

# **THE CORPORATION OF EAST SURREY COLLEGE**

## **SEARCH AND GOVERNANCE COMMITTEE**

### **TERMS OF REFERENCE AND STANDING ORDERS: 2017/2018**

#### **1 INTRODUCTION**

- 1.1 The Terms of Reference and Standing Orders of the Search and Governance Committee may be varied at any time by the Corporation Board.
- 1.2 The Terms of Reference and Standing Orders of the Search and Governance Committee are subject at all times to the provisions of the Instrument and Articles of Government of the Corporation.
- 1.3 Members are required to make known if they or a person with whom they have a close connection (e.g. spouse, partner, child or business associate) has a personal interest (be it financial or otherwise) in a matter before the Committee.

#### **2 TERMS OF REFERENCE OF THE SEARCH AND GOVERNANCE COMMITTEE**

- 2.1 The Committee shall be responsible for advising the Corporation Board on all issues related to membership of the Board and its committees and on all matters related to governance, structure and procedures – including the provision of advice to the Board on the appointment of members – the provision of development and training to enable members to fulfil their responsibilities as members of the Board, and the review of all procedural and policy matters related to effective corporate governance.
- 2.2 The Committee shall have regard at all times to the provisions of the Instrument and Articles of Government, to the policies of the Board and to the recommendations of the Committee on Standards in Public Life.
- 2.3 In seeking new appointments, the Committee will seek candidates from as wide a field as possible by making appropriate use of advertising, executive search, consultation with relevant groups within its community and by maintaining a data base of interested and appropriate people.
- 2.4 The Committee will undertake an annual review of the composition of the governing body in order to consider whether the constituent membership is appropriate to the strategic direction of the College and will report its findings to the Board for further consideration.
- 2.5 The Committee will undertake the termly consideration of key areas of risk which have been assigned to the Committee by the Board.
- 2.6 The Committee will undertake a regular Skills Audit of the membership of the Board and will review the outcome of the audit in order to identify any skills gaps when appointing new members.
- 2.7 The Committee will undertake a regular Diversity Audit of the membership of the Board and will review the outcome of the audit in order to identify any diversity issues to be addressed when appointing new members.

- 2.8 The Committee will undertake a termly review of the development and training needs of the Board and will recommend an annual development and training programme to the Corporation.
- 2.9 The Committee will undertake a regular review of the Governance Key Performance Indicators.
- 2.10 The Committee will review any issues arising from the annual update of the Register of Interests and Governors' Eligibility.
- 2.11 The Committee will undertake an annual review of key governance documents.
- 2.12 The Committee will undertake an annual review of its Terms of Reference and Standing Orders and of its Schedule of Business.
- 2.13 The Committee will submit an annual report on its activities to the Board.

### **3 MEMBERSHIP OF THE SEARCH AND GOVERNANCE COMMITTEE**

- 3.1 The membership of the Committee will be reviewed and determined as and when appropriate by the Board.
- 3.2 All members of the Board will be eligible to serve on the Committee.
- 3.3 Unless otherwise agreed by the Board, the Committee will normally comprise five members:
  - the Chair of the Board
  - three members of the Board, subject to 3.4
  - the Principal and Chief Executive
- 3.4 The Board may appoint one External Co-opted Member, an individual who shall have relevant skills and experience, to be included in the total membership of five.
- 3.5 Where it is known in advance of a meeting that a member with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Clerk, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting.

### **4 TERM OF OFFICE**

- 4.1 The term of office of members of the Search and Governance Committee will normally be four years unless determined otherwise by the Board.
- 4.2 A member of the Search and Governance Committee may resign from membership of the Committee by giving notice in writing to the Clerk to the Corporation.
- 4.3 A vacancy which arises during the period of office of the Committee will be filled by the appointment of a new member by the Board.
- 4.4 Members retiring at the end of the period of office shall be eligible for reappointment by the Board.

## **5 APPOINTMENT OF CHAIR OF THE COMMITTEE**

- 5.1 The Chair of the Committee shall be appointed by the Board. The Chair of the Board shall normally be appointed as Chair of the Committee.
- 5.2 Staff and Student members, the Principal and Chief Executive and any External Co-opted Member shall not be eligible to serve as Chair.
- 5.3 The Chair will hold office for two years or for a longer period if this is considered to be appropriate. Normally the period of office will commence at the first meeting of the academic session.
- 5.4 If the Chair is absent from any meeting of the Committee the members of the Committee present shall choose one of their number to act as Chair for that meeting having regard to the provisions of paragraph 5.2.
- 5.5 The Chair may at any time resign from office by giving notice in writing to the Clerk to the Corporation.
- 5.6 The retiring Chair shall normally be eligible for re-appointment.

## **6 QUORUM**

- 6.1 Meetings of the Committee shall be quorate if at least three members are present.
- 6.2 If the number of members of the Committee assembled for a meeting of the Committee does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Committee the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 6.3 If for the lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he or she thinks fit, cause a special meeting to be summoned as soon as practicable.

## **7 FREQUENCY OF MEETINGS OF THE SEARCH AND GOVERNANCE COMMITTEE**

- 7.1 Meetings of the Search and Governance Committee will normally be held three times per year, one meeting to take place in each term.
- 7.2 All meetings of the Search and Governance Committee will be summoned by the Clerk who shall send to the members written notice of the meeting and a copy of the agenda at least seven days in advance of the meeting.
- 7.3 A special meeting of the Search and Governance Committee may be called by the Chair and if necessary the arrangements detailed in paragraph 7.2 may be varied.

## **8 PROCEEDINGS OF MEETINGS OF THE SEARCH AND GOVERNANCE COMMITTEE**

- 8.1 Every question to be decided at a meeting of the Search and Governance Committee shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 8.2 No resolution of the Search and Governance Committee may be rescinded or varied at a subsequent meeting of the Committee unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

- 8.3 The proceedings of meetings of the Search and Governance Committee will be recorded in the minutes prepared by the Clerk to the Committee. Minutes of meetings (regardless of whether or not they have been confirmed as being a true record) will be presented to the subsequent meeting of the Board.
- 8.4 Separate minutes will be taken of any issues which are regarded by the Principal and Chief Executive, and by the Search and Governance Committee, to be confidential, in accordance with the requirements of the Instrument and Articles of Government and the Freedom of Information Act 2000 and as such the subsequent publication will be restricted. For example, if a potential candidate for membership of the Corporation is found to be unsuitable by the Search and Governance Committee the details will not be specified in the documentation presented to the Corporation or available for reference by members of the public.
- 8.5 Members who have an interest in an item before the Search and Governance Committee may be required to withdraw from the meeting. The provisions of the Instrument and Articles of Government will be applied to determine the extent and the relevance of an interest.

## **9 CLERK TO THE SEARCH AND GOVERNANCE COMMITTEE**

- 9.1 The Clerk to the Search and Governance Committee will be the Clerk to the Corporation.
- 9.2 The Clerk will be supported in her/ his work by her/ his designated representatives.

## **10 ACCESS TO MEETINGS OF THE SEARCH AND GOVERNANCE COMMITTEE**

- 10.1 Access to meetings of the Search and Governance Committee will be limited to members of the Committee, the Clerk to the Committee and any persons expressly invited to attend all or part of a meeting by the members of the Committee.
- 10.2 Any member of the Board, or External Co-opted Member of a committee, who wishes to attend a meeting of the Search and Governance Committee, may do so with the approval of the Chair of the Committee.

## **11 REVIEW OF TERMS OF REFERENCE AND STANDING ORDERS**

The Terms of Reference and Standing Orders of the Search and Governance Committee shall normally be subject to formal annual review.