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# Terms of Reference – Search and Governance Committee

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## 1 Composition

1.1 Up to five members including:

- The Corporation Chair *ex-officio*
- The Principal and Chief Executive *ex-officio* (currently the Chief Executive and Acting Principal)
- 1 or 2 Members of the Corporation
- 1 person who is not a Corporation Member but who has been co-opted by the Corporation to provide an independent opinion. It is intended that this should be a person of standing from a public, professional or voluntary organisation who, while not able to commit the amount of time required of a governor, would be able to attend the one or two meetings of the Committee in a year.

## 2 Membership

2.1 In determining the membership the advantages of continuity should be balanced with good practice to rotate membership amongst Members of the Corporation.

## 3 Terms of Reference

- 3.1 The Committee shall be responsible for nominating candidates for the approval of the Corporation to fill vacancies on the Corporation, and for determining the process whereby candidates are nominated.
- 3.2 The Committee shall from time to time consider and make recommendations on the Corporation's membership to include composition and balance, and on the procedures for appointment to the Corporation.
- 3.3 The Committee shall from time to time consider and make recommendations on the Corporation's structure and governance, to include the Instrument and Articles of Government.
- 3.4 The Committee shall consider any specific matter relating to the Instrument and Articles of Governance as may be remitted to it by the Corporation.
- 3.5 The Committee shall develop and recommend to the Corporation policies and procedures for the induction and training of Corporation Members.
- 3.6 The Committee shall agree the procedures for the self-assessment of Governance and submit an annual draft report to the Corporation for approval.
- 3.7 Subject to the constraints of an agreed budget the Committee shall have the power to employ the services of such external advisors, as they deem necessary to fulfil their responsibilities.
- 3.8 The Chair of the Corporation shall chair the Committee

## 4 Quorum

4.1 The quorum for meetings of the Committee shall be 3. This would normally include the co-opted Committee member.

## 5 Meetings

5.1 The Committee shall meet at least once each year.

5.2 Attendance at Meetings: restricted to Committee Members, the Clerk, and Officers of the Corporation as required.

## 6 Rules of Procedure

### 6.1 Retiring Members

Where a Member retires at the end of their period of appointment the Corporation has, in keeping with recommendations in the Nolan Report 'Standards in Public Life', a policy that:

- where retiring Members offer their services for a further term, re-appointment is not automatic;
- Members will not normally be permitted to serve more than two consecutive terms.
- where the Search Committee recommends that a Member should serve more than two consecutive terms, the Board will ensure that any such re-appointment receives appropriate scrutiny.

### 6.2 Selection Process

6.2.1 When a vacancy or potential vacancy occurs, the Search Committee will normally review the composition of the Corporation and make recommendations to the Board on the characteristics sought to fill the vacancy. For example, if a retiring Member notifies his/her intention not to seek re-appointment, the Committee may recommend that an appointment should be made to achieve representation in a developing area of curriculum, which is not represented, or may recommend that particular attention be given to any perceived lack of balance in the Corporation.

6.2.2 The Committee will normally recommend that vacancies for Members should be publicised within the College and that staff and students as well as members of the governing body should be invited to submit names to the Clerk for consideration by the Search Committee. Publicity will be as widely available as possible – including in print form if requested – and will be explicit in the Corporation's stated intention of equality, diversity and safeguarding for all

The Committee may also recommend that vacancies are advertised in the local press and will consider other appropriate methods of publicising the opportunity.

6.2.3 Potential Members will be required to submit an application form, which will be considered by the Committee and suitable applicants will be interviewed. This will normally be carried out by the Committee Chair and the Principal, with the Clerk in attendance.

This procedure will also be applied if an application is received and there are no current vacancies. Successful applicants will then be invited to join a waiting list.

## 7 Publication of Minutes

7.1 Minutes shall be made available to all Members of the Corporation. The Committee shall determine which supporting papers should be submitted to the Board.

7.2 (Redacted) minutes and papers shall be available to the public upon request to the Clerk.

**Reviewed and approved** at the first committee meeting of the 2021-22 academic year.