

Terms of Reference, Membership and Delegated Authority Search and Governance Committee

Duties

1. To advise the Corporation on the appointment or re-appointment of members of the Corporation (other than the Principal, staff members and student members);
2. To determine selection criteria and procedure to ensure that candidates of appropriate merit are attracted and that due consideration is given to achieving a balance of skills, interests, gender, ethnicity, age and experience amongst the membership;
3. To be responsible for determining the process for, and for nominating candidates for positions on the Corporation;
4. To make recommendations on the induction, training and professional development for governors and the Head of Governance; and
5. To consider and report to the Corporation on matters affecting the determination of the Corporation and the membership of its committees.
6. To oversee the Corporation duty to undertake a review at least every 3 years (or when a new LSIP is published) of how well the college education or training meets local needs, in collaboration with other governing bodies serving the local area.
7. To review the Corporation's Code of Conduct, not less frequently than every 3 years, and to ensure that arrangements exist for identifying potential conflicts of interest between Governors' business or private concerns and their responsibilities as a Corporation member.
8. To recommend ways in which the Corporation can enhance its efficiency and effectiveness.
9. To consider the performance of the Corporation's Committees during the preceding academic year, making recommendations to the Corporation as to the content of the Governance element of the College's annual Self-Assessment Report.
10. To be responsible for monitoring and advising the Corporation on its compliance with all Corporate Governance Codes adopted by the Corporation and governance duties and responsibilities required by law or by Regulatory Bodies including oversight of the duty, at intervals of no more than three years, to commission an external review of governance by using a suitable external facilitator with the skills and experience to evaluate the board's performance.

Meetings

The committee shall meet as required with at least one meeting per annum.

Board Assurance & Risk

To provide an annual opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Authority

The Search and Governance Committee makes recommendations to the Corporation, which alone has the power to approve the appointment of a new Governor.

Proposed Membership

The Committee to consist of up to 5 nominated members to include the Chair of the Corporation, Group Principal / CEO and up to 3 other Corporation members.

In addition, the Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the process of search and or to verify that the process is independent and free from any form of patronage. In addition, where necessary to enable the appointment process to take place either Vice Chair of the Corporation may be called upon to serve on an appointment panel.

External Advice

The Committee may seek the services of such external advisers as they consider necessary to fulfil their responsibilities.

Chair

The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Procedural Rules

The procedural rules will be those, which govern the proceedings of the Corporation.

Quorum

A quorum of the Committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Reporting Responsibilities

The Chair of the Committee shall report formally to the Corporation on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.

The Committee shall provide an opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Reviewed October 2023
Next review October 2024

October 2023	<p>Committee Memberships and Link Governor allocations– review and recommendation for any changes</p> <p>Governance SAR and Governance Improvement Plan</p> <p>TOR review and self-assessment of work of committee including review of Governance Improvement Plan for last year</p> <p>Governor Training– to discuss topics</p> <p>Governor Elections – to receive updates on any Student governor elections</p> <p>Governor Succession Planning for Governors with 2024 end of office</p> <p>Agree process for choice of provider to carry out External Board Review by July 2024 and agree scope of review and shortlist for tender</p> <p>Governance Code of Conduct – to review updated Code if published</p>
January 2024	<p>Progress update on Governance Improvement Plan</p> <p>Governance policies for review / development</p> <p>Board Risk Assurance – review of allocated risk areas</p> <p>External Board Review – progress update on appointment of provider and timetable for work</p>
May 2024	<p>Governance SAR checklist for Governors to complete – for review / updating</p> <p>Governor PDR meetings</p> <p>Governors’ Skills Audit - Review analysis and recommendations arising</p> <p>Governor Succession planning work - to replace any retiring governors, based on findings from skills audit</p> <p>Progress update on Governance Improvement Plan</p> <p>Governor training – planning for following year</p> <p>Committee Memberships – review and recommend any changes for following year</p> <p>[Arrangements for Election of Corporation Chair and Vice-Chair- next election not until 2025]</p> <p>Board Risk Assurance – review of allocated risk areas</p> <p>External Board Review – any feedback from external reviewer / first draft Board Review report for review and discussion</p>