

SEARCH AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. Constitution - The Governing Board hereby resolves to adopt the following terms of reference for the Search and Governance Committee which is established in accordance with the Articles of Government (clause 5 paragraph 1)

2. Objectives of the Committee

2.1 The Committee shall be responsible for advising the Governing Board on all issues related to membership of the Board and its committees and on all matters related to governance, structure and procedures, including:

- The provision of advice to the Board on the appointment of members;
- The provision of advice in relation to the development and training of members to enable members to fulfil their responsibilities as members of the Board;
- The review of all procedural and policy matters related to effective corporate governance, including the evaluation of the contribution of members seeking reappointment.

2.2 In carrying out its functions, the Committee shall have regard at all times to the provisions of the Instrument and Articles of Government, to the policies of the Board and to the recommendations of the Committee on Standards in Public Life.

3. Membership

3.1 The Committee shall be appointed by the Governing Board and shall consist of at least four Governors and may also include one external Co-optee, who should not normally be Chair of the Committee.

3.2 The Chair of the Committee shall be a Governor, appointed by the Board. Subject to any changes of the Committee's membership arising from the Board Succession Plan, the Chair shall remain in post until the end of their term of office as a Governor, at which time the Board may re-appoint the Chair for a further period of the same duration as their re-appointment as a Governor.

The Chair will remain in post until such time as the appointment of Chair is reconsidered. Whilst it is not a requirement, the Committee may also appoint a Vice Chair or Co-Vice Chairs if it determines that this would be a benefit to the Committee for matters such as succession planning in relation to the role of Chair.

3.3 The terms of office of members of the Committee shall be the remainder of their term of office as a member of the Governing Board. Subject to any changes of the Committee's membership arising from the Board Succession Plan, re-appointment to the Governing Board shall also constitute re-appointment to the Committee unless the Governing Board determines otherwise. Co-opted members may be appointed for a period of up to four years.

3.4 Governors on the Committee shall have strong leadership skills and a good understanding of the work of the Board. Governance and legal skills are also desirable.

4. Quorum

4.1 A quorum shall be three members which may include Co-opted Members but not Co-opted Advisors.

5. Attendance at meetings

5.1 The Committee shall have the authority to invite such persons to attend meetings as may be desirable and necessary.

5.2 The Director of Governance shall be Clerk to the Committee.

6. Frequency of meetings

6.1 The Committee shall meet at least once a year.

7. Authority

- 7.1** The Committee is authorised by the Governing Board to seek any information it requires from any employee of the College and employees of the College are directed to co-operate with any request made by the Committee.
- 7.2** The Committee is authorised by the Governing Board to obtain outside legal or other independent professional advice for its deliberations up to a limit of £10,000 per annum, and to secure the attendance of outsiders with the relevant experience and expertise, if it considers this necessary.

8. Duties

The specific duties of the Committee shall be:-

- 8.1** To advise on the appointment and re-appointment of members and as required to seek candidates from as wide a field as possible by making appropriate use of advertising, executive search, consultation with relevant groups within its community and by maintaining a database of interested and appropriate people.
- 8.2** In the event that a member is considered for re-appointment following two or more full 4-year terms of office (which will be by exception only and in any event for no more than two further one-year terms of office), the Committee shall undertake a formal review to ensure that the relevant member's skills and expertise are appropriate to Board requirements and whether or not it would be more appropriate to seek the appointment of a new Governor with more appropriate skills and expertise based on the Board's strategic needs.
- 8.3** To advise the Board on the appointment of Committee Chairs and Vice Chairs based on a review of the Board Skills Audit, Governor aspirations discussed in their annual review meeting with the Chair, and the requirements of each committee.

9. Other Duties

- 9.1** The Committee will undertake an annual review of the composition of the Governing Board in order to consider whether the constituent membership is

appropriate to the strategic direction of the College and will report its findings to the Board for further consideration.

- 9.2 The Committee will undertake a skills audit of the membership of the Board annually and will review the outcome of the audit in order to identify any skills gaps when appointing new members. The Director of Governance will update the skills audit findings when Governors leave or join the Board and present an updated version of the audit at least once per year.
- 9.3 The Committee will undertake a Diversity Audit of the membership of the Board at least annually and will review the outcome of the audit in order to identify any diversity issues to be addressed when appointing new members. The Director of Governance will update the diversity audit findings when Governors leave or join the Board and present an updated version of the audit at least once per year.
- 9.4 The Committee will undertake an annual review of the development and training needs of the Board and will recommend an annual development and training programme to the Board.
- 9.5 The Committee will undertake an annual review of the Governance Self-Assessment Report and improvement actions, except where an External Board Review has taken place, which will take the place of the Board self-assessment for that year
- 9.6 The Committee will undertake an annual review of the Governance Key Performance Indicators as part of the self-assessment process.
- 9.7 The Committee will review any issues arising from the annual update of the Register of Interests and Governors' Eligibility. The Director of Governance is responsible for bringing relevant matters to the Committee's attention.
- 9.8 The Committee will undertake reviews of key governance documents in line with the Scheme of Delegation, the relevant sections of which are set out in the table shown at **Appendix A**.
- 9.9 The Committee shall undertake an annual review of its effectiveness and impact and report the outcome of such to the Governing Board in its annual report of the Committee.

10. Reporting Procedures

- 10.1** The Committee Chair will report the outcome of its meetings to the Governing Board in a Committee Chair's report, to appear in Part B of the Governing Board agenda, which will include the draft minutes of its last meeting.

DELEGATIONS

Policy / decision	Role of Committee	Board Approval required
Board appointments (Independent Members only)	Selection / Recommend	Yes
Board Development Plan	Review and Recommend	Yes
Board Self-Assessment	Review and Recommend	Yes
Committee Chair and Vice Chair appointments	Recommend	Yes
Committee memberships	Recommend	Yes
Committee Minutes	Approve	No
Committee Terms of Reference	Review and Recommend	Yes
Compliance with the Code of Good Governance	Review	No

Policy / decision	Role of Committee	Board Approval required
Governor Code of Conduct	Review and Recommend	Yes
Governor Induction procedure	Review	No
Governor Recruitment, Appointment and Re-Appointment Policy	Review	No
Governor Role Descriptions (including Chair)	Review	No
Instrument and Articles of Government	Review and Recommend	Yes
Members' attendance	Review	No
Members' Expense Policy	Review and Recommend	Yes
Members' Equality Monitoring	Review	No
Members' Skills Audit	Review	No

Policy / decision	Role of Committee	Board Approval required
Periodic Review of Management and Governance structures	Review and Recommend	Yes
Process for Peer Review and Observation and the commissioning of External Board Reviews	Review	No
Review of Confidential Minutes	Review and Recommend	Yes
Search and Governance Committee Annual Report	Review and report for information	No
Scheme of Delegation	Review and Recommend	Yes
Standing Orders	Review and Recommend	Yes

Approved by the Governing Board: 3 December 2024