BHASVIC

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. The Chair/s of Corporation or Vice-Chair/s will act as the Committee Chair.

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.

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.
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.
6) To develop remit for Governors' succession planning.

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.

OTHER – Senior Postholders (the Principal)
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:

The Corporation shall be responsible for the following functions-
3 (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;

(reference: BHASVIC Articles of Government; Article 3 (e) Responsibilities of the Corporation, the Principal and the Clerk)

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.