

Terms of Reference – Search & Governance Committee

Approved by the Corporation on 10 December 2024

1.1. Under Article 5 of the Articles of Government, the Corporation “shall establish a committee, to be known as the ‘Search Committee’, to advise on -

- (a) the appointment of members (other than as a staff or student member); and
- (b) such other matters relating to membership and appointments as the Corporation may ask it to.

The Corporation has established the Search & Governance Committee under Standing Order No. 24(1)(d) and designated it as the ‘Search Committee’ for the purposes of Article 5.

1.2. The Committee shall comprise the Chairs of the Corporation Committees, the Chair of the Corporation, the Vice-Chair(s) of the Corporation and the CEO/Principal. The Corporation shall nominate an external governor other than the Chair of the Corporation to serve as Chair. The quorum of the Committee is three. Staff and student governors may not be members of the Committee.

1.3. The Committee will be advised by the Director of Governance.

1.4. The core tasks of the Search & Governance Committee are to:

Governance

- Review:
 - the functioning of the Corporation and the contribution of its members;
 - the role of committees of the Corporation and their terms of reference;
 - the Corporation’s policies and procedures for the process of governance in accordance with the Instrument and Articles of Governance and other external direction as may be required;
 - the Corporation’s Conflict of Interests Policy, Expenses Policy and Code of Conduct for Corporation members;
 - the arrangements for communications between the College and its internal and external stakeholders;
 - elements of the risk register relating to governance and make any recommendations to the Audit Committee as necessary.
- Advise the Corporation on matters relating to the matrix of self-assessment activities of the Board which review and drive improvement on Board performance; and
- Commission, monitor and follow up actions of External Board reviews every three years.

Search

- Consider and make recommendations to the Corporation on the composition and balance of the Corporation and its committees;
- Undertake a regular skills audit in order to test the range of skills and experience on the Board of the Corporation and to use the skills audit to inform decisions about Board and Committee membership;
- Advise the Corporation on the appointment of members of the Corporation other than staff and student governors, and such other matters relating to membership and appointments as the Corporation shall require, having regard to the provisions of the Instrument & Articles of Government;
- Gather nominations in respect of vacancies on the Corporation and the College's Senior Post Holders and to agree the processes whereby such nominations are screened and shortlisted; and
- Appoint members of the Corporation as 'link governors' with designated areas such as safeguarding, health and safety, careers and equality, diversity and inclusion.