



Terms of Reference of the Search and Governance Committee

Purpose of the Committee

The purpose of the Committee is to advise the Corporation on all issues related to membership of the Board and its committees and on all matters related to governance, structure and procedures.

The Committee will seek to reflect the diversity of the communities the College serves and will endeavour to ensure the necessary balance of ethnicity and gender.

Membership of the Committee

All members of the Board will be eligible to serve on the Committee. The membership of the Committee will be reviewed and determined as and when appropriate by the Board.

The Committee must comprise at least two Corporation members, including the Chair of the Corporation. Co-opted members may also be appointed with relevant experience. The Director of Governance shall be the Clerk to the Committee.

The quorum necessary for the transaction of the business of the Committee shall be a minimum of two members of the Committee.

The Committee will normally meet on three occasions each year, on dates set in the calendar approved annually by the Corporation. Special meetings shall be called by the Clerk at the request of the Chair or any two Members under similar general rules as apply to Special Meetings of the Corporation.

Where it is known in advance of a meeting that a member with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Director of Governance, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting.

The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the quorum necessary) to exclude any, or all, participants observers or guests, except the Director of Governance.

Powers

The Committee shall be responsible for advising the Corporation Board on all issues related to membership of the Board and its committees and on all matters related to governance, structure and procedures, including the provision of advice to the Board on the appointment of members, the provision of development and training to enable members to fulfil their

responsibilities as members of the Board, and the review of all procedural and policy matters related to effective corporate governance.

To advise the Corporation on the appointment and re-appointment of members of the Corporation and such other matters relating to membership and appointments as the Corporation shall remit to it in accordance with the Selection and Recruitment of Governors Policy, Appendix 4.1 Manual of Governance.

To consider and advise the Corporation on the composition and balance of the Corporation and its Committees.

To advise the Corporation on the induction, training and development of members.

To advise on the co-option of the co-opted members of the Corporation.

To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.

To develop a suitable database of potential candidates and to advertise in the local and regional media for persons who might be interested in becoming a Governor; in addition to initiate searches for potential candidates through consultation with the local community and employers.

To instigate succession planning and an active pipeline of potential professionals, especially for key Board roles, whether internal to the current Board and/or external professionals

To undertake a regular skills audit in order to test the range of skills and experience on the board of the Corporation.

To annually evaluate the effectiveness of governance, including that of the Board and its committees, collectively and on an individual basis

To instigate the annual Governance self-assessment and to review and monitor, on a termly basis, the resulting Governors' Quality Improvement Plan and approve progress.

To commission an external governance review every three years

The Committee will submit an annual report on its activities to the Board.

NB: The Corporation shall not appoint any Member of the Corporation (other than staff and student members and the Chief Executive) unless it has first considered the advice of the Committee. Appointments shall be made in accordance with the Instrument and Articles of Government, and the Corporation Scheme of Governance and Delegation of Powers.

Reviewed and approved by the Search and Governance Committee: 20 May 2025

Approved by the Corporation Board: 8 July 2025

These Terms of Reference form part of the Manual of Governance