

Search and Governance Committee

Terms of Reference

These Terms of Reference must be read in conjunction with the Instrument and Articles of Government, the Corporation's Standing Orders and the College's Financial Regulations from time to time. They may only be varied by the Corporation.

1 Membership and Operation

1.1 The Search and Governance Committee ("the Committee") shall include:

- 1.1.1 the Chief Executive Officer;
- 1.1.2 the Chair of the Corporation; and
- 1.1.3 the Chair of each Committee.

1.2 The Chair and Vice-Chair of the Committee will be selected by the Committee from among its membership in accordance with the Standing Orders.

1.3 The quorum for Committee meetings shall be at least 40% of the total membership entitled to attend and vote at meetings of the Committee.

1.4 The Clerk to the Corporation shall act as Clerk to the Committee.

1.5 The Committee will meet at least three times per year.

1.6 The Committee shall be granted rights of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit. This may include access to members of staff and Governors and consultation with the Corporation's external advisers directly.

2 Access to Meetings

2.1 The Committee may invite members of the College staff to attend meetings of the Committee in their employed capacity for relevant items of both non-confidential and confidential business as appropriate.

2.2 The Committee may invite external advisers and, where appropriate, other third parties including employees of College subsidiaries to attend Committee meetings.

2.3 Members of the Committee and any Independent Governors in attendance must leave any meeting where their own performance is being evaluated or re-appointment considered.

2.4 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) to exclude any participants and observers, except the Clerk to the Committee.

3 Publication of Minutes and Papers

3.1 The Committee's minutes and supporting papers, including its agendas, will remain confidential until they are reported to the Corporation. To the extent that the Committee's minutes and papers contain information that is "Confidential Information", as defined in the *Policy on the Publication of Minutes, Papers and Agendas*, i.e. where:

- the information is a trade secret;
- confidentiality is needed to protect the personal data of an individual;
- disclosure would prejudice the commercial interests of the College or any other person; or
- the information was supplied to the College and is held under a legal duty of confidence where disclosure would constitute an actionable breach of confidence

it will be excluded from publication until the Corporation is satisfied that the reason for dealing with it on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

4 The Committee's remit

- 4.1 The Committee shall ADVISE the Corporation on the appointment and re-appointment of Governors and such other matters relating to membership of the Corporation as the Corporation may ask.
- 4.2 The Committee shall KEEP UNDER REVIEW the composition and balance of the Corporation and its Committees, undertaking regular skills audits both in terms of skills and experience, and the need to ensure that the composition of the Corporation broadly reflects the community that the College serves. It shall have regard to the changing needs which the Corporation must meet; and shall take those factors into account when planning appointments ADVISING the Corporation on action required arising from the skills audit.
- 4.3 The Committee shall establish a framework for the appraisal of all Governors, including the Chair and Vice-Chair, carefully EVALUATE the contribution made by existing Governors, including their attendance, before proposing their re-appointment, especially after two terms of office.
- 4.4 The Committee shall MONITOR Governors' terms of office to ensure that appropriate arrangements are in place for maintaining continuity in the appropriate categories of membership.
- 4.5 The Committee, together with the Clerk, shall be responsible for considering and ADVISING the Corporation on best practice guidelines in respect of governance, policies, procedural matters and other issues relating to the Instrument and Articles of Government and Standing Orders and the operation of the Corporation and its Committees to ensure that the highest governance standards are achieved.
- 4.6 The Committee shall be responsible for ADVISING the Corporation on the appropriate target for aggregate Governor attendance and for MONITORING the achievement of any target set.

- 4.7 The Committee shall be responsible for ADVISING the Corporation on Governor training and development, the induction process and developing a plan for the suitable delivery of training including the process of evaluation and considering the outcomes.
- 4.8 The Committee shall ADVISE the Corporation, the Executive and the directors and employees of any of the College's subsidiary companies, including joint ventures, on matters concerning the appointment and development of the officers of those subsidiary companies, as and when required.
- 4.9 The Committee shall keep under REVIEW any selection criteria established by the Corporation and make recommendations to the Corporation in respect of such criteria as it deems necessary.
- 4.10 The Committee shall produce an annual report for the Corporation which describes the work of the Committee, including the Corporation's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set, together with progress in their implementation.

Approved by the Corporation 22 October 2020