



**Search and Governance Committee  
Terms of Reference**

**Remit**

1. The Committee has been established to advise the Corporation on:
  - i. the appointment and reappointment of Board members and other such matters relating to membership and appointments as the Corporation may ask it to consider
  - ii. Committee Membership; and
  - iii. governance related matters.

**Membership**

2. The Committee shall comprise a minimum of four members, including the Chair and the Principal and Chief Executive.
3. The Committee shall appoint a Chair from one of its number.
4. The Committee may appoint a Vice Chair from one of its number  
  
The Board may co-opt up to two persons (known as Co-opted Members) to the Committee who are not members of the Corporation. Co-opted Members shall be full members of the Committee other than they cannot chair meetings and can only participate in governor interviews in an advisory capacity.
5. The Chair and Vice Chair of Audit and Risk Committee cannot serve as members of the Search and Governance Committee.

**Quorum**

6. The quorum for meetings shall be three independent members of which at least two members must be independent members.
7. Any Member may validly participate in a meeting of the Committee by conference telephone or other form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting.

**Clerk**

8. The Clerk to the Corporation shall act as Clerk to the Committee.
9. The Clerk shall produce minutes of each meeting of the Committee.

**Decisions in writing**

10. With the agreement of the Chair that the matter is urgent and cannot wait until the next meeting, a resolution in writing signed, or confirmed via email, by at least enough members to form a majority of the members of the Committee, excluding any members not eligible to vote on the matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee.

**Chair's action**

11. The Chair is authorised to act on behalf of the Committee between meetings as set out in

the Standing Orders and Schedule of Delegation. Any such actions is then reported to the next meeting of the Committee and recorded in the minutes.

### **Attendance at meetings**

12. Attendance at meetings of the Search and Governance Committee shall be limited to members of the Committee and the Clerk. Attendance of any other persons should be at the discretion of the Committee.

### **Key functions**

#### *Appointment and re-appointment of independent governors*

13. To determine the process for identifying individuals with the skills the Board requires to serve as Board members or as co-opted members of Committees. The Committee should ensure there is a transparent and open recruitment and selection process. The process should encourage applications from a diverse range of candidates from within the community the College serves.<sup>1</sup>
14. To consider applications from individuals willing to serve as Board members or as co-opted members of Committees, and to make recommendations to the Board as appropriate.
15. To assess the contribution of any member willing and eligible to serve for a further term of office and make recommendations to the Board as appropriate.
16. To regularly review the existing board to ensure that it has the appropriate skills, experience and background and members with differing perspectives in order to provide strong governance and to identify any need for new governors with particular skills.

#### *Review of governance documents*

17. To advise the Board on all matters relating to governance, with particular regard to ensuring that the College's constitutional documents and other governance related documents are fit for purpose
18. To review governance related College policies as detailed in the Schedule of Delegation and make recommendations to the Board.

#### *Governance reviews*

19. To advise the Board on the process for Board and committee reviews.
20. Every three years, to advise the Board on the appointment of an external governance reviewer.
21. To periodically review the remit of the Board's committees to ensure they remain effective in supporting the work of the Board and advise the Board.

#### *Governor Induction and CPD Training and Development*

22. To review the annual governor development plan.
23. To review the governor induction programme.

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<sup>1</sup> See associated policies:

Policy for the Appointment and Re-appointment of Governors.

Procedure for the Appointment and Re-appointment of Independent Governors