

Terms of Reference for the Search and Governance Committee

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| Date of Authority (Reviewed annually): | <u>Last reviewed by</u> Search & Governance Committee: 1 November 2022 referred to the Corporation: 14 December 2022 |
| Type of Responsibilities: | Advisory to the Corporation |
| Membership: | Up to 6 members including the: <ul style="list-style-type: none"> • Chair of Governors • Chair of Resources Committee • Chair of CPR Committee • Chair of Audit Committee • Vice Chair of the Corporation |
| Quorum: | 40% of current membership, with a minimum of 2 members. |
| Appointment of Chair | <ul style="list-style-type: none"> • Election of Chair: by the Corporation and reconfirmed annually at the first committee meeting of the year • |
| Term of Office: | <ul style="list-style-type: none"> • The Chair and Vice Chair's term of office shall run to the end of the Governor's current term of office. • |
| Frequency of Meetings: | Termly, minimum of three times a year. |
| Minutes: | Received by the Corporation for recommendations and information. |

OVERVIEW

The Search & Governance Committee (SG) has three key areas of activity:

1. To communicate robust Governance policies, protocols and procedures, with clear direction, to ensure that the statutory obligations of the Corporation are met.
2. Strategic management of the appointment and development of the membership of the Corporation and its Committees
3. To ensure that the Committee's outcomes are closely monitored against its Key Performance Indicators (where they have been agreed by the Corporation).

RESPONSIBILITIES

Delegated decision-making authority by the Corporation to the SG Committee: None

Areas where Search and Governance has authority to consider matters and advise or make recommendations to the Corporation:

1. Procedures for the appointment, induction, appraisal, and development of the members of the Corporation, through:
 - a) Defining the skills, backgrounds and qualities sought.
 - b) Attracting a wide and diverse field of candidates, through:

- Advertising
 - Consultation with interested parties and bodies
- c) Selecting a short list based on merit, with the aim of achieving a diverse balance of relevant skills, experience and backgrounds on the Corporation.
 - d) Interviewing candidates and then making recommendations to the Corporation.
2. Developing and reviewing the Governance constitution and policy framework, including:
 - a) Corporation Standing Orders, Code of Conduct, Scheme of Delegation , the Statement of Governance and other supplementary policies and procedures.
 - b) Legislation affecting Governors and the Instrument and Articles.
 - c) Advice from Association of Colleges (AoC) or other organisations on Governance matters.
 - d) Annual review of College policies under the delegation of the Search & Governance Committee.
 3. Monitoring the effectiveness of the Corporation through:
 - Annual self assessment and other evaluative activity, including post meeting feedback, and three-yearly external board reviews
 - Monitoring performance against achievement of the governance improvement plan and a set of governance KPIs
 - Annually reviewing the Terms of Reference of all committees to ensure that there is a clear and concise decision-making framework, and that appropriate and timely information is provided so that informed decisions can be taken by the Corporation.
 - Developing the Corporation's skillset through appropriate training and engagement activities.
 - Managing reputational risk and/or risk to the Corporation due to deterioration in the quality of Governance (or a perception of deterioration in quality).
 4. Making recommendations on the appointment of the committee Chair and membership

FLEXIBILITY

1. The committee has the powers to appoint sub committees and working groups to undertake its duties on a task and finish basis, but in all instances the task and finish group will report back to the Search and Governance Committee (making recommendations as appropriate) but the final decision/recommendation to the Corporation will be made by the Search and Governance Committee.

Typical task and finish groups will be (but are not restricted to):

- Recruitment of a Chair of the Corporation
 - Producing the Governors' contribution to the Quality Improvement Plan
2. The Committee can also be asked by the Corporation to take on other duties as and when required and has the delegated authority to establish ad hoc or urgent committees as and when required to deal with issues, so long as these fall within the overall powers and duties of the Committee as specified above or as specifically approved in a minute by the Corporation.