

GOVERNANCE COMMITTEE - TERMS OF REFERENCE

1. OVERRIDING REQUIREMENTS OF THE ARTICLES OF GOVERNMENT RELATING TO SEARCH COMMITTEES

The Corporation shall establish a committee, to be known as the Search Committee, to advise on the appointment of members of the Corporation and such matters relating to membership and appointments as the Corporation may remit to them. The Corporation shall not appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of the Search Committee in relation thereto. The Corporation may make rules specifying the procedures for the conduct of the Search Committee and a copy of any such rules, together with the remit of the Search Committee and its advice to the Corporation, shall be available for inspection by any member of the public during normal office hours.

2. MEMBERSHIP

- 2.1. The Committee will consist of the Chair and the Principal who shall be ex officio members, plus at least three other members of the Corporation who shall be elected by the Corporation.
- 2.2. The Committee may invite an external co-opted member to this Committee
- 2.3. The Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the process of search, or to verify that the selection process is independent and free from any form of patronage.
- 2.4. The Committee will elect a Chair and Vice Chair from its membership.
- 2.5. The Director of Governance shall be the Clerk to the Committee.

3. PERIOD OF OFFICE

- 3.1. The period of office will be in line with Corporation membership.
- 3.2. If there is a change in the Chair of the Corporation the ex-officio membership will change automatically.
- 3.3. Any elected member shall be eligible for reappointment.

4. MEETINGS

The Committee will meet at least twice each year, plus other occasions when circumstances require.

5. QUORUM

The meetings will require a quorum of three members from the Committee.

6. RESPONSIBILITIES OF THE GOVERNANCE COMMITTEE

SEARCH AND RECRUITMENT

- 6.1. To develop a list of appropriate persons interested, or potentially interested, in making a voluntary contribution to the work of the Corporation.
- 6.2. To initiate regular searches through consultation with interested bodies including local community / employer representatives and local authorities. To research, where a vacancy occurs or is anticipated, suitable candidates through a process of interview and confidential references. In making recommendations the committee will present a résumé of the strengths and weaknesses of each candidate.
- 6.3. To receive the skills audit reviews of current members. These will be monitored to identify areas of expertise or interest which are under represented, which should be taken into account when vacancies occur.
- 6.4. To receive regular attendance records of Corporation members and regular reports on Board composition, and make any appropriate recommendations as a consequence.
- 6.5 To advise the Corporation with regard to the training and induction of members of the corporation.
- 6.6 To supply regular reports to the Corporation without compromising the statutory requirements of the Data Protection Act.
- 6.7 To evaluate the contribution and attendance of existing members of the Corporation who may be seeking re-nomination, and to make recommendations to the Corporation regarding re-appointment in accordance with the Corporation's statutory byelaws.

GOVERNANCE DEVELOPMENT

The Committee will be responsible for the development, review and advice to the Corporation on all matters relating to the effectiveness of College governance. In carrying out this function the Committee will -

- 6.8 Biennially, or as required, review the Corporation's Instrument and Articles of Government and byelaws.
- 6.9 Annually review the Corporation's Code of Conduct and ensure that arrangements exist for identifying potential conflicts of interest between

Governors' business or private concerns and their responsibilities as a Corporation member.

- 6.10 Recommend ways in which the Governing Body can enhance its efficiency and effectiveness
- 6.11 Consider annually priorities for Governor Development and monitor the delivery of the Governance Quality Improvement Plan and agreed targets on a termly basis.
- 6.12 Ensure compliance with the requirements of the Instrument and Articles of Government and with any other relevant body requirements in relation to governance.
- 6.13 Advise the Corporation on governance self-assessment and evaluation procedures and assist its review of its effectiveness.
- 6.14 Make recommendations to the Corporation as to the content of the Governance element of the College's annual Self Assessment Report
- 6.15 To consider any governance issues identified during internal and/or external audits of the College and report to the Corporation on recommended remedial action.
- 6.16 Review best practice in governance in the sector and advise the Corporation of appropriate action as necessary.

Approved by Corporation - 6 July 2017