

**SEARCH AND GOVERNANCE COMMITTEE  
MEMBERSHIP AND TERMS OF REFERENCE**

**1 Purpose (Article of Government, paragraph 5)**

1.1 To advise on:

The appointment of Members of the Corporation (other than staff or student members);

Such other matters relating to membership and appointments as the Corporation may ask it to.

**2 Membership**

2.1 The Committee shall comprise of at least three members including the Chair and Vice Chair of the Corporation who will act in these capacities on the Committee.

2.2 The Principal/CEO will not be a member of the Committee but will be invited to attend all meetings.

2.3 The Committee shall have the power to invite others to attend meetings to address specific issues.

2.4 The Clerk to the Corporation shall be the Chief Governance Officer.

**3 Terms of Office**

3.1 Members appointments to the Committee will run concurrent with their membership of the Corporation.

**4 Quorum**

4.1 The quorum for meetings of the Committee shall be two members.

## **5 Frequency of Meetings**

- 5.1 The Committee shall meet at least once a year or more frequently if required.
- 5.2 Where the Chair so decides, urgent, unexpected decisions required by the Committee may be reached by a majority of members supporting a written resolution via a motion circulated by the Chief Governance Officer (email), providing that a quorum of members, as defined under clause (13) of the Instrument and Articles of Government, vote whether in support of or against the motion. This would only apply to any items of business in circumstances where it is not possible or practicable to wait for a meeting to be called. Any decision made through a written resolution will be recorded in the Minutes of the following meeting of the Committee.

## **6 Terms of Reference**

- 6.1 The Committee shall be responsible for advising the Corporation on the appointment and reappointment of Members of the Corporation other than the Principal/CEO (who shall be eligible to serve on the Corporation as a result of the post) and staff and student governors, having regard at all times to the provisions of the Instrument and Articles of Government, the policy of the Corporation and evaluation of the contribution of Members seeking reappointment. The Committee may, however, discuss options for the recruitment of both Staff and Student Governors in line with the requirements of the Instrument and Articles of Government.
- 6.2 The Committee shall, from time to time, consider and make recommendations to the Corporation on the Corporation's composition and balance, and on the procedures for appointment to the Corporation.
- 6.3 The Committee will consider the skills needs of the Corporation, establish the range of skills and experience of existing Members and identify gaps, referencing the Corporation skills matrix.
- 6.4 The Committee shall, where appropriate, develop the Corporation policies and procedures for the induction, performance appraisal and development of Corporation Members.
- 6.5 The Committee shall have the power to employ the services of such external advisers as they deem necessary to fulfil their responsibilities.

- 6.6 The Committee shall, from time to time, advise the Corporation on the balance and composition of its Committees including the value of Co-opted Members onto those Committees. The Committee shall advise the Corporation on the appointment of co-opted members to Committees.
- 6.7 The Committee will monitor, consider and advise the Corporation as appropriate on aspects of standards in public life and other ethical and good practice relevant to the governance of the College.
- 6.8 The Committee will review, as and when required, the Instrument and Articles of Government and Standing Orders and recommend required changes/additions to the Corporation.
- 6.9 The Committee will regularly initiate searches for potential candidates through consultation with interested bodies including local community/employer representatives and local authorities.
- 6.1 The Committee will put forward to the Corporation for their consideration suggestions for each vacancy. In making suggestions the committee will present a résumé of each candidate.
- 6.1 The Committee will actively consider the diversity of the Corporation and Committees when discussing appointments and seek to ensure the Corporation is representative of the community it serves.
- 6.1 The Corporation shall not appoint any member of the Corporation (other than the Principal/CEO, Staff and Student Members) unless it has first considered the advice of the committee. Appointments shall be made in accordance with the Instruments and Articles of Government.

## 7 **General**

- 7.1 The Committee will be held accountable by the presentation of meeting Minutes by the Committee Chair to the meetings of the Corporation.
- 7.2 In order to ensure good practice, the terms of reference will be reviewed annually by the Committee. Next review – October 2023.

