

## **SEARCH AND GOVERNANCE COMMITTEE - TERMS OF REFERENCE 2021-22**

### **Constitution**

The Corporation Board hereby resolves to establish a Committee of the Corporation Board to be known as the Search and Governance Committee (the Committee). The Committee is a governor committee of the Corporation Board and has no executive powers, other than those specifically delegated in these terms of reference.

### **Membership**

The Committee shall be appointed by the Corporation Board from amongst the governors of the Corporation Board and shall consist of not less than four members.

### **Quorum**

No business shall be transacted at the meeting unless three members are present.

### **Frequency**

The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities. Based on this consideration the Committee shall meet as a minimum three times a year.

### **Administration**

The Chair of the Committee will agree the agenda for each meeting with the Clerk to the Corporation. The Committee shall be supported administratively by the Clerk whose duties in this respect will include:

- Agreement of agenda with Chair and attendees and collation of papers
- Taking the minutes
- Keeping a record of matters arising and issues to be carried forward
- Advising the Committee on pertinent issues / areas
- Enabling the development and training of Committee members

All papers presented to the Committee should be prefaced by a summary of key issues and clear recommendations setting out what is required of the Committee.

### **Annual Plan**

The Committee will agree an annual programme of work which aligns with the cycle of business for Corporation activity.

### **Authority**

The Committee is authorised by the Corporation Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Corporation Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee Chair will provide an overview of the work of the committee to the Corporation Board at each appropriate meeting, drawing the Corporation Board's attention to any issues of significance, including issues where the Committee is unable to provide a satisfactory level of assurance.

## **Duties**

- To initiate searches as required for potential candidates through consultation with local bodies, employers, networks and advertising.
- To gather nominations in respect of vacancies on the Corporation and to determine and apply a process whereby nominations are screened and shortlisted.
- To meet and interview prospective candidates for membership and make recommendations to the Corporation for the appointment of candidates as members of the Corporation.
- To review the individual contribution of any member whose term of office is to expire and with due regard for Nolan advice on length of service of governors and the Code of Good Governance for English Colleges, to make recommendations to the Corporation as to any re-appointment.
- To analyse and make recommendations concerning the induction, training and development needs of members.
- To ensure that appointments to the Board are made on the basis of merit, subject to the need to maintain a balance of relevant skills and backgrounds.
- To be responsible for determining the process by which nominations for staff and student members are sought.
- From time to time, to consider and make recommendations to the Corporation Board on the composition and balance, and on the procedures for appointment to the Corporation Board.
- To advise the Corporation Board on its committee structure and membership, and where appropriate recommend candidates for the approval of the Corporation Board as external co-opted members.
- To maintain an overview of the skills and expertise of members and undertake a skills and knowledge audit periodically.
- To keep under review the effectiveness of board evaluation processes, including individual governor reviews, appraisal of Chair and Board self evaluation.
- To receive periodic reports from the Clerk detailing members' attendance at formal meetings and take appropriate action.
- To review relevant governance documentation and make recommendations to the Corporation.
- To undertake an annual review of the Committee's own performance and its terms of reference.