



New College Stamford

SEARCH & GOVERNANCE COMMITTEE

TERMS OF REFERENCE

APRIL 2017

**Approved by the Corporation
at its meeting on 5th April 2017**

- 1. Constitution**
 - 1.1 The Corporation hereby resolves to adopt the following Terms of Reference for the Search & Governance Committee and to terminate the Terms of Reference of the previous Search Committee with immediate effect.

- 2. Objectives and Purpose**
 - 2.1 To make recommendations to the Board on the nomination of candidates for appointment as governors, and co-options on to committees, in accordance with the Instrument & Articles of Government.
 - 2.2 To advise the Board on appointments to the Boards of subsidiary companies.
 - 2.3 To monitor the performance of governors and to advise the Board on procedures to promote effective governance.

- 3. Membership**
 - 3.1 This Committee will consist of at least four governors comprising the Chair and Vice Chair(s) of the Corporation and the Chairs of the Corporation Committees from time to time.
 - 3.2 The Principal will also serve on this committee.
 - 3.3 In addition, the Committee may co-opt up to two persons who are not Corporation Members for terms of up to four years.

- 4. Quorum**
 - 4.1 The quorum will be three members.

- 5. Chair and Vice Chair**
 - 5.1 The Committee will elect a Chair from amongst its membership. However, the Chair of the Board or, in the absence and of the Chair, the Vice Chair will chair the meeting when matters relating to remuneration are being considered.

- 6. Clerk to the Committee**
 - 6.1 The Clerk to the Committee will be the Clerk to the Corporation, who will keep a record of all meetings.

- 7. In attendance**
 - 7.1 The Committee may invite advisors, any Governor or members of staff to attend a meeting to provide information.

- 8. Remit**
 - 8.1 Search
 - 8.1.1 To determine the process whereby candidates are nominated and selected for membership of the Board and co-option on to Corporation Committees.
 - 8.1.2 To advise the Corporation on the appointment of external governors.
 - 8.1.3 To advise the Corporation on the reappointment of external governors following evaluation of the contribution made by those individual governors.

- 8.1.4 To consider and advise the Corporation on the composition and balance of professional knowledge of the Corporation and its Committees.
- 8.1.5 To advise the Corporation on the appointment of the Chair and Vice Chair and annual review of Committee membership including appointment of Committee Chairs.
- 8.1.6 To advise the Corporation on appointments to the Boards of subsidiary companies.
- 8.1.7 To review regularly:
- the skills matrix of the Corporation
 - Governors' attendance at Corporation and Committee meetings and development events.
 - Procedures for induction and development of Governors.
 - The maintenance of the Register of Members' Interests.
- 8.2 **Governance**
- 8.2.1 To advise the Corporation on matters relating to the governance of the College and any matters which the Corporation may remit to the Committee.
- 8.2.2 To advise the Corporation on the annual process of Governance Self-Assessment, including the Self-Assessments of Corporation Committees, and monitor any associated action plans.
- 8.2.3 The Committee is authorised by the Corporation to obtain outside legal or other independent advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers it necessary, provided that the Committee may not incur direct expenditure in this respect in excess of £1,000 without the prior approval of the Corporation.
- 9. Frequency of Meetings**
- 9.1 The Committee will meet at least once a term and at other times as determined by the Chair or as requested by the Corporation.
- 10. Reporting Procedures**
- 10.1 Recommendations for Corporation decision will be included on the agenda of the next Corporation meeting after the date of the Committee meeting.
- 10.2 Minutes of Committee meetings, in draft or approved form, will be uploaded to Board IQ for information.
- 10.3 Minutes will be made available for public access in accordance with the Instrument & Articles of Government.
- 10.4 The Committee will report to the Corporation that appropriate action has been taken.
- 11. Amendment**
- 11.1 These Terms of Reference will be reviewed annually and may only be amended by a decision of the Corporation.