

Search and Governance Committee

Terms of Reference

1. Membership

1.1 The Committee shall comprise of the following members:

- the Chair of the Corporation
- the Vice-Chair of the Corporation
- the Chairs of the Standing Committees
- the Principal

1.2 The Chair of the Corporation shall be the Chair of the Search and Governance Committee

1.3 The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary to:

- a) provide advice and assist the search process
- b) verify that the selection process is independent and free from any form of patronage

2. Quorum

Meetings of the Committee shall be quorate if three members are present.

3. Clerk

3.1 The Head of Governance shall be Clerk to the Committee.

3.2 The Head of Governance shall be responsible for calling meetings, for issuing agendas and agreeing the inclusion of items to the agenda following consultation with the Chair of the Committee and the Principal.

3.3 If the Head of Governance withdraws from a meeting or part of a meeting, the Committee shall appoint a person from among the members to act as Clerk during this absence.

4. Meetings

The Committee shall meet at least termly on a cycle consistent with the activities and requirements of the College.

5. Responsibilities

- 5.1 To advise on the appointment of members of the Corporation and its committees, to determine the process whereby candidates are nominated, to gather, screen and shortlist nominations in respect of vacancies on the Corporation.
- 5.2 To advise on governance matters, including the governance structure and framework.
- 5.3 To consider and make recommendations to the Corporation on the composition and balance of the Corporation and its committees and to ensure adequate succession planning.
- 5.4 To consider and make recommendations to the Corporation on the appointment of the Chairs and Vice-Chairs of the Corporation's committees.
- 5.5 To undertake a regular skills audit in order to test the range of skills and experience of the Corporation and to ensure that the membership offers a comprehensive range of skills, is diverse and reflects the community served.
- 5.6 To review the engagement, training and development of the Board and Committees and to recommend to the Corporation the training and development plan for the upcoming year.
- 5.7 To regularly review the effectiveness of governance arrangements including e.g. obtaining governors' views via a self-assessment questionnaire and monitoring performance against agreed performance indicators.
- 5.8 To monitor members' attendance records and take action to address poor attendance as appropriate.
- 5.9 To deal with such other matters relating to membership and appointments as the Corporation may from time to time refer to the Committee.
- 5.10 To review and approve the Public Access Policy.

6. Modus Operandi of the Search Process

- 6.1 The Committee will use whatever means are necessary to identify suitable persons to fill vacancies on the Corporation and committees (including the use of advertising if considered appropriate) and will only make recommendations for appointment after a thorough research of the needs of the College, the appropriateness of the person's skills and interests and after informal discussions with the person or persons concerned.

- 6.2 The Head of Governance will maintain a confidential record of candidates identified.
- 6.3 The Corporation shall not appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of the Committee. Appointments shall be made in accordance with the recruitment flowchart and the Instruments and Articles of Government.

7. Reporting Responsibilities

- 7.1 The Head of Governance shall circulate the minutes of each meeting, after approval by the Chair, to the Committee members.
- 7.2 Such minutes shall be included as part of the agenda papers for the following Corporation meeting.

8. Review

- 8.1 The membership and terms of reference of the Committee shall be reviewed by the Committee every four years.
- 8.2 Amendments to membership and terms of reference shall be made by the Corporation on the recommendation of the Committee.