

SEARCH COMMITTEE

Terms of Reference and Standing Orders

1 Introduction

- 1.1 The Terms of Reference and Standing Orders of the Search Committee may be varied at any time by the Corporation.
- 1.2 The Terms of Reference and Standing Orders of the Search 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 or child) has a personal interest (be it financial or otherwise) in a matter before the Committee

2 Terms of Reference of the Search Committee

- 2.1 The Committee shall be responsible for recommending external candidates for consideration by the Governors Appointment Panel before appointment to the Board of the Corporation.

The Committee shall also be responsible for directly making recommendations to the Board concerning the re-appointment of current members.
- 2.2 The Committee shall be responsible for determining the process whereby candidates are recommended for appointment having regard to the provisions of the Instrument of Government and the Policy of the Board of the Corporation
- 2.3 The Committee will seek candidates from as wide a field as possible by making appropriate use of advertising, consultation with interested bodies and maintaining a data base of interested and appropriate people.
- 2.4 The Committee will scrutinise the past performance of governors before nominating their reappointment. In particular, when a person has already served two terms, the Committee will advise the Corporation whether a further reappointment is in the Corporation's best interest.
- 2.5 The Committee will operate within the Appointment and Succession Planning Policy and Procedure for Members of the Board of the Corporation process approved by the Board of the Corporation.
- 2.6 The Committee is responsible for making recommendations to the Board of the Corporation for members and co-opted member's Expense Policy.
- 2.7 The Committee is responsible for making recommendations to the Board of the Corporation for the Role and Persons' Specifications for Board members and the Chairperson of the Board.

2 Terms of Reference of the Search Committee

- 2.8 To consider and review the Group's Governor Training, Induction and Mentoring Policy.
- 2.9 To undertake an annual self-assessment of the Committee's effectiveness.
- 2.10 To review, on an annual basis, the skills audit of Board members.
- 2.11 To review the composition of the Board of the Corporation including its gender, ethnicity and disability balance always ensuring that equality, diversity and inclusion matters are taken into account in any membership recommendations that are made to the Board of the Corporation.
- 2.12 To review the Appointment and Succession Planning Policy and Procedure for Members of the Board of the Corporation.
- 2.13 To review the Group's Governor Ready Programme.
- 2.14 To review the Governor Skills, Knowledge and Experience Register on an annual basis taking its content into account when considering appointments to the Board of the Corporation.
- 2.15 To note the Student and Staff Governor appointments to the Board of the Corporation.

3 Membership of the Search Committee

- 3.1 The Committee will comprise of 6 persons:
 - the Chairperson of the Corporation.
 - the Principal and Chief Executive Officer.
 - one member of the Corporation; and
 - three persons who have been co-opted by the Corporation to represent the interests of the community and who are not members of the Corporation.
- 3.2 The persons co-opted to serve on the Committee will be persons of established standing, reputation and integrity in the community which the Group serves but who are independent of the Group. Such members will be free from any business or other relationship with the Group which might compromise the exercise of their independent judgement
- 3.3 Staff and student members of the Corporation will not be eligible to serve as members of the Search Committee.

4 Term of Office

- 4.1 The term of office of members of the Search Committee will normally be four years unless determined otherwise by the Corporation.
- 4.2 A member of the Search Committee may resign from membership of the Committee by giving notice in writing to the Corporation Secretary.
- 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 Corporation.
- 4.4 Members retiring at the end of the period of office shall be eligible for reappointment by the Corporation

5 Appointment of Chairperson and Vice Chairperson

- 5.1 The members of the Committee will appoint a Chairperson and Vice Chairperson from amongst their number. If a co-opted member is appointed as either Chairperson or Vice Chairperson, they will be required to present reports of the Committee's business to the Board of the Corporation.
- 5.2 The Chairperson and Vice Chairperson shall hold office for at least two years. Normally the period of office will commence at the first meeting of the academic session.
- 5.3 If both the Chairperson and Vice Chairperson are absent from any meeting of the Committee the members of the Committee present shall choose one of their number to act as Chairperson of that meeting having regard to the provisions of paragraph 5.1.
- 5.4 The Chairperson and Vice Chairperson may at any time resign their respective offices by notice in writing to the Corporation Secretary.
- 5.5 The Chairperson and Vice Chairperson retiring at the end of their respective terms of office shall be eligible for reappointment

6 Quorum

- 6.1 Meetings of the Committee shall be quorate if 2 or more 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 thereof, 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 Chairperson 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 Committee

- 7.1 The Committee shall meet as many times as it considers appropriate during an academic year but shall meet at least annually.
- 7.2 All meetings of the Search Committee will be summoned by the Corporation Secretary who shall send to the member's written notice of the meeting and a copy of the agenda at least five working days in advance of the meeting.
- 7.3 A special meeting of the Search Committee may be called by the Chairperson and if necessary, the arrangements detailed in paragraph 7.2 above may be varied.
- 7.4 The minutes of every meeting of the Search Committee will be presented to the Board of the Corporation at the next available opportunity. The Chairperson of the Committee will provide members of the Board of the Corporation with a verbal report of the meetings considerations and key matters.

8 Proceedings of Meetings of the Search Committee

- 8.1 Every question to be decided at a meeting of the Search 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 Chairperson of the meeting shall have a second or casting vote.
- 8.2 No resolution of the Search 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 the meetings of the Search Committee will be recorded in the minutes prepared by the Corporation Secretary. 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 Corporation.

9 Secretary to the Search Committee

- 9.1 The Secretary to the Search Committee will be the Corporation Secretary or in their absence the Deputy Corporate Secretary.

10 Access to Meetings of the Search Committee

- 10.1 Access to meetings of the Search Committee will be limited to members of the Search Committee, the Corporation Secretary and any persons expressly invited to attend all or part of a meeting by the members of the Search Committee.

11 Public Inspection

- 11.1 The Search Committee's terms of reference, together with the Committee's advice to the Board of the Corporation, will be made available, by the Corporation Secretary, for inspection to any members of the public during normal office hours and on the Group's website.