



TERMS OF REFERENCE: SEARCH AND GOVERNANCE COMMITTEE

Purpose

The Search and Governance Committee is to advise the Corporation on the appointment and re-appointment of all Members of the Corporation (with the exception of the Chief Executive, staff and student representatives), having regard at all times to the provision of the Instrument of Government and any other such appointments as the Corporation may ask it to (co-optees etc). The Code of Governance for English Colleges 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

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:

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.
4. Advise on such other matters relating to membership, appointment and good governance as the as the Corporation may direct/delegate from time to time.
5. 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.
6. 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.

7. Consider from time to time and make recommendations to the Corporation on the Corporation's composition and the balance of its Committees;
8. Review Corporation processes, including standing orders, code of conduct, procedures relating to senior post holder HR matters, and recommend any amendments in light of a review to the Corporation;
9. Develop and recommend to the Corporation procedures for the induction, training and on-going development of Corporation Members;
10. 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.
11. **Ensure an external review of governance takes place every three years, outcomes are published and any recommendations are closely monitored.**
12. 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.¹
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.
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.

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



8. 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: October 2010.
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 and approved by the Corporation December 2011
Reviewed on 25 March 2013
Approved by the Corporation on 27 March 2013
Reviewed by the Committee on 10 March 2014
Approved by the Corporation on 10 March 2014
Review by the Committee on 18 December 2014
Approved by the Corporation on 18 December 2014
Reviewed and amended by the Committee on 6 October 2015
Approved by the Corporation on 12 October 2015
Review by the Committee on 18 January 2017
Approved by the Corporation on 13 March 2017
Reviewed by the Committee on 5 October 2017
Approved by the Corporation on 30 October 2017
Reviewed by the Committee on 10 October 2018
Approved by the Corporation on 22 October 2018
Reviewed by the Committee on 27 September 2019
Approved by the Corporation on 21 October 2019
Reviewed by the Committee on 9 November 2020
Approved by the Corporation on 14 December 2020
Reviewed by the Committee on 15 November 2021
Approved by the Corporation on 13 December 2021
Reviewed by the Committee on 8 November 2022
Approved by the Corporation on 12 December 2022