

# WQE & Regent College Group

## GOVERNANCE & SEARCH COMMITTEE

### APPROVED TERMS OF REFERENCE 2025

#### **1. The Committee's role is to:**

- 1.1 act as an advisory Committee of the Corporation
- 1.2 uphold standards in constitutional and operational governance documents and practices, and to adhere to relevant codes of practice
- 1.3 consider how Environmental, Social and Corporate Governance is incorporated into the Corporation's long-term strategy
- 1.4 advise the Corporation on the appointment and performance of External Reviewers of Governance
- 1.5 have oversight of post-External Review of Governance action plans
- 1.6 have oversight of the annual self-review of governance and resultant action plans
- 1.7 have oversight of the work of the Director of Governance, acting as supportive and critical friend
- 1.8 have oversight of Governor skills audits – informing training and development and succession plans
- 1.9 undertake searches for new Governors and Co-opted Members - striving for greater diversity in the membership
- 1.10 have strategic oversight of the programme to induct and develop the Corporation's Governors, Co-opted Members and the Director of Governance
- 1.11 convene, from within its membership, interview panels for prospective External, Parent and Student Governors consider relevant policies and procedures that require Corporation approval and, where agreed, recommend them for approval to the Corporation.

#### **2. The Committee's responsibilities are to:**

- 2.1 review the role profiles of Governors, Chairs and Vice Chairs of Committees and the Corporation
- 2.2 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

- 2.3 review the contributions (includes attendance at meetings, college and development events) of existing Governors eligible for re-appointment and make recommendations to the Corporation
- 2.4 make recommendations on succession planning and reviewing the succession policy and the policy on appointment and reappointment of Governors
- 2.5 make recommendations on the selection and appointment of Co-opted Members to the Corporation's Committees
- 2.6 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
- 2.7 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
- 2.8 advise on any governance and development matters that have a bearing on the role of Governors
- 2.9 oversee and co-ordinate internal and external reviews of governance, working in conjunction with the Director of Governance

### **3. Membership**

- 3.1 The Committee must include individuals with an appropriate mix of skills and experience to allow the committee to discharge its duties effectively and will include the Chair, Vice Chair and the Principal and a minimum of three other Governors.
- 3.2 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.
- 3.3 Membership of the Committee is open to External, Parent, Staff and Student Governors
- 3.4 Co-opted Members may not be elected as Chair
- 3.5 The quorum will be 3 and at least two of those present must be either External Governors or Co-opted Members
- 3.6 In the absence of the Chair from any meeting, a Chair shall be chosen by those present to conduct that meeting. The following members may not perform this function – the Principal and Staff and Student Governors
- 3.7 A member who ceases to be a member of the Corporation for whatever reason will automatically cease to be a member of this Committee, unless the Corporation has approved their nomination to join the Committee as a Co-opted Member
- 3.8 Agendas for the meetings shall be distributed 7 days ahead of a meeting

3.9 The Committee should meet at least three times a year. The Committee may meet more often if necessary, to meet its responsibilities. Any variation to the meeting pattern is subject to discussion and approval of the Corporation

3.10 Outside of the standard meeting pattern, the Committee Chair and its members retain oversight for the matters outlined within the terms of reference and the annual Business Plan and agree to convene the Committee at short notice for substantive matters which require urgent scrutiny, should the Corporation so authorise.

#### **4. Behaviours**

4.1 The Committee will be most effective when it includes members who are prepared to support, challenge, and ask the right questions at the right time

4.2 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

4.3 The Committee members, through the Chair, should make clear their expectations in terms of the information to be included in the meeting pack

4.4 The Committee has a right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist

4.5 The Committee has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit

4.6 The Committee has a responsibility for the Corporation, in appointing members, to maintain the Committee's independence and objectivity

4.7 The Committee must not adopt an executive role.

## Appendix A

### Important reference documents for the Governance & Search Committee

#### Good governance:

- [AoC Code of Good Governance](#)
- [FE and Sixth Form College Corporations: Governance Guide](#)
- [External governance reviews: guide for FE college corporations and designated institutions - GOV.UK](#)

#### Governance-related documents specific to the Audit & Risk Committee or Finance & Resources Committee:

- [The scope of work of audit committees and internal auditors in college corporations - GOV.UK](#)
- [Post-16 Audit Code of Practice](#)
- [College Financial Handbook](#)

#### Governance-related documents specific to the Remuneration Committee:

- [Guidance for approval of senior pay](#)
- [Senior pay controls for colleges - GOV.UK](#)

#### Strategic documents relating to College strategies and work of the Student Experience, Curriculum & Outcomes Committee

- Strategic Plan
- Curriculum & Skills Strategy
- Quality Strategy
- Teaching & Learning Strategy
- Skills Accountability Statement
- Widening Reach and Student Recruitment Strategy
  
- [Ofsted report - 2024 inspection](#)
- SAR
- QIP
- Accountability Statement 2024-25