



Committee

Terms of Reference

Committee	Search & Governance Committee
Version	2
Approved by	Search & Governance Committee (17th October 2024)
Date approved	10th December 2024 (Corporation Board)
Lead responsibility	Search & Governance Committee Chair

1. Purpose

1.1. The Articles of Government require the establishment of a Search & Governance Committee to advise on the appointment of members, and such other matters relating to membership and appointments as the Corporation may ask it to. The AoC Code of Good Governance outlines the needs for corporations to:

- Ensure that there are organised and clear governance and management structures, with well-understood delegations.
- Regularly review governance performance and effectiveness.
- Meet and aim to exceed its statutory responsibilities for equality and diversity.

2. Remit

2.1. The purpose of the Committee is to advise the Corporation on the appointment, re-appointment, and development of governors; and to consider all aspects of good corporate governance.

- a) To recommend candidates for re-approval by the Corporation in accordance with the current Instrument and Articles of Government and after following the approved procedure for the re-appointment of Governors.
- b) Monitor and evaluate the success of individual Member appointments and advising the Corporation on the suitability of Members for re-appointment, acknowledging the value of refreshing its membership.
- c) Determine or advise on such matters relating to membership and good governance as the Corporation may delegate to the Committee.
- d) Monitor the diversity profile of Corporation Members and having due regard for the benefits of diversity in membership, making recommendations regarding appointments to remedy any under-representation when appropriate. The Committee shall have regard to the College's obligations under all aspects of discrimination legislation.
- e) Advise the Corporation on the balance of skills, experience, and knowledge appropriate to its strategic objectives, carrying out a regular skills audit to identify any gaps in the profile adopted by the Corporation and developing strategies to address any deficiencies and for succession planning for the office of Chair and other offices held by Governors.
- f) To approve policies and procedures for the induction and continuing professional development of Members.
- g) Reviewing the Standing Orders of the Corporation and its governance structure and make recommendations to the Corporation on any aspects of its corporate governance and addressing issues relating to good governance and considering the approval of governance-related policies and procedures.
- h) Undertaking any special/specific projects which the Corporation may delegate to the Committee.

- i) To review the programme for the Governors' training and development.
- j) To produce an annual report describing the work of the Committee, including the Board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation.

3. Authority

- 3.1. The Search & Governance Committee is a Committee of the Corporation established under and operating in accordance with the terms of Article 5 of its Statutory Articles of Government.
- 3.2. The Committee will advise the Board with regard to:
 - the appointment of members (other than as a staff or student member); and
 - such other matters relating to membership and appointments as the Corporation may ask it to.
- 3.3. The Committee is a committee of the Derwentside College Further Education Corporation and as such its actions are open to scrutiny and approval by the full Corporation. The delegation of functions does not absolve the Corporation from accountability for the conduct and decisions of its committees.
- 3.4. The Corporation remains responsible for the proper conduct of the College for undertaking its duties under the Instruments and Articles of Government and for complying with the other legislation to which it is subject. The Terms of Reference of the Committee may be varied at any time by the Corporation.

4. Composition

- 4.1. The Committee shall comprise up to four members. The Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

5. Frequency of Meetings

- 5.1. The Committee will meet not less than three times a year.

6. Quorum

- 6.1. The quorum for meetings shall be 40% of committee membership, subject to a minimum of two, including co-opted members – the majority of whom shall be Corporation members.

7. Chair

- 7.1. The Chair of the Committee will be appointed by the members of the Committee/appointed by the Corporation for a term of four years.
- 7.2. The retiring Chair will be eligible for re-appointment.
- 7.3. In the absence of the Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

8. Clerk to the Committee

8.1. The Head of Governance shall act as Clerk to the Committee.

9. Term of Office

9.1. Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed.

9.2. Co-opted members will be appointed for a term of one-year and will be eligible for re-appointment if their membership is approved by the Corporation.

9.3. Members may terminate their membership by notice of resignation to the Head of Governance.

10. Other Arrangements

10.1. The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

10.2. The Committee shall report to Corporation by circulating minutes.