



NORTH SHROPSHIRE COLLEGE

TERMS OF REFERENCE AND STANDING ORDERS

SEARCH & GOVERNANCE COMMITTEE

1 The Committee is established by the Board of Governors.

2 COMPOSITION

The Committee of the Board of Governors shall consist of up to seven members of whom one shall be the Principal & Chief Executive *ex-officio*.

The Board may appoint non-Governors to serve as co-opted members of the Committee. Co-opted members will have the same duties, obligations and rights as Governor members as regards to the conduct of the Committee's business.

In addition the Committee may require the attendance of such College staff who may assist in their work.

Any Governor not a member may attend in a non-voting capacity.

The Clerk to the Board of Governors will act as the Clerk to the Committee.

3 OVERALL PURPOSE

The Committee together with the Clerk shall determine, or advise the Board of Governors on matters relating to membership of the Corporation and its Committees, the efficiency and effectiveness of College governance, good practice, and such other matters as the Board of Governors may from time to time remit to them.

4 KEY TASKS (*in liaison with the Clerk*)

New appointments

- a) Advise the Board on the appointment of External, Staff and Student Governors
- b) Advise on the co-option of the co-opted members of the Board
- c) Recommend to the Board a written appointment process for membership to the Board and its Committees,

- d) Recommend to the Board appropriate personal and role specifications for Board/Committee vacancies
- e) Advertise, interview and make recommendations to the Board for new Governors
- f) Monitor and analyse the balance of the Board's composition and expertise on an annual basis, taking cognisance of the gender, age, disability, ethnicity, and expertise of members
- g) Undertake an annual skills audit in order to test the range of skills and experience on the Board and its Committees against prepared and benchmarked profiles
- h) Make recommendations to the Board on the balance of the composition of the Board and its Committees, and on the preferred profile of any future members
- i) Make recommendations to the Board regarding the suitability and appropriate period of tenure, if not four years, of any applicant interviewed for a Board vacancy

Newly-appointed governors

- j) Develop and implement procedures for the induction of new Board members and/or external Committee members and the distribution of information to them
- k) Ensure all new members receive appropriate training and development in financial and other key responsibilities at the earliest opportunity

Governance

- l) Ensure compliance with the requirements of the Instrument and Articles of Governance.
- m) Develop and regularly review the Standing Orders that regulate the operation and business of the Board and its Committees, and advise on the conduct of business, including delegation to Committees
- n) Make recommendations to the Board concerning the Code of Conduct for Governors incorporating best practice as set out, for example, in the seven Principles of Public Life as stated in the Second Report of the Nolan Committee, May 1996
- o) Advise on the Register of Personal and Financial Interests, and the declaration of interests
- p) Review and approve relevant policies as appropriate
- q) Consider all governance issues identified in internal and/or external audits of the College to ensure that appropriate and timely remedial action is taken

- r) Review and report on best practice in governance including considering examples of good practice in the sector and advising action as necessary

Structure and membership

- y) Review periodically the Committee structure, terms of reference and membership, including the co-option of suitable external members

Performance, roles and training

- za) Consider **all** aspects of the roles, performance and responsibilities of Governors, including governor training, and advise the Board accordingly

zc) Review attendance of Governors, at least on an annual basis, and consider any grounds for making a recommendation for terminating membership

zd) Evaluate the contribution made by individual governors before proposing their re-appointment

ze) Regularly monitor the minutes of Board meetings

- i. Providing guidance to the Board on the 'openness' of Board and Committee meetings and the use of 'confidential' minutes. The latter to be recorded in a Register of Confidentiality incorporating the record, date of the meeting and the proposed length of the period of confidentiality and intended date of release

- ii. Recording the votes for and against, where agreement to a Board decision is not unanimous

Checking that non-confidential minutes are posted to the College website

zf) Advise the Board on governance self-assessment procedures and report to the Board on any action plans arising from governance self-assessment

zg) Review and report on the effectiveness of the Board including monitoring performance indicators, identifying appropriate benchmark standards and mapping performance against same

zh) Report back to the Board of Governors on specific items remitted to it for its consideration

5 MEETINGS

The Committee shall meet at least once a year.

6 TERM OF OFFICE

- a) Membership of the Committee shall be for up to four years. Retiring members will be eligible for re-appointment for a second term, but a person

shall normally be ineligible for re-appointment if he/she has already served for eight years on the Committee.

- b) A member may at any time, by notice to the Clerk to the Board of Governors, resign his or her membership.

7 VACANCIES

Upon the occurrence of a vacancy or expected vacancy amongst members it shall be for the Board of Governors to select and appoint a person to fill the vacancy.

8 APPOINTMENT OF CHAIR & VICE CHAIR

- a) The Chair shall be appointed by the Board of Governors and shall serve for two years. He/she will be eligible for a second and subsequent terms.
- b) The Chair may at any time, by notice to the Clerk to the Board of Governors, resign his or her Chairmanship.
- d) The Committee shall make a recommendation to the Board for the appointment of Vice Chair.
- e) If the Chair is absent from any meeting of the Committee, the Vice Chair will assume the role. If the Vice Chair is also not available, those members present shall choose one of their number to act as Chair for that meeting.

9 QUORUM

- a) Meetings of the Committee shall be quorate if three or more members are present.
- b) If the number of members assembled for a meeting of the Committee does not constitute a quorum therefore, the meeting shall not be held and a new meeting date set.
- c) If during the course of a meeting the number of members thereof present cease to constitute a quorum, the meeting shall be terminated forthwith.

10 AUTHORITY

- a) The Committee is authorised by the Board of Governors to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee of the College and all employees are directed to co-operate with any request made by the Committee.
- b) The Committee is authorised by the Board of Governors to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise, if it considers this necessary.

11 REPORTING PROCEDURE

The Clerk to the Committee shall circulate minutes of the meetings of the Committee to members of the Board of Governors and place them on the College website.