



## TERMS OF REFERENCE

### SEARCH & GOVERNANCE COMMITTEE

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<b>Author:</b>	Clerk to the Corporation & Legal Officer
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# National College for High Speed Rail

## Search and Governance Committee:

### Terms of Reference

#### 1. Constitution

The Corporation has established a Committee of the Corporation, to be known as the “Search and Governance Committee” and formally approves its terms of reference.

#### 2. Membership

The Corporation may appoint members to the Committee as it sees fit without an upper limit on their number. It is recommended the membership includes the following:

- Chair of Search & Governance Committee
- Chair of Audit Committee
- Chair of Finance & Resources Committee
- Chair of Quality & Standards Committee
- Chair of Remuneration Committee
- Chief Executive

In addition the Committee may co-opt up to three additional persons with appropriate experience who are not Corporation Members, as required, for terms of up to two years. All co-opted Members will have the same voting rights as members of the Committee who are also members of the Corporation.

The Clerk to the Corporation & Legal Officer shall be in attendance and be responsible for advising the Committee on matters in relation to the Instruments and Articles of Government and other associated regulations and taking or overseeing the taking of minutes of the meetings.

The Chair of the Committee will be the Vice-Chair of the Corporation.

Members of the Committee will be considered for re-appointment every two years

A member of the Committee may resign from membership of the Committee by giving notice in writing to the Clerk to the Corporation & Legal Officer.

Vacancies which arise on the Committee will normally be filled by the Corporation, at the next Corporation meeting. However, the Chair of the Corporation may appoint members to the Committee between meetings of the Corporation, where necessary, to ensure a balance of skills and interests and quoracy.

A member of the Committee will cease to be a member if they have been absent from three consecutive meetings of the Committee without the permission of the Committee. It is the responsibility of the Chair of the Committee to address member attendance.

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### **3. Frequency of Meetings**

The Committee shall normally meet at least 3 times a year or as required. At least one meeting shall meet face to face per annum.

### **4. Quorum**

The quorum for meetings of the Committee shall be 3 members of the Committee.

### **5. Role Description of the Search & Governance Committee**

The role of the Search & Governance Committee is to advise the Corporation on all matters relating to its composition and the development of governance best practice.

The Committee shall make recommendations to the Corporation, subject to the overriding authority of the Corporation. The Chair of the Committee shall present these as part of the Standing Items under 'Committee Reports for Recommendation by Committee Chairs'.

### **6. Terms of Reference for the Search & Governance Committee**

Key duties and responsibilities of the Search & Governance Committee shall be:

- To work within the guidelines contained within the Instrument and Articles of Government, and by reference to the current analysis of the Corporation's skills and the acknowledged skills needs, identify persons willing and able to become College Governors and assist the Corporation to meet its strategic priorities.
- To regularly review the composition, membership and skills analysis of the Corporation, including the number, composition and balance of interests represented on the Corporation and its Committees to ensure that the Corporation reflects equality and diversity and the diversity of private, public, "third" sectors and community aspects; and when necessary make recommendations for change to the Corporation.
- To advise the Corporation on the reappointment of existing members whose term of office is approaching expiry. The Committee will take into account the expertise, contribution, attendance and continuous development of such individuals when making recommendations for appointment.
- To oversee the development and regular review of the induction programme for governors and receive reports on the progress of individual governors' induction.
- To advise the Corporation on the effectiveness of search strategies and recommend the appointment of new governors.
- To determine the person specification and skills required for Corporation appointed members of any companies to which the Corporation has the right to appoint and to make recommendations regarding such appointments to the Corporation.

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- To advise the Corporation on the review of the Student Council Constitution and Code of Practice (if applicable).
  - To monitor and review the Corporation's compliance with the Code of Good Governance for English Colleges.
  - To monitor and review any recommendations and / or best practice points arising from the annual audit of corporate governance.
  - To assist the Corporation in the self-assessment of governance.
  - To keep the Instrument and Articles of Government under review and make recommendations to the Corporation.
  - To advise the Corporation on governance developments and at the request of the Corporation responding to consultation governance documents from external bodies e.g. DfE, ESFA and AoC.

Regular tasks of the Search & Governance Committee shall be:

- To review as a standing item at each Committee meeting the composition, membership and skills audit analysis of the Corporation, including the number, composition and balance of interests represented on the Corporation and all its Committees and recommend changes as and when necessary.
- In the event of a vacancy or expected vacancy in the Corporation, to determine the most suitable means to fill that vacancy.
- To give advice and make recommendations to the Corporation with regard to the appointment of new members (other than as staff or student member or the Chief Executive).
- As a framework for carrying out the tasks specified above the Committee shall:
  - prepare a person specification containing the perceived qualities of the individual required to fill the vacancy on the Corporation;
  - determine the range and content of the selection process;
  - determine the arrangements for conducting interviews if appropriate;
  - where they consider it appropriate to do so, recommend a person for appointment to the Corporation;
  - provide a summary of potential new members in support of their Corporation membership, prior to the Corporation's consideration of their appointment to the Board.
- If the Corporation approve the Search & Governance Committee recommendation then that person shall be appointed.
- If the Search & Governance Committee is unable to agree on a person to recommend to the Corporation, or if the Corporation do not approve its recommendation, the Corporation may require the Search & Governance Committee to repeat the steps specified above.
- To seek to establish a "Reserve List" of names of individuals who are willing and able to act as Corporation members or as co-opted Committee members
- To review the contribution of existing members eligible for reappointment and make recommendations to the Corporation. Data on attendance and contribution at Corporation and Committee meetings, College wide events

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(including the link member scheme) and participation in training and development activities will form part of the review.

- To develop, review and monitor the members' performance appraisal system and report the outcome annually to the Corporation.
- To advise the Corporation on the outcome of the probationary reviews for new members and make any necessary recommendations regarding extensions to full terms of office.
- To develop and regularly review the induction programme for new members and receive reports from the Clerk to the Corporation on individual members' progress.
- To review the nomination and election processes for staff and student members of the Corporation.
- To review as a standing item at every ordinary meeting of this Committee, the Corporation's compliance with the Code of Good Governance for English Colleges
- To advise on such other matters relating to membership and appointments and governance development as the Corporation may remit to this Committee.


## 7. Financial Limitations

The Committee has no delegated financial powers.

## 8. Amendment

These Terms of Reference may only be amended by decision of the Corporation.

## 9. Terms of Reference Document Approval

	Name/Role	Signature	Date:
Approved by:	Corporation Board (Clerk to the Corporation & Legal Officer)		24 <sup>th</sup> July 2017