



## TERMS OF REFERENCE: SEARCH AND GOVERNANCE COMMITTEE

### Purpose

The Search and Governance Committee is to advise and make recommendations to the Corporation in line with the FE and Sixth Form College Corporations: Governance Guide and the AoC Further Education Code of Good Governance on:

- All matters relating to Corporation and Committee membership, performance and development.
- 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

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 Group 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;

### Role of the Committee:

#### Search

1. To recommend candidates for approval by the Corporation in accordance with the current Instrument and Articles of Government and after following the approved procedure for the re/appointment of Members.
2. Monitor and evaluate the success of individual member appointments and advising the Corporation on the suitability of Members for re-appointment, acknowledging the value of refreshing its membership.
3. Take action to address issues of succession for the Corporation, its Committees and Link/Lead Governor roles, with particular focus on roles of the Chair and Vice Chair and Committee Chairs in line with the Corporation's policy.
4. Conduct on a regular basis a skills audit of Members to identify the skills of existing Members and to assist in the appointment of new Members, highlighting any skills gaps identified.
5. Advise on such other matters relating to membership, appointment and good governance as the as the Corporation may direct/delegate from time to time.
6. To implement (working with the Clerk), monitor and evaluate governor induction arrangements and the impact these have on new members.

#### Governance

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7. Monitor the diversity profile of Corporation members and have due regard for the benefits of diversity in membership, making recommendations regarding appointments to remedy any under-representation where appropriate. The Committee shall have regard to the Group's obligations under all aspects of discrimination legislation. Nevertheless, the candidate's suitability for the post should be foremost.
8. Consider from time to time and make recommendations to the Corporation on the Corporation's composition and the balance of its committees;
9. Review Corporation processes, including standing orders, code of conduct, scheme of delegation and procedures relating to senior post holder HR matters, and recommend any amendments in light of a review to the Corporation;
10. To implement, monitor and evaluate governor training/ongoing development activities
11. Monitor the attendance of Members of the Corporation at meetings of the Corporation and committees and take action where continual poor or non-attendance is identified.
12. Establish the framework, on an annual basis, for board effectiveness self-evaluation and ensure an external review of governance takes place every three years, outcomes are published and any recommendations are closely monitored.
13. Regularly monitor and oversee any action plans or improvements of governance practices.
14. Consider and monitor implementation of Government policy (where statutory) in relation to the organisation's governance policies, procedures and processes on behalf of the Corporation.

### **Membership and Operation**

1. The Committee shall consist of at least three Members appointed by the Corporation. The Chair of the Corporation and the Chief Executive will both be Members of the Committee.
2. 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.<sup>1</sup>
3. The Committee shall be served by the Clerk to the Corporation.
4. The Chair, if not appointed by the Corporation, shall be elected by the Members of the Committee.

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<sup>1</sup> *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



5. The quorum shall be three Members of the Committee, excluding any Co-opted External Members. In the event of the Chair being unable to attend, the remaining members shall elect a Chair from among those present.
6. The Chair shall have the power to invite other individuals to attend any meeting if deemed appropriate to the business.
7. 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 above) to exclude any, or all, participants and observers, except the Clerk to the Corporation.
8. The Committee shall undertake an annual review of these terms of reference and recommend any changes needed to the Corporation for approval.

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**Revision History: -**

Reviewed by the Committee on 8 November 2022  
Approved by the Corporation on 12 December 2022  
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Approved by the Corporation on 23 October 2023  
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Approved by the Corporation on 16 December 2024  
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