

CORPORATION OF DERBY COLLEGE

SEARCH COMMITTEE TERMS OF REFERENCE

1. The Search Committee is a committee of the Corporation established under the terms of clause 5 of the Articles of Government (2008).
2. The purpose of the Committee is to advise the Corporation on the appointment, re-appointment, appraisal, training and ongoing development of governors.
3. The Committee is required to adopt open and transparent procedures for the recruitment and selection of governors, to ensure that the composition of the Corporation broadly reflects the community the College serves in terms of age, gender, ethnicity, geographical spread, experience, etc. It is the Corporation's view however that achieving a balance is, however, a secondary consideration to the most important requirement, which is that a candidate must be personally suitable for appointment.

Membership and Operation

4. The Committee shall consist of at least two members appointed by the Corporation.

The Chair of the Corporation and the Principal and Chief Executive will both be members of the Committee.

Membership of the Committee may also include at least one additional person who is not a member of the Corporation but who has been co-opted by the Corporation to represent the interests of the community, i.e. as a Co-opted External Member.¹

5. The Committee shall be served by the Clerk to the Corporation or his/her deputy.
6. The Chair and Vice-Chair, if not appointed by the Corporation, shall be elected by the members of the Committee and shall not normally be the same person as Chair of the Corporation.
7. The quorum shall be three members of the Committee, excluding any Co-opted External Members. In the event of the Chair or Vice-Chair being unable to attend, the remaining members shall elect a Chair from among those present.
8. Chair shall have the power to invite other individuals to attend any meeting if deemed appropriate to the business.
9. The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy at paragraph 6 above) to exclude any, or all, participants and observers, except the Clerk to the Corporation.

¹ *Local Public Spending Bodies*, the Second Report of the Committee on Standards in Public Life, chaired by Lord Nolan, published in May 1996. Recommendation No. 68 refers

10. The Committee shall undertake an annual review of these terms of reference and recommend any changes needed to the Corporation for approval.

Revision History: -

Approved by the Corporation: December 2002

Reviewed by the Clerk and clause reference to Articles of Government updated in line with changes to the Instrument and Articles of Government issued by the DIUS effective from 1 January 2008

Reviewed by the Corporation: 15 December 2008 and revised on 13 July 2009

GENERAL NOTES

1. *The Cadbury Report (with reference to the Boards of listed public limited companies) attaches considerable importance to the process whereby non-executive directors are selected. There is no reason to attach any less importance to the selection of Corporation Members, especially since they are accountable for public monies and have to discharge significant public responsibilities.*

This is what the Cadbury Committee recommends at para. 4.15 of its report:

"Given the importance of the distinctive contribution, non-executive directors should be selected with the same impartiality and care as senior executives. We recommend that their appointment should be a matter for the Board as a whole and that there should be a formal selection process, which will reinforce the independence of non-executive directors and make it evident that they have been appointed on merit and not through any form of patronage. We regard it as good practice for a nomination committee to carry out the selection process and to make proposals to the Board."

2. *The First Report of Lord Nolan's Committee on Standards in Public Life (Vol.1, Cm 2850-1, May 1995) contains recommendations regarding appointments to the boards of "Non-Departmental Public Bodies" (NDPBs), which can be usefully extended to appointments to governing bodies of further education colleges.*

In Chapter 4 of the Report Lord Nolan's Committee recommends that appointments should be made "on the basis of merit" with the aim of achieving "a balance of relevant skills and backgrounds". The Committee also recommends that all appointments to executive NDPBs should be made after advice from a panel committee "which includes an independent element", and that the appointments process should be open.

CODE OF PRACTICE FOR PUBLIC APPOINTMENTS PROCEDURES

(Adapted from the first report of Committee on Standards in Public Life and adopted by the Search Committee)

Defining the task (job description) and the qualities sought ("person specification")

- Job descriptions and a summary of the key qualities sought "a person specification" should always be documented, be publicly available, be sent to all candidates and be held for scrutiny by the Corporation.
- A description of the appointments process should be similarly documented and made available.

Identifying a field of candidates

- A wide field of candidates should be obtained by making appropriate use of:
 - Advertising - both general and for individual posts
 - Executive search
 - Consultation with interested bodies, which should always include any recognised consultative/user groups and, for local appointments, the elected local authorities
 - Maintaining and using databases of interested and appropriate people
- It should always be possible for anyone to nominate anyone, including themselves, and this should be made clear in all advertising and publicity.

Selecting a shortlist and recommending candidates to the Corporation

- The sifting of candidates should be undertaken or overseen by committees or panels with independent members.
- Any candidate recommended to the Corporation should have been approved as suitable for the post by the committee, taking up references where appropriate.

Choosing the preferred candidate(s)

- Appointments should be made on the basis of merit, with the aim of achieving a balance of relevant skills and backgrounds on the Corporation.
- Candidates should not normally be appointed without having been interviewed by the Search Committee.

- Any potential conflicts of interest should be identified.
- Re-appointments should not be automatic. The performance of the postholder should be reviewed.

Confirming the appointment

- All appointments should be confirmed in writing

Length of appointment

- The policy of the Corporation in Standing Orders recognises the advice of the Nolan Committee in respect of the need for appointments and re-appointments to be based on merit and an evaluation of an individual's contribution, but the Corporation has decided not to set a limit on the number of years and lengths of appointment that Members of the Corporation can serve.