



THE WINDSOR FOREST COLLEGES GROUP CORPORATION

GOVERNANCE, SEARCH & STRATEGY COMMITTEE

TERMS OF REFERENCE

1.0 PURPOSE

- 1.1 To advise the Corporation on key strategic developments and their implications.
- 1.2 To review proposals from the Group Principal/CEO concerning the formulation and development of the Strategic Plan
- 1.3 To advise the Corporation on marketing strategies
- 1.4 To advise the Corporation on the appointment and re-appointment of the external members, co-option of prospective external people and other such matters relating to membership, appointments and re-appointments as the Corporation may remit to them.
- 1.5 To monitor the skills mix and the balance of membership of the Corporation with reference to communities it serves and diversity, and to make recommendations to the Corporation on the Corporation's composition and balance.
- 1.6 To oversee and manage the process of self-assessment by the Corporation, including being aware of discussions with Governors and the contributions and self-assessments of each individual governor.
- 1.7 To ensure that the Corporation maintains a suitable programme of induction and development for new and existing governors.
- 1.8 To make recommendations to the Corporation regarding the adoption of best practice in governance.

2.0 POWERS AND DUTIES

- 2.1 The Committee will consider and make recommendations to the Corporation on all candidates for membership of the Corporation other than student governors.
- 2.2 The Corporation shall not make any appointment unless it has first considered the advice of the Governance, Search and Strategy Committee.
- 2.3 The Committee will have the power to employ the services of such external advisers or agencies as it deems necessary to fulfil its responsibilities.

3.0 MEMBERSHIP

- 3.1 The Committee will consist of six members, including the Chair and/or Vice Chair of the Corporation. There is provision for two co-opted Members.



3.2 All members of the committee shall be eligible to vote.

4.0 CHAIR AND VICE-CHAIR

4.1 At the first meeting of the yearly Committee cycle, the Committee will appoint a Chair and Vice Chair from amongst their number.

4.2 The Principal will not be eligible for appointment as Chair or Vice-Chair.

5.0 QUORUM

5.1 Meetings of the Committee will be quorate if at least two members of the Committee are present, whichever is the larger.

6.0 PROCEEDINGS OF MEETINGS

6.1 The Committee will meet at least termly, and more frequently, as it deems necessary to fulfil its responsibilities. Additional meetings will be called by the Chair of the Committee.

6.2 Meetings will be clerked by the Clerk to the Corporation, who will also maintain the official record of the meetings, minutes and attendance of the Committee.

6.3 In accordance with the Instrument and Articles of Government (1h), presence at the meeting may include by phone or video conference facilities.

6.4 All matters to be decided at a meeting of the Committee will, unless there is clear unanimity on that matter, be decided by a majority of the members present and voting.

6.5 Non-confidential sections of meetings will be open to the public to attend by application to the Clerk or Chair at least four days before the meeting, subject to the requirements of necessary confidentiality.

7.0 REPORTING

7.1 The Committee will report to the Corporation.

8.0 TERMS OF REFERENCE REVIEW

8.1 The Review of the Terms of Reference normally will be every 2 years.