



TERMS OF REFERENCE SEARCH AND GOVERNANCE COMMITTEE

CONSTITUTION

The Committee reports to the Corporation.

MEMBERSHIP

Members will be the Chair/s and Vice-Chair/s of the Corporation, all the Committee Chairs and the Principal. Members of the Committee may be substituted where the designated members are incapacitated and in the case of the Principal, this should be an SLT Member. The Designated Safeguarding Lead Governor should also be a Member of this Committee.

The Chair/s of Corporation or Vice-Chair/s will act as the Committee Chair. In the absence of the Chair/s and Vice-Chair/s of Corporation, the members attending the meeting shall select one of their number to "chair" that meeting. With effect from the 2024/2025 academic year, the Co-Chairs will act as S & G Committee Chair on an alternate year basis.

In light of the appointment of Co-Chairs of Governors at the 3rd July 2023 Corporation meeting, the expectation is that both Co-Chairs would not necessarily need to be present at every S & G Committee meeting.

QUORUM

The quorum is three members, excluding the Principal.

ATTENDANCE

The Governance Director/Clerk to the Corporation will be in attendance. Others may attend at the invitation of the Chair.

The Committee may meet online during an emergency, if necessary.

SLT members and/or other Senior Managers, may be invited to join the meeting where relevant business is being discussed or where their attendance has been requested by the Committee, but they will have no voting rights. Likewise the Committee may invite the Corporation's advisers or other third parties to attend meetings where business relevant to them is being discussed or where their attendance has been requested by the Committee.

PURPOSE

SEARCH

- 1) To make recommendations to the Corporation on the overall structure of the Corporation and the filling of vacancies on the Corporation.
 - To ensure that new members are sought to renew and refresh the Corporation while maintaining continuity, experience, equality and diversity; to maintain an appropriate balance of skills, experience and representation and in particular, to advise on the appointment of the external Members of the Corporation.
- 2) To make recommendations to the Corporation on the overall structure of the Corporation Committees and the filling of vacancies on Committees, in consultation with the Chair of those Committees so as:
 - To ensure that new members, including co-opted Members of Committees are sought to renew and refresh the Committees while maintaining continuity, experience and diversity; to maintain an appropriate balance of skills, experience and representation.
- 3) To recommend the terms of appointment of members of Corporation and Committees and keep under review succession planning.
- 4) To review annually the attendance of members at Committee meetings and Corporation meetings and to report to the Corporation.

- 5) To undertake annually a skills audit of members of the Corporation and Committees.

GOVERNANCE

- 1) To consider and review all matters relating to governance and to make recommendations to Corporation as appropriate.
- 2) To review training records and requirements annually.
- 3) To deal with other matters as appropriate which are not already delegated by the Corporation to any other Corporation Committee. Such matters may include – governance consultation (e.g. proposed Instrument and Articles changes), review existing Corporation policies or new Corporation policies.
- 4) Should the Principal have a complaint against the Chair, the Search and Governance Committee would manage the complaint against the Board under Article 3 of the Instrument and Articles:

(reference: Functions for which the Corporation is responsible: Article 3 (e))

(e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff;

EMERGENCY GOVERNANCE RESPONSIBILITIES

During an emergency situation such as a pandemic or other such as a financial crisis or security emergency, the Corporation has delegated all but its non-delegable responsibilities to the Search and Governance Committee with immediate effect until further notice, including both routine matters and urgent items requiring decision making. The Committee will also act as a focal point for general governance and SLT reporting to ensure oversight of operational matters during an emergency, to ensure that Governors are kept informed and up to date.

The Committee has authority to make urgent decisions on behalf of the Corporation during the emergency period:

- retrospective approval of decisions will be sought where necessary, at the next full Corporation meeting.
- Substantive issues would include: strategic matters such as student growth and associated financial impact, development plans, budgeting issues, including both revenue matters and capital projects.

The Committee will also deal with routine governance matters during the emergency period.

The Committee must ensure that Governors are kept informed and up to date with operational work of the College, with regular communications being provided to all Governors post each meeting and to ensure ongoing monitoring of the College's business; such subjects to include relevant operational matters, emergency developments and issues, Student applications and enrolments, finance, examinations, premises issues, Government Funding and Staffing matters.

Items which fall within the non-delegable responsibilities of the Corporation as specified in Articles 9 and 10 of the Corporation's Instrument and Articles of Government, will have a decision taken in principle by the Committee, with this being ratified by written resolution of the Corporation, if it's not possible to convene a full Corporation Meeting.

FREQUENCY - Meetings will normally be held once per term in advance of a Corporation meeting and any other meeting as required.

AUTHORITY - The Committee has specific authority as delegated by the Corporation from time to time.

REPORTING

Formal minutes will be taken of all meetings and the latest draft minutes will be presented by the Committee Chair to the next meeting of the Corporation. Minutes will be approved and signed at the next meeting of the Committee. Where confidential minutes are taken, these will be circulated in accordance with the Corporation's procedures regarding confidential business.



BHASVIC

Emergency Governance reporting procedures: Papers will be provided for substantive items and for other subjects as required, prior to the meeting and in agreement with the Chair; papers will include an executive summary and recommended action/proposed decision making in respect of any substantive items. Agenda and papers will be circulated to all Governors (subject to the usual confidentiality procedures), prior to the meeting which will enable questions and concerns to be raised by all Governors and to ensure that they are kept informed. The Principal (or SLT alternate) may also inform the Committee through the Chair and GP/Clerk, via email, text or other electronic means about other general operational issues which are unlikely to be contentious and not requiring Governors' discussion, subject to the Committee having the authority to move any item to a formal Committee meeting for consideration.

Approval history

Corporation Approved: July 2022

Revised at March 2023 Corporation (re Principal complaint against the Chair) and further updated re Co-Chairs presence at every meeting at July 2023 Corporation Meeting.

Reviewed via S & G Committee and approved at Corporation July 2024 – incorporated Emergency Governance Committee (EGC) terms of reference

Reviewed via S & G Committee and approved at Corporation July 2025

Review Date: Annual