

## **TERMS OF REFERENCE - GOVERNANCE & SEARCH COMMITTEE**

### **Purpose:**

To advise the Corporation on matters relating to the governance and operation of Corporation and the effective, proper and efficient discharge of its business

To advise Corporation on the appointment and reappointment of Members of the Corporation.

### **Responsibilities:**

#### ***To advise the Corporation on the appointment and reappointment of Members of the Corporation.***

To determine the process whereby candidates for consideration for Corporation Membership are nominated.

The Committee shall monitor the membership of the Corporation against the needs of the College in terms of the knowledge, experience, interests, skills and qualifications of Members. The Committee shall also take into account the need to have a balanced membership. In carrying out this monitoring exercise, the Committee shall have regard to any recent Skills Audit of Corporation Members and/or Corporation Self-Assessment.

The Committee shall identify any gaps in the knowledge, experience, skills and qualifications of current Members and endeavour to ensure that those gaps are filled through the recommendations made by the Committee to the Corporation for new Members.

To advise the Corporation on such matters relating to membership and appointments as the Corporation may remit. To evaluate the contribution made by existing individual Members before proposing any re appointment to the Corporation.

The Committee shall give consideration to succession planning.

To promote the Corporation and the College within the local community.

To ensure that the Corporation takes account of the need to reflect the local community in Corporation Membership.

To monitor the skills and experience of Corporation Members to identify desired areas of expertise to be sought in the appointment of new Members.

#### ***To determine and monitor the Corporation Member Training and Development Policy.***

To advise the Corporation on the appointment of co-opted non-Corporation members to Corporation Committees. To monitor the diversity profile of Corporation Members and, having due regard for the benefits of diversity in membership, making recommendations regarding appointments to remedy any under-representation when appropriate. The Committee shall have regard to the College's obligations under all aspects of discrimination legislation.

To advise the Corporation on Governance issues including:

- The annual self-evaluation of Governance and monitoring the associated action plans
- Corporation Committee Structure and Committee Membership
- Performance indicators (attendance and mandatory training)
  - Standing Orders
  - Code of Conduct
  - Members' Links.

### **Powers:**

Advisory and such specific delegated powers granted by resolution of the Corporation.

### **Membership:**

The Committee shall comprise of up to seven members to include:

The Chair of Corporation (due to their status and/or position)  
The Vice Chair of Corporation (due to their status and/or position)  
Independent Governors (up to 3 in addition to the Chair and Vice Chair)  
The Principal & Chief Executive Officer  
One co-opted member (this may be the Presiding Ambassador if required)

#### **Quorum**

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

#### **Chair and Vice Chair:**

The Chair of the Committee will be recommended by the Governance & Search Committee in the summer term and appointed by Corporation for a term of one year from 1<sup>st</sup> August. The Vice Chair will be appointed by the Committee in September for the ensuing academic year. The Chair and Vice Chair will be eligible for re-appointment.

In the absence of both the Chair and Vice Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

#### **Head of Governance:**

The Head of Governance shall act as Clerk to the Committee.

#### **Frequency of Meetings:**

The Committee will meet at least three times per year.

#### **Term of Office:**

Appointments to the Committee will be recommended by the Governance & Search Committee in the summer term and appointed by Corporation for a term of one year from 1<sup>st</sup> August.

#### **Status of Papers**

All papers will be normally treated as non-confidential unless determined confidential by the Chair at the end of a committee meeting.

The Committee shall report to Corporation through the medium of the Committee Chair's report.

<b>Terms of Reference Title:</b>	Governance & Search Committee
<b>Issue Date:</b>	
<b>Author:</b>	Head of Governance
<b>Review Date:</b>	July 2024
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<b>Related Documents &amp; Procedures:</b>	Instrument and Articles of Government, Standing Orders, Code of Conduct, Business Cycle.