

TERMS OF REFERENCE

Governance and Search Committee

- Committee membership will comprise the Chair and Vice-Chair(s) of the Corporation, the Principal and the Chairs of the sub-committees of the Corporation (up to 7 members)
- The Chair of the Corporation shall act as Chair of the Committee. If the Chair is absent from a meeting, the members of the Committee who are present will elect another member of the Committee to act as Chair for that meeting.
- The Committee shall be quorate when at least three members are in attendance.
- The Clerk to the Corporation shall act as Clerk to the Committee.
- The Committee shall meet as and when required to fulfil the terms of reference, but at least twice in each academic year.
- Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and eligible to vote. Where there is an equal division of votes, the Committee Chair shall have a second casting vote.

The Committee will consider, monitor and advise the Corporation re:

- Composition of the Board, including terms of office and any shortfall in skills and/or experience.
- The procedure for the selection of new external Governors, including making recommendations to the Corporation of a person, or choice of persons, based upon the skills and experience of the individual(s) to fill any vacancies and, where possible, prior to the expiry of terms of office of existing Governors.
- Review of existing Governors' performance prior to making a recommendation for re-appointment. On the occasion of the re-appointment of members of the Governance and Search Committee, s/he will not be present for that part of the meeting of the Governance and Search Committee at which his/her past performance is being considered.
- The Standing Orders of the Corporation and Committees, including the Code of Conduct for Governors.
- Any issues arising from the Register of Governors' Interest.
- Governor induction and ongoing development training for existing Governors.
- Annual evaluation of the Corporation and individual members' performance.
- The effectiveness of the Corporation's decision making processes, following review on an annual basis.
- The appointment of the Clerk to the Corporation.
- The appointment of Senior Post Holders.

- To conduct the appropriate procedure and make a recommendation to the Corporation if there appears to the Committee that there are grounds for removing a Governor.
- The draft or agreed minutes of the Committee meeting will be presented to the next meeting of the Corporation and the Chair of the Committee or, in her/his absence, another member of the Committee will report to the Corporation on the business of the Committee.
- The terms of reference of the Search Committee, together with its advice (non-confidential), (note this should be covered by non confidential minutes of meeting) to be published on the College's website.

In providing their advice, the Committee shall take into account the parameters set by legislation and the guidance available on good governance from external bodies, e.g. the Education and Skills Funding Agency (ESFA), the Association of Colleges (AoC) and other bodies such as the Committee on Standards in Public Life.