporation's Standing Orders, Code of Conduct and Register of Interests and make recommendations to the Governing Body.
- 2.12 To approve and review regularly all other Corporation policies and procedures that are relevant to the work of the Committee.

Performance

- 2.13 To develop and recommend to the Corporation criteria for the evaluation of the performance of the Corporation as a whole, such criteria to form part of an annual governance self assessment against Corporation agreed outputs.
- 2.14 To undertake the appraisal of the Chair via a sub-committee of the Search and Governance Committee which excludes Senior Postholders.
- 2.15 To identify and prioritise development needs of the Corporation and its Members in order to provide an annual governor development schedule that will lead to progressive improvement in the performance of the Corporation.
- 2.16 To monitor the attendance of Corporation Members at meetings of the Corporation and its Committees and approve appropriate action as necessary.
- 2.17 To consider all governance issues resulting from internal reviews and/or external reviews of the College and ensure that appropriate remedial action is taken.

Other Business

- 2.18 To act as reference group for the Governance Risk Register and make recommendations to the Audit Committee.
- 2.19 To review and, where appropriate, respond to consultation documents from external bodies that relate to governance issues. In doing so, the Committee will obtain feedback from governors on consultation documents relating to governance issues and consider this feedback.
- 2.20 To receive and review an annual report confirming that all relevant records related to Corporation membership have been updated on a timely basis.
- 2.21 To undertake regular reviews of the Terms of Reference for the Chair and Vice Chair of the Corporation and recommend any revisions to the Corporation.
- 2.22 To consider any governance issue referred to it by the Corporation or another of its Committees.

Rules to specify the procedures for the conduct of the Committee:

- A publicly available written appointment process
- Role descriptions and a person specification for governors
- Defined terms of appointment for governors
- The use of advertising and/or consultation with interested bodies and other forms of canvassing
- The encouragement of nominations (including self-nominations)
- To ensure that the names of candidates under consideration are not released to the Corporation until a recommendation is made to that body, for reasons of confidentiality

The Committee shall have the power to employ the services of such external advisers as it deems necessary to fulfil its responsibilities.

The Committee may invite attendance by any person, whether Governor or external to the College, in order to provide advice and evidence to assist in the search process and/or to verify its independence.