**GOVERNANCE & SEARCH COMMITTEE**

**TERMS OF REFERENCE: Version 2023**

**RATIFIED BY THE CORPORATION BOARD ON: June 29th, 2023**

**NEXT REVIEW DUE: July 2024**

1. **CONSTITUTION**

1.1 The Corporation Board hereby resolves to establish a Committee of the Corporation Board to be known as the Governance & Search Committee (The Committee). The Committee has no executive powers, other than those specifically delegated in these Terms of Reference.

1. **PURPOSE**
   1. The purpose of the Governance & Search Committee is to advise the Corporation Board on the appointment and reappointment of the Corporation members and on all Governance related matters, with the authority to make decisions as specified.
   2. The Committee is authorised by the Corporation Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee. The Committee is authorised by the Corporation Board to obtain outside legal or independent advice and to see the attendance of outsiders with relevant experience and expertise if it considers necessary.
2. **MEMBERSHIP**

3.1 The Committee shall be appointed by the Corporation Board from amongst the independent members and shall consist of not less than five members. The Principal and Chairman of the Corporation Board shall be members of the Committee and count towards the number of members.

1. **ATTENDEES**

4.1 The Committee may also invite advisers to attend. These individuals may take part in the meeting on a consultative basis only, and will have no right to vote.

1. **ATTENDANCE**
   1. It is expected that each member attends a minimum of 75% of meetings and performance will be reported for each member in terms of attendance at the end of each financial year.
2. **QUORUM**

6.1 A quorum shall be three members.

1. **FREQUENCY OF MEETINGS**

7.1 The Committee will meet four times a year additional meetings may be arranged as required. Meetings will be expected to last no more than 2 hours routinely.

1. **CHANGES TO TERMS OF REFERENCE**

8.1 Changes to the terms of reference including changes to the Chair or membership of the Committee are a matter reserved to the Corporation Board.

1. **ADMINISTRATIVE ARRANGEMENTS**
   1. The Chair of the Committee will agree the agenda for each meeting with the Head of Governance. The Committee shall be supported administratively by the Head of Governance whose duties in this respect will include:

* Agreement of agenda with Chair and attendees and collation of papers
* Taking the minutes
* Keeping a record of matters arising and issues to be carried forward
* Advising the committee on pertinent issues / areas
* Enabling the development and training of Committee members

9.2 All papers presented to the Committee should be prefaced by a summary of key issues and clear recommendations setting out what is required of the Committee.

1. **ANNUAL CYCLE OF BUSINESS**

10.1 The Committee will develop an annual cycle of business for approval by the Corporation Board meeting at its first meeting of the financial year. The Committee work plans informs the standing agenda items as described within the terms of reference, to ensure that all regulatory and legislative items are adequately reviewed and acted upon.

1. **REPORTING TO THE CORPORATION BOARD**
   1. The Chair of the Governance & Search Committee will provide a verbal update to the Corporation Board on any items of relevance.
2. **STATUS OF THE MEETING**

12.1 All Committees of the Corporation Board will meet in private. Matters discussed at the meeting should not be communicated outside the meeting without prior approval of the Chair of the Committee.

1. **DUTIES**

13.1 The Committee will be responsible for advising on:

* the appointment and reappointment of Corporation members (other than the Principal), and on the appointment and reappointment of the Chairs of all committees except where the terms of reference for a particular committee states otherwise;
* gathering, screening and shortlisting nominations in respect of vacancies on the Corporation, and for determining the process whereby candidates are nominated;
* such other matters relating to membership, composition, terms of office and appointment/reappointment of Corporation members or committee members as the Corporation may remit to the Committee; and
* the appointment of external committee members (i.e. non-Corporation members) to serve on any committee, except any special committee. Any recommendation shall include the period and purpose of the appointment. The Corporation shall decide whether to accept that recommendation.

13.2 The Committee will review annually and report back to the Corporation on:

* the attendance levels of both individual Corporation members and the Corporation as a whole in accordance with the Standing Orders;
* the performance of the Corporation as a whole and make recommendations on how the Corporation can improve its effectiveness; and
* the completed declaration of interest documentation for each Corporation member.
* The Committee shall be responsible for overseeing the process of the annual governor performance evaluation and considering the outcomes
* The Committee shall be responsible for governor learning and development.

13.3 The Committee will develop and recommend to the Corporation policies and procedures for the induction and development of members. The Committee will also undertake an annual review of governance arrangements.

13.4 The Committee will assign an external consultant to consider reports and recommendations on corporate governance prepared by the College’s internal auditors.

13.5 The Committee will agree the methods of advertising where there are vacancies in relation to the post of Head of Governance, Principal and Members of the Corporation Board

13.6 The Committee will seek to identify best practice and advise the Corporation on how to ensure the probity and integrity of its operations and stewardship of the College. Including the adoption and compliance with governance codes of AoC/CUC. The Committee will also undertake an annual review of the School’s level of compliance.

13.7 The Committee will regularly review of all existing Board processes (including policies, standing orders, code of conduct, and procedures for appeal panels) and to amend any existing Board process in the light of review;

13.8 The Committee will develop and recommend to the Board policies and procedures for the process of governance in accordance with the Instrument and Articles of Governance and other external direction as may be required and review regularly these policies and procedures;

13.9 The Committee will develop and recommend to the Board policies and procedures for the induction, training and ongoing development of Corporation Members and to advise the Board on matters relating to good governance;

13.10 Advise the Corporation on the Code of Conduct and Register of Interest for its Members.

13.11 Ensure, as appropriate, compliance with legislation including Corporation Board responsibilities relating to the OfS continuing conditions of registration.

**Version Control:**

Version 2023 1

Adopted by Corporation Board on July 4th, 2022

Next review due July 2023

Adopted by Corporation Board on June 29th, 2023

Next Review due July 2024

**Members**

The Group membership is as follows:

Tim Bailey – Chair

Kieron Goldsborough - Independent Member

Elouise Leonard Cross - Independent Member

Gillian Miller – Independent Member

Martin Raby – Principal