

## GOVERNANCE & SEARCH COMMITTEE

### TERMS OF REFERENCE 2023-24

#### The Committee's role is to:

1. advise the Corporation on matters relating to governance and the effective, proper and efficient discharge of its business and the development of Governors; and to
2. undertake searches for new Governors at the request of the Corporation, to advise the Corporation on the re-appointment of existing Governors and to undertake periodic reviews of the skills, ethnicity, age, disability and gender of Governors.

The Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the search process and to verify that the selection process is independent and free from any form of patronage. The Corporation shall not make any Governor appointment other than that of the Principal, and the Parent, Staff and Student Governors, without having first considered the advice of the Committee. All appointments shall be made in accordance with the Instruments and Articles of Government.

The Committee is an advisory Committee of the Corporation. Its **responsibilities** are:

1. Review the role profiles of Governors, Chairs and Vice Chairs of Committees and the Corporation
2. Review the composition of the Corporation, membership and skills audit analysis, including the number, composition and balance of interests represented on the Corporation and its committees and, when necessary, make recommendations for change
3. Review the contributions (includes attendance at meetings, college and development events) of existing Governors eligible for re-appointment and make recommendations to the Corporation.
4. Make recommendations on succession planning and reviewing the succession policy and the policy on appointment and reappointment of Governors.
5. Make recommendations on the selection and appointment of Co-opted Members to the Corporation's Committees.
6. Seek applications, normally by advertising, and to shortlist and select candidates for vacancies on the Corporation, other than those for Parent, Staff or Student Governors in accordance with goals set by the Corporation.
7. Determine the interview arrangements for new external Governor candidates and appoint an interview panel that will make appropriate recommendations to the Corporation on the suitability of candidates.
8. Advise on any governance and development matters that have a bearing on the role of Governors.
9. To oversee and co-ordinate internal and external reviews of governance.

## **MEMBERSHIP**

- The membership of the Governance & Search Committee shall be the Chair and Vice-Chair of the Corporation, together with the Principal and a minimum of three other Governors.
- The Committee may co-opt up to three people whose expertise may be of assistance to the Committee. Co-option may be for two years, but will be reviewed on an annual basis.
- The Vice-Chair of the Corporation shall be the Chair of this committee. In the absence of the Chair, a Chair shall be chosen by those present to conduct that meeting.
- The Committee shall meet at least once each year.
- The quorum is 3.
- Agendas for the meetings shall be distributed 7 days ahead of a meeting.

## **BEHAVIOURS**

- The Committee will be most effective when it includes members who are prepared to support, challenge, and warn Governors, and ask the right questions at the right time
- In planning for a Committee meeting, the Chair especially should be very clear as to why a matter is on the agenda, what the executive management's insights and recommendations are and what decisions the Committee is being asked to make.
- The Committee members, through the Chair, should make clear their expectations in terms of the information to be included in the meeting pack.
- The Committee has a right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist.
- The Committee has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- The Committee has a responsibility for the Corporation, in appointing members, to maintain the Committee's independence and objectivity.
- The Committee must not adopt an executive role.