



SEARCH AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. MEMBERSHIP

- 1.1 Membership of the Committee will comprise the Principal plus at least four Governors.
- 1.2 Members of the Committee shall serve as Committee members for one year and shall be eligible for re-election at the end of that period.
- 1.3 Membership of the Committee for the next academic year will be determined by the Board of Governors at its July meeting.
- 1.4 Ineligible members are student governors.
- 1.5 The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have access to local networks and businesses and be aware of relevant governance issues.
- 1.6 Membership may include a co-opted Governor, whose skills strengthen and are complementary to those on the Committee. Any such appointees will serve for a one year term of office which is renewable by the Board of Governors on the recommendation of the Committee.
- 1.7 The Committee has the right to invite any other person to attend for a part or all of the meeting.

2. DECISION MAKING

- 2.1 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair of the Committee shall have a second or casting vote.
- 2.2 All persons 'in attendance' (including the Clerk) shall have no voting rights.

3. QUORUM

- 3.1 The quorum for the meeting shall be three Governors, the majority of whom must be external Governors (i.e. not staff or co-opted Governors)

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair of the Committee.

5. RESPONSIBILITIES

- a. The Committee will be responsible for recommending candidates (for the approval of the Board of Governors) to be Governors and Co-opted Members and for determining the processes whereby candidates are identified.
- b. The Committee will, annually, consider and make recommendations to the Board of Governors on the Governing Body's composition and balance (including diversity), and on the procedures for appointment to the Corporation.
- c. The Committee will consider membership of the Committees and make recommendations to the Board of Governors and support Committees in relation to succession planning in respect of Committee Chairs.
- d. The Committee will have the power to advertise to identify persons wishing to serve as Corporation members and Co-opted Members.
- e. The Committee will advise on the re-appointment of members of the Corporation and Co-opted Members.
- f. The Committee will be responsible for advising upon, monitoring and evaluating induction arrangements and governor training.
- g. The Committee will regularly monitor governor attendance and take appropriate action to support and encourage good attendance by all governors.
- h. The Committee will monitor the annual performance evaluation processes (including those for individual governors, the Board, the Chair and Committees) ensuring that processes are robust to ensure continuous improvement and will ensure that all identified outcomes are addressed in an appropriate manner.
- i. The Committee will regularly review compliance against the Association of Governance Code of Good Governance for English Colleges or other such agreed Governance Code.
- j. The Committee will regularly review Governor Policies such as the Governor Code of Conduct and Declarations of Interest policy to ensure that these remain fit for purpose and make any amendments.

- k. The Committee will review the Board's governance processes at least annually and make recommendations for any amendments.
- l. To review the role descriptions for Governors, the Chair and Committee Chair regularly and make recommendations for any amendments.
- m. To consider any risks on the risk register relevant to the Committee and recommend amendments to the Audit Committee.
- n. The Committee will approve an annual work plan (cycle of business) and will review the effectiveness of the Committee annually.
- o. The Committee has responsibility / delegated authority to review and approve, strategies, policies and procedures outlined in **Annex A**.

6. ELECTION OF THE CHAIR AND VICE-CHAIR OF THE COMMITTEE

- 6.1 The Committee Chair and Vice-Chair (if the Committee so decides that a Vice-Chair should be elected) will be selected by the Committee from among its external members at the first meeting of the Committee in the academic year.
- 6.2 In the event of the Chair and Vice-Chair (if elected) being unable to attend the meeting (or resigning from the position), the remaining Committee members should elect one of themselves as Chair for the meeting.

7. EXTERNAL ADVICE

- 7.1 The Committee may seek the services of such external advisers as it considers necessary to fulfil its responsibilities.

8. CLERKING ARRANGEMENTS

- 8.1 The Clerk to the Corporation (or another appropriate independent individual) shall be the Clerk to the Committee.

9. REPORTING TO THE BOARD OF GOVERNORS

- 9.1 The Chair of the Committee (or an agreed representative) will provide a report to the next meeting of the Board of Governors. The minutes of the meeting will also be provided to members of the Board of Governors for information.
- 9.2 The Committee will also provide an annual report to the Board on the action taken by the Committee and attendance of Board members.
- 9.3 Any recommendations made by the Committee will appear as separate items on the agenda for the next ordinary meeting of the Board of Governors.

10. REVIEW AND APPROVAL

10.1 The Terms of Reference of the Committee will be reviewed annually and submitted to the Board of Governors for approval.

Terms of Reference Approved	July 2020
Next review date	July 2021

RESPONSIBILITY FOR POLICY REVIEW AND APPROVAL

STRATEGY / POLICY / PROCEDURE	APPROVED BY THE COMMITTEE	REVIEWED AND RECOMMEND TO THE BOARD FOR APPROVAL
Articles of Association, Standing Orders, Terms of Reference		✓
Governor Code of Conduct and Declarations of Interest Policy	✓	
Governor / Chair Role Descriptions	✓	
Governor Recruitment Policy	✓	