



BOARD OF GOVERNORS

GOVERNANCE AND SEARCH COMMITTEE

TERMS OF REFERENCE

1.0 PURPOSE

- 1.1 To advise the Corporation on the appointment and re-appointment of the external members.
- 1.2 To advise the Corporation on the co-option of prospective external members.
- 1.3 To advise on such other matters relating to membership, appointments and re-appointments as the Corporation may remit to them.
- 1.4 To monitor the skills mix and the balance of membership of the Corporation with reference to communities it serves and to make recommendations to the Corporation on the Corporation's composition and balance.
- 1.5 To oversee and manage the process of self-assessment by the Board of Governors, including being aware of discussions with Governors and the contributions and self-assessments of each individual governor.
- 1.6 To ensure that the Corporation maintains a suitable programme of induction and development for new and existing governors.
- 1.7 To make recommendations to the Corporation regarding the adoption of best practice in governance.

1.0 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 staff and student governors.
- 2.2 The Corporation shall not appoint any person as an external member, or co-opt any person as a member, unless it has first considered the advice of the Governance and Search 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.

2.0 MEMBERSHIP

- 3.1 The Committee will consist of six members, who will normally be:
 - Four members of the Corporation

- Two persons who are not Corporation members but who have been appointed by the Corporation to represent the interests of the community.

3.2 All members will have full voting rights.

3.3 The Principal and the *Clerk to the Corporation* will normally attend all meetings.

3.0 CHAIR AND VICE-CHAIR

4.1 At the first meeting of the yearly 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.

4.3 The Chair and the Vice Chair shall each hold office for one year, but shall be eligible for re-appointment thereafter.

4.4 The Chair and Vice Chair may be external members of the Committee.

4.0 QUORUM

5.1 Meetings of the Committee will be quorate if any three members of the Committee are present, of whom at least two should be Corporation members of the Committee.

5.0 PROCEEDINGS OF MEETINGS

6.1 The Committee will meet at least twice a year, and more frequently, as it deems necessary to fulfil its responsibilities.

6.2 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.

6.3 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.

6.0 MINUTES

7.1 The *Clerk to the Corporation* or designated representative shall act as Clerk to the Committee and shall keep a permanent record of its meetings and proceedings.

7.0 REPORTING

8.1 The Committee will report to the full Board of the Corporation.

9.0 TERMS OF REFERENCE

9.1 The Review of the Terms of Reference will be every 2 years or earlier as required.