



## GOVERNING BODY

### SEARCH & GOVERNANCE COMMITTEE TERMS OF REFERENCE

#### Membership

- 1 The Committee shall comprise a maximum of five members including:
  - The Chair of the Search & Governance Committee to be nominated by the Governing Body
  - The Chair (or Vice Chair) of the Governing Body (ex-officio)
  - The Principal/Chief Executive (ex-officio)
  - At least two other members to be nominated by the Governing Body.
- 2 The term of office will follow the Governors time on the Board and conclude in line with the term of office as a Board member.
- 3 Members will be eligible to serve for more than four years on the Committee with a maximum of eight years. Reappointment will be considered by the Committee on an individual basis.
- 4 The Committee may invite other persons to attend meetings in order to:
  - Provide advice and evidence to assist the process of search
  - Verify that the selection process is independent and free from any form of patronage.
- 5 The quorum for the meetings of the Committee shall be 40% or at least three members, **including** ex officio members.
- 6 The Clerk to the Governing Body shall act as Clerk to the Committee.
- 7 The Standing Orders of Governing Body Committees apply to members of, and to meetings of, the Search & Governance Committee.

## Terms of Reference

### Search Responsibilities:

- 1 The Committee will be responsible for advising on the appointment of members of the Governing Body and such other matters relating to membership and appointments (excluding staff and student members) in accordance with the Instrument and Articles of Government (IAG). The Governing Body may remit the Committee to gather, screen and shortlist nominations in respect of vacancies on the Board and determine the process whereby candidates are nominated.
- 2 The Committee will from time to time consider and make recommendations to the Governing Body on the structure, composition and balance of its members and its Committees.
- 3 The Committee will meet at least three times each year.
- 4 The Committee will advise on such other matters relating to membership and appointments.
- 5 The Committee will maintain an overview of the skills and expertise of Board members by undertaking annual skills audits.
- 6 The Committee will advise the Board on the induction, training and development of members.
- 7 The Committee will evaluate the contributions made by existing members before proposing their re-appointment including consideration of more than two terms of office (8 years) under exceptional circumstances.
- 8 The Committee will undertake a review of the Committee's performance and its terms of reference annually and produce an Annual Report.
- 9 The Committee will initiate searches for potential candidates through consultation with others such as the Governors One Stop Shop (GOSS)
- 10 The Committee is able to employ the services of such external advisers as they deem necessary to fulfil their responsibilities.
- 11 The Clerk will ensure the minutes of the Committee are available to members and published on the College's website.
- 12 To review on an annual basis those items of business designated as confidential and make recommendations to the Board as appropriate.

## **Rules of search and appointment**

- 1 The Committee will maintain a list and CV of any person interested in becoming a member of the Governing Body.
- 2 When a vacancy occurs or is anticipated, the Committee will research suitable candidates including those on the maintained list.
- 3 All applicants will be impartially assessed against relevant criteria including the most recent skills audit of current members. Criteria will be determined in the context of the needs of the Governing Body at the time and reflect the requirements of the IAG.
- 4 The Committee will put forward to the Governing Body their recommendations for each vacancy.
- 5 All applicants will be given the opportunity to tour the College and meet the Chair of the Governing Body and Principal if they have not already done so.
- 6 The Governing Body shall not appoint any member of the Governing Body (other than the Principal /Chief Executive) unless it has first considered the advice of the Committee. Appointments shall be made in accordance with the Instrument and Articles of Government.
- 7 If appointed the applicant will be written to and invited to attend an induction where they will be required to complete relevant documentation. Following this they will be deemed a member of the Governing Body and be expected to conduct themselves accordingly.
- 8 No new Governor should attend a Governing Body meeting until the Board have approved their membership.

## **Governance Responsibilities:**

The Committee will be responsible for:

- 1 Reviews of the Governing Body byelaws i.e. Standing Orders, Governance and Delegation of Powers and the Governing Body's Code of Conduct, reviewing and making recommendations to the Board on said documents, ensuring compliance with the Instrument and Articles of Government, the Post 16 Audit Code of Practice, and other governance related legislation.
- 2 Keep the Instrument and Articles of Government under review and make recommendations to the Board; and, at the request of the Board, reviewing and where appropriate responding to consultation documents from external bodies, that relate to issues of governance, or other matters that may impact upon governance.

- 3 Making recommendations to Governing Body on succession planning for the Governing Body members.
- 4 To oversee arrangements for Governors' links with areas of the College for familiarisation with the work of the College.
- 5 To keep under review all governance policies and procedures and make recommendations to the Board as appropriate.
- 6 Review compliance with whichever Code of Good Governance for English Colleges has been adopted by the Governing Body
- 7 The Committee will be required to approve any College Policies or other duties as delegated by the Governing Body.

Agreed at Governing Body on 12 December 2012

Reviewed by S&G on 11 June 2013

Approved at Governing Body on 17 July 2013

Review and agreed by S&G 8 October 2014

Approved at Governing Body 17 December 2014

Review S&G 11 October 2016

Approved at GB 14/12/16

Review 10 October 2017

Agreed S&G 23/1/18

Approved GB 28/3/18

Review by S&G October 2018

For recommendation to GB 17 October 2018

Reviewed S&G 1 October 2019

For approval by GB 15 October 2019

Reviewed S&G 26 January 2021

Approved by GB 24 March 2021

Reviewed S&G 28 April 2022

Approved GB July 2022

Reviewed S&G 6 June 2023

Approved at GB 13 July 2023