



SEARCH AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

Reviewed by Search & Governance Committee: 10.05.2023
Approved by Corporation: 07.07.202

1. CONSTITUTION

The Corporation hereby resolves to adopt the following terms of reference for the Search and Governance Committee.

2. OBJECTIVES

- 2.1 The Committee shall advise the Corporation on the appointment of members of the Corporation and such matters relating to membership and appointments as the Corporation remit to it, including policies and procedures for induction, training and development of Corporation members.
- 2.2 The Corporation shall not appoint any member of the Corporation other than the Principal, staff members or student members unless it has first considered the advice of the Search and Governance Committee in relation thereto.
- 2.3 Subject to the approval of the Corporation, the Committee shall be responsible for devising, implementing and monitoring the governance structure for the College.
- 2.4 The Committee shall monitor actions to be taken arising from the annual self-assessment process relating to Governance.

3. MEMBERSHIP

- 3.1 The Committee shall be appointed by the Corporation and will comprise:
 - The Chair of the Corporation
 - The Vice Chair of the Corporation
 - The CEO/Principal
 - Two persons who shall be members of the Corporation

Within the membership there shall be representation of the interests of the local community and of local business and employers.

- 3.2 The quorum shall be three members.
- 3.3 The Chair of the Committee shall be the Chair of the Corporation.

4. ATTENDANCE AT MEETINGS

- 4.1 Other Corporation Members shall have right of attendance. Such persons shall be entitled to speak but not vote.
- 4.2 The Committee may invite members of staff and other persons to attend if their expertise or knowledge regarding a specific agenda item would support the discussion and resultant decisions regarding this matter. Such persons shall be entitled to speak but not vote.
- 4.3 The Governance Professional will be Clerk to the Committee.

5. FREQUENCY OF MEETINGS

- 5.1 Meetings shall be held not less than once per term.

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 of the College and all employees are directed to co-operate with any request made by the Committee.
- 6.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of those with the relevant experience and expertise if it considers this necessary.

7. DUTIES

The duties of the Committee shall be:

- 7.1 To advise the Corporation on the appointment of members (other than staff or student members) in accordance with Part 5 of the Instrument of Government.
- 7.2 To evaluate the contribution and attendance of existing members of the Corporation who may be seeking re-nomination and to make appropriate recommendations to the Corporation.
- 7.3 To establish a framework for the appraisal of all Governors including the Chair and Vice Chair and to advise the Corporation as appropriate and to oversee the actions arising thereof.
- 7.4 To gather diverse nominations in respect of vacancies on the Corporation (other than staff or student members) and apply processes whereby such nominations are screened and shortlisted.
- 7.5 To initiate searches for potential candidates through consultation with local and national representative bodies, professional organisations and employers. This may involve engaging the services of an external recruitment agency, who would be secured in line with the College's procurement procedures.
- 7.6 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, in order to ensure that the Corporation and its Committees are able to discharge their duties and responsibilities effectively.
- 7.7 To conduct regular reviews in order to evaluate the range of experience and diversity of the Corporation and to advise on any gaps or imbalances requiring further recruitment and training.

- 7.8 To advise the Corporation with regard to the training and induction of members of the Corporation and to develop a plan for the delivery of suitable training and development programmes.
- 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 the attendance of members at Corporation and Committee meetings and to advise the Corporation as appropriate.
- 7.11 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.
- 7.12 To ensure that an annual governance self-assessment takes place in order to assess board effectiveness and ensure continuous improvement and, at intervals of no more than three years, commission an external review, the outcomes of which should be included in the subsequent annual report.
- 7.13 To consider matters within its remit which the Corporation may refer to the Committee from time to time.

8. REPORTING PROCEDURES

- 8.1 The Clerk to the Committee shall report recommendations to the next meeting of the Corporation.
- 8.2 The minutes of the Committee will be presented to the next subsequent meeting of the Corporation.