



NEW CITY COLLEGE CORPORATION SEARCH & GOVERNANCE COMMITTEE TERMS OF REFERENCE

1 Origin & Name

1.1 The Articles of Government require the establishment of a Search and Governance Committee to advise on the appointment of members; and such other matters relating to membership and appointments as the Corporation may ask it to. The Code of Good Governance for English Colleges outlines the need for corporations to:

- (i) Ensure that there are organised and clear governance and management structures, with well-understood delegations
- (ii) Regularly review governance performance and effectiveness
- (iii) Meet and aim to exceed its statutory responsibilities for equality and diversity

1.2 The Search Committee is a committee of the Corporation established under and operating in accordance with terms of Article 5 of its Statutory the Articles of Government.

2 Objective

2.1 The purpose of the Committee is to advise the Corporation on the appointment, re-appointment, and development of governors; and to consider all aspects of good corporate governance.

3 Role of the Committee

3.1 To recommend candidates for re/approval by the Corporation in accordance with the current Instrument and Articles of Government and after following the approved procedure for the re/appointment of Governors.

3.2 Monitor and evaluate the success of individual Member appointments and advising the Corporation on the suitability of Members for re-appointment, acknowledging the value of refreshing its membership.

3.3 Determine or advise on such matters relating to membership and good governance as the Corporation may delegate to the Committee.

3.4 Monitor the diversity profile of Corporation Members and, having due regard for the benefits of a diversity in membership, making recommendations regarding appointments to remedy any under-representation when appropriate. The Committee shall have regard to the College's obligations under all aspects of discrimination legislation.

3.5 Advise the Corporation on the balance of skills, experience and knowledge appropriate to its strategic objectives, carrying out regular skills audit to identify any gaps in the profile adopted by the Corporation and developing strategies to address any deficiencies and for succession planning for the office of Chair and other offices held by governors

Horne, Cathy
08/09/2022 11:22:28

- 3.6 To approve policies and procedures for the induction and continuing professional development of Members.
- 3.7 Reviewing the Standing Orders of the Corporation and its committee structure and make recommendations to the Corporation on any aspects of its corporate governance; and addressing issues relating to good governance and considering the approval of governance related policies and procedures.
- 3.8 Undertaking any special/specific projects which the Corporation may delegate to the Committee and review the programme for the governor training and development.
- 3.9 To review its terms of reference biennially.
- 3.10 To produce an annual report describing the work of the committee, including the board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation.

4 Membership & Quorum

- 4.1 The Committee shall be appointed by the Corporation and shall consist of 4 members, at least 3 of which shall be Governors, including the Principal and Corporation Chair, and one of which may be an independent external co-opted member. Quorum for the committee shall be 3 members.
- 4.2 The Committee shall appoint a Chair. If the Chair of the Committee is absent from a meeting, the members who are present shall choose one of their number to act as Chair for that meeting.
- 4.3 Membership of the Committee will be reviewed annually.

5 Clerk to the Committee

- 5.1 The Clerk to the Committee will be the Director of Governance. For the purposes of these Terms of Reference, the term 'Clerk' shall refer to any Director of Governance whether a member of staff, third party provider, full or part-time.

6 Declarations of Interest

- 6.1 Any member of the Committee who has a financial or other business interest in any matters under discussion by the Committee must:
- (i) Declare that interest to the Committee before any discussion of the item.
 - (ii) Not take part in the discussion.
 - (iii) Not form part of the quorum and not vote.
- 6.2 If a member is unsure as to whether personal interest may be involved or whether or not it would be appropriate to withdraw from the meeting for the discussion of the item, s/he should seek advice from the Clerk.

7 Meetings

- 7.1 The Committee shall meet at least once per term with additional meetings as necessary to undertake the business required.

- 7.2 Proceedings, minutes, publication of agendas and minutes, retention of records, and confidential items shall be dealt with as for Corporation.

8 Authority

Horina, Cathy
08/09/2022 11:22:38

8.1 The Committee is authorised by the Corporation 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 of the College are directed to co-operate with any request made by the Committee.

9 External Advice

9.1 The Committee is authorised by the Corporation 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.

Originator	Director of Governance
Review interval	Biennially
Reviewed	June 2022
Last review	June 2021
Next review due by	June 2024

Horne, Cathy
08/09/2022 11:22:28