



Search & Governance Committee Terms of Reference

1. Constitution

- 1.1 The Search & Governance Committee has approved and adopted these terms of reference.

2. Objectives

- 2.1 The Search & Governance Committee will review and make recommendations to the Corporation regarding the Corporation structure and membership, and all matters relating to governance.
- 2.2 The Search & Governance Committee will operate in accordance with relevant law, guidance and Codes of Practice, including but not limited to:
 - [FE and Sixth Form College Corporations Governance Guide](#) (DfE)
 - [AoC Code of Good Governance](#) (adopted March 2024).

3. Membership

- 3.1 The Committee shall be appointed by the Corporation and consist of at least five members, which must include the CEO/Principal, the Chair and the Vice-Chair of the Corporation.
- 3.2 The quorum shall be three members.
- 3.3 The Chair shall be the Chair of the Corporation.

4. Attendance at Meetings

- 4.1 Other Corporation members shall have a right of attendance.
- 4.2 The Committee may invite members of staff and other persons to attend where it would assist their work. Such persons shall be entitled to speak but not to vote at the meeting.
- 4.3 The Head of Governance shall be clerk to the Committee.

5. Frequency of Meetings

- 5.1 Meetings shall be held not less than three times per year.

6. Authority

- 6.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee or student of the College.
- 6.2 Corporation members and College staff are required to co-operate with any reasonable request made by the Committee.
- 6.3 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

7. Duties

- 7.1 To make recommendations to the Corporation on the appointment and re-appointment of members in accordance with the Instrument of Government.
- 7.2 To lead on Governor recruitment and selection, with the support of an external recruitment agency where necessary.
- 7.3 To monitor Governors' attendance and agree appropriate action to be taken if attendance falls below the agreed minimum levels.
- 7.4 To establish and oversee a framework for the appraisal of all Governors, including the Chair and Vice Chair, and to monitor any actions agreed.
- 7.5 To ensure that annual skills audits are undertaken (except during the year of an external board review) in order to evaluate the range of skills and knowledge on the Corporation and to advise the Corporation on actions arising from those audits, so that the Corporation and its Committees are able to discharge their duties and responsibilities effectively.
- 7.6 To ensure that an annual governance self-assessment takes place (except during the year of an external board review) in order to assess board effectiveness and ensure continuous improvement.
- 7.7 To commission an external governance review at least once every three years, the outcomes of which must be included in the subsequent Annual Report.
- 7.8 To advise the Corporation on training needs for Governors.
- 7.9 To ensure that plans are in place for succession so as to maintain an appropriate balance of skills and experience.
- 7.10 To review best practice guidelines in respect of governance and to advise the Corporation as required to ensure that the highest governance standards are achieved.
- 7.11 To receive nominations for Honorary Fellowship Awards.

8. Reporting Procedures

- 8.1 The minutes of each Committee meeting, and any recommendations of the Committee shall be reported to the next meeting of the Corporation.

Last reviewed and approved: 8th May 2024

Date of Next Review: May 2025