

## **CORPORATION SEARCH AND GOVERNANCE COMMITTEE – Terms of Reference 2022-23**

### **1. PURPOSE**

The Code of Governance for English Colleges outlines that the Corporation may establish a committee to undertake a variety of search and planning functions on behalf of the board. The Code identifies that this may include: reviewing board membership; succession planning; operating the recruitment procedure; undertaking an assessment of board performance; board member development and recommending the Governance Adviser & Clerk's appointment. In addition, the Code outlines the need for Corporations to:

- Ensure that there are organised and clear governance and management structures, with well-understood delegations
- Regularly review governance performance and effectiveness
- Meet and aim to exceed its statutory responsibilities for equality and diversity

### **2. TERMS OF REFERENCE**

- 2.1 In accordance with Instrument & Articles of Government, the Committee is responsible for recommending candidates for the approval by the Corporation to be Governors (except for the Principal & CEO, staff and student representatives) and for determining the processes whereby candidates are identified.
- 2.2 The Committee will (as necessary) consider and make recommendations to the Board on the Governing Body's composition and balance (including diversity), and on the procedures for appointment to the Corporation. This includes monitoring the diversity profile of Corporation members and having due regard for the benefits of diversity in membership.
- 2.3 The Committee will ensure that a skills audit is undertaken on a regular basis to identify the skills of exiting members and to assist in the appointment of new members, highlighting any skills gaps identified.
- 2.4 The Committee will consider membership of the Committees and make recommendations to the Board of Governors and support Committees in relation to succession planning in respect of Committee Chairs.
- 2.5 The Committee will have the power to advertise to identify persons wishing to serve as Corporation members and Co-opted Members.
- 2.6 The Committee will advise on the re-appointment of members of the Corporation and Co-opted Members.
- 2.7 The Committee will be responsible for advising upon, monitoring and evaluating induction arrangements and governor training & development.

- 2.8 The Committee will regularly monitor governor attendance and take appropriate action to support and encourage good attendance by all governors.
- 2.9 The Committee will monitor the annual performance evaluation processes (including those for individual governors, the Board, the Chair and Committees) ensuring that processes are robust to ensure continuous improvement and will ensure that all identified outcomes are addressed in an appropriate manner.
- 2.10 The Committee will regularly review compliance against the Association of Governance Code of Good Governance for English Colleges or other such agreed Governance Code.
- 2.11 The Committee will regularly review Governor Policies such as the Governor Code of Conduct and Declarations of Interest to ensure that these remain fit for purpose and make any amendments.
- 2.12 The Committee will review the Board's governance processes at least annually and make recommendations for any amendments.
- 2.13 The Committee will review (as necessary) the role descriptions for Governors, the Chair/ Vice Chair and Committee Chairs / Vice Chairs regularly and make recommendations for any amendments.
- 2.14 The Committee will consider any risks on the risk register relevant to the Committee and recommend amendments to the Audit Committee.
- 2.15 The Committee will approve an annual work plan (cycle of business) and will review the effectiveness of the Committee annually.
- 2.16 The Committee will review its Terms of Reference annually for the Board of Governors approval.

### **3. AUTHORITY**

- 3.1 The Committee has responsibility / delegated authority to review and approve the following documents as outlined below:
    - Governor Code of Conduct and Declarations of Interest (approved by the S&G Committee)
    - Governor / Chair Role Descriptions (approved by the S&G Committee)
    - Governor Appointment, Reappointment & Succession Policy (approved by the S&G Committee)
    - Instruments & Articles of Government, Standing Orders, Terms of Reference (Reviewed by the Committee and recommend to the Board for approval)
  - 3.2 The Chair of the Committee (or an agreed representative) will provide an overview of the work of the Committee to the next meeting of the Board, drawing attention to any issues of significance. The minutes of the meeting will also be provided to all members of the Board via the Governors Portal.
  - 3.3 The Committee will also provide an annual report to the Board on the action taken during the year by the Committee, attendance and development activity of Board members
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#### **4. MEMBERSHIP & OPERATION**

- 4.1 The Committee shall consist of at least four governors including the Chair of the Corporation and the Principal.
- 4.2 Membership of the committee may also include at least one additional person who is not a member of the Corporation but has been co-opted by the Committee (and whose appointment is reported to the Corporation) to represent the interests of the community, i.e. as a Co-opted External Member.
- 4.3 Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Co-opted members will be appointed for a term of four years and will be eligible for re-appointment if their membership is approved by the Corporation.
- 4.4 The Committee may seek the services of external advisers and/ or invite other individuals to attend any S&G Committee meeting as it considers necessary to fulfil its responsibilities.
- 4.5 The Governance Adviser (or another independent individual) shall be in attendance at the Committee meetings.

#### **5. QUORUM**

- 5.1 The Committee shall be quorate if 50% plus one of the membership are present.

#### **6. FREQUENCY OF MEETINGS**

- 6.1 The Committee shall meet at least three times each year and as required in order to fulfil its responsibilities.

#### **7. APPOINTMENT OF CHAIR & VICE CHAIR**

- 7.1 The Chair and Vice Chair (if the committee so decides that a Vice Chair should be elected) shall be selected on annual basis in accordance with the Corporation's Standing Orders.
  - 7.2 In the event of the Chair and Vice Chair being unable to attend the meeting, the remaining Committee members should elect one of themselves as Chair for the meeting.
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