



## **Search & Governance Committee**

### **Terms of Reference**

#### **1. MEMBERSHIP**

1.1 The Committee shall be appointed by the Board and shall comprise:

- Up to 5 members (or such other number as the Board may from time to time determine), including the Principal, President and Vice Chancellor of the University ex officio

and

- Up to 2 Co-opted members who are not Board members. These will be persons of established standing, reputation and integrity in the community which the college serves.

1.2 The Committee may invite other persons to attend meetings as deemed appropriate.

1.3 Members of the Committee, who are members of the Board, shall, at the Board's discretion, serve for the same term of office as their appointment as a member of the Board.

1.4 Co-opted members of the Committee will be approved by the University Board and will serve for a period of up to four years, (the first 12 months of which will be a probationary period), after which time their membership will be reviewed.

#### **2. QUORUM**

2.1 A quorum for meetings of the Committee shall be three members of which two must be external Board / Co-opted members.

#### **3. FREQUENCY OF MEETINGS**

3.1 Meetings shall be held not less than once a year.

#### **4. RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall:

4.1 advise the Board on the appointment and re-appointment of Board and Co-opted Committee members, in accordance with the requirements of the Articles of Association.

- 4.2 determine and make recommendations on the recruitment process for the appointment of Board and Co-opted Committee members.
- 4.3 monitor and report annually to the Board on the attendance of members at meetings.
- 4.4 review and advise the Board on matters relating to the good governance of the college including the Standing Orders.
- 4.5 make arrangements for the recruitment of Board members.
- 4.6 prepare a Job Description and Person Specification for Governor and Co-opted Committee Member recruitment.
- 4.7 make recommendations to the Board:
  - for the appointment of suitably skilled and experienced Board members; from private, public and voluntary sector backgrounds;
  - for the re-appointment of Board members; and
  - for the appointment or re-appointment of Co-opted Committee members.

(In making recommendations to the Board the Committee will be mindful of the need to ensure that appointments are made appropriately, openly and on merit and are drawn widely from the community which the college serves, having regard to the need for continuity and freshness and for a range of skills and interests;

**(Note:** the Board may not appoint a Governor without first considering the Committee's advice.)

- 4.8 make arrangements for the election of Staff and Student Board members.
- 4.9 from time to time review and advise the Board on the Board's composition, balance and skills base.
- 4.10 review and advise the Board on community/stakeholder linkages.
- 4.11 respond to consultation and advise the Board on external reviews of governance and the Articles of Association.
- 4.12 encourage Board members to undertake development and training.
- 4.13 encourage high levels of attendance at Board and Committee meetings and opportunities for appropriate involvement of members in college events, etc.
- 4.14 review benchmarking information and other quality issues relating to governance.
- 4.15 review and recommend for approval governance policies such as the Election of Staff Members and the Election of Student Members.
- 4.16 consider HM Treasury guidance following the ONS reclassification.
- 4.17 undertake any other responsibilities regarding membership, appointments and governance as the Board may remit to the Committee.

## **5. ELECTION OF CHAIR**

- 5.1 The Chair of the Committee shall be elected at the first meeting of the Committee in each College year.

## **6. CLERKING OF THE COMMITTEE**

- 6.1 The Clerk to the Board shall be Clerk to the Committee.

### **6.2 Agendas and Papers**

The agenda and meeting papers will be sent to members at least seven days prior to the meeting. Members should forward any items for inclusion on the agenda to the Clerk to the Committee.

## **7. REPORTING TO THE BOARD**

- 7.1 Minutes will be subject to approval at the following meeting. Once approved, minutes, other than those recording items of 'reserved business' will be placed on the College internet Governance page.
- 7.2 The Clerk shall circulate minutes of the meeting to the Committee and to all Board members.
- 7.3 The Committee may provide a report of its work to the Board, annually or more frequently, if necessary.

## **8. REVIEW OF THE TERMS OF REFERENCE**

- 8.1 The terms of reference may be amended, modified or replaced by resolution of the College and University Board.
- 8.2 The terms of reference should be reviewed by the College Board at least every three years.