

SEARCH & GOVERNANCE COMMITTEE – Terms of Reference 2023-24

1. PURPOSE

The Search & Governance (S&G) Committee:

- Undertakes a variety of search and planning functions in relation to governance on behalf of the Corporation.
- Ensures there are organised and clear governance and management structures with well understood delegations.
- Regularly reviews governance performance and effectiveness.

2. TERMS OF REFERENCE

Search

- 2.1 To 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.
- 2.2 To advise the Corporation on the appointment and re-appointment of Governors and Associate Governors.
- 2.3 To shortlist, interview and recommend candidates to the Board and to determine the processes whereby candidates are identified including advertising, use of specialist recruitment services, consulting with local community groups/ employer representatives and other stakeholder groups.
- 2.4 To 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.
- 2.5 To 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.
- 2.6 To be responsible for advising upon, monitoring and evaluating induction arrangements and governor training & development.

Governance

- 2.7 To monitor and advise the Board on the effectiveness of governance and its compliance with relevant governance codes.
- 2.8 To regularly monitor governor attendance and take appropriate action to support and encourage good attendance by all governors.

- 2.9 To review and monitor the annual self-assessment of governance performance (including those for individual governors, the Board, the Chair and Committees) ensuring that processes are robust to ensure continuous improvement and that all identified outcomes are addressed in an appropriate manner through a Governance Action Plan.
- 2.10 To regularly review Governor Policies such as the Governor Code of Conduct, Standing Orders, Scheme of Delegation, Instruments and Articles to ensure they remain fit for purpose and where necessary recommend amendments to the Board for approval (if delegated authority is not available).
- 2.11 To review and update (as necessary) the role descriptions for Governors; Chair/ Vice Chair; Committee Chairs / Vice Chairs; and any other identified governance role regularly.

General

- 2.22 To consider any risks on the risk register relevant to the Committee and recommend amendments to the Audit & Risk Committee
- 2.23 To undertake an annual self-assessment against the S&G Committee's terms of reference.

3. AUTHORITY

- 3.1 The S&G Committee is authorised by the Corporation to investigate any activity within its Terms of Reference and has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit. All employees of the College are directed to cooperate with any reasonable request made.
- 3.2 The S&G 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 when necessary.
- 3.3 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.
- 3.4 The Committee will also provide an annual report to the Board on the action taken during the year by the Committee.

4. MEMBERSHIP & OPERATION

- 4.1 The Committee consist of at least five members which must include a minimum of three governors and a maximum of two co-opted members known as Associate Governors. Student Governors are ineligible to be members.
- 4.2 The Committee shall include:
 - The Chair of the Corporation
 - The Principal/ Chief Executive
 - At least three other Independent Governors
 - Up to 2 co-opted members (Associate Governors)

- 4.3 The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have access to local networks / community and businesses and be aware of relevant governance issues.
- 4.4 Co-opted Associate Governors will have voting rights on this Committee. They do not have a right to attend other Committee or Corporation meetings.
- 4.5 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.
- 4.6 The Corporation will review and approve membership of the Search & Governance Committee on an annual basis.
- 4.7 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair of the Committee shall have a second or casting vote.
- 4.8 The Director of Governance (or another independent individual) shall be in attendance at the S&G Committee meetings. Other governors who are not members of the S&G Committee shall have a right of attendance. All individuals in attendance shall have no voting rights.
- 4.9 The Committee has the right, whenever, it is satisfied that it is appropriate to do so, to go into confidential session and exclude any, or all, participants and observers, except the Clerk to the Committee. When the Committee exercises this right, the meeting must be quorate.

5. QUORUM

- 5.1 The Committee shall be quorate if 40% of the membership are present or three governors, whichever is the highest (and for these purposes, "present" includes being present by suitable electronic means in which members are all able to communicate with each other). The majority of those present must be full board members.

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 of the Committee and Vice Chair (if the Committee decides that a Vice Chair should be elected) shall be selected on an annual basis in accordance with the Corporation's Standing Orders.
- 7.2 The Chair & Vice Chair of the S&G Committee should not be a Co-opted Associate Governor.

7.3 In the event of the Chair and Vice Chair of the S&G Committee being unable to attend the meeting, the remaining Committee members should elect one of themselves as Chair for the meeting.

7.4 The Chair of the S&G Committee should have the expertise to understand the reports and ability to hold the Leadership team to account.

APPENDIX A

RESPONSIBILITY FOR POLICY / DOCUMENT REVIEW AND APPROVAL

Strategy / Policy / Procedure	Approved by the S&G Committee (Delegated Authority)	Reviewed and Recommended to Board for Approval
Committee Terms of Reference		✓
Corporation Action Plan		✓
Governor Code of Conduct and Declarations of Interest	✓	
Governor / Chair Role Descriptions	✓	
Governor Appointment, Reappointment & Succession Policy	✓	
Governor Development & Induction Policy	✓	
Instruments & Articles of Government		✓
Policy on the Public Access to Meetings		✓
Policy on the Publication of Minutes		✓
Scheme of Delegation		✓
Standing Orders		✓