

Purpose:

- **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 and Articles of Government.**
- **To advise the Board on appointments to the Boards of subsidiary companies.**
- **To monitor the performance of governors and to advise the Board on procedures to promote effective governance.**

1. Membership

1.1 This committee will comprise at least six governors.

1.2 The Chair, Vice Chair, Chair of Audit and Chairs of functional committees and the Principal will usually serve on this committee. In exceptional circumstances, Committee Vice Chairs may represent the Committee Chair.

1.3 Co-options will be permitted.

2. Quorum

2.1 The quorum will be 40% of members as stated in paragraph 1.2 and must include either the Chair or Vice Chair.

3. Chair

3.1 The Chair of the Board or, in the absence of the Chair, the Vice Chair will chair the meeting.

4. Clerk

4.1 The Clerk to the committee will be the Clerk to the Corporation.

5. In attendance

5.1 The Committee may invite any governor or member of staff to attend a meeting to provide information.

6. Remit

6.1 Search

6.1.1 To determine the process whereby candidates are nominated and selected for membership of the Board and co-option onto Board committees.

6.1.2 To advise the Board on the appointment of external governors.

6.1.3 To advise the Board on the reappointment of external governors following evaluation of the contribution made by those individual governors.

- 6.1.4 To consider and advise the Board on the composition and balance of professional knowledge of the Board and its committees.
- 6.1.5 To advise the Board on the appointment of the Chair and Vice Chair and annual review of committee membership including appointment of committee chairs (bar the Audit Committee).
- 6.1.6 To advise the Audit Committee on the membership of that Committee.
- 6.1.7 To advise the Board on the appointment of Associates of the College.
- 6.1.8 To advise the Board on appointments to the Boards of subsidiary companies.
- 6.1.9 To review regularly:
 - the Board's skills matrix.
 - The diversity of the Board
 - Governors' attendance at Board and committee meetings and development events.
 - Procedures for induction and development of governors.
- 6.2 Governance
- 6.2.1 To advise the Board on matters relating to the governance of the College and any matters which the Board may remit to the committee.
- 6.2.2 To review policies requiring Board approval and recommend to the Board.
- 6.2.3 To review Terms of Reference for all committees and recommend to the Board.
- 6.2.4 To advise the Board on matters relating to College Strategy.
- 6.3 The committee will have the authority to establish task and finish subgroups involving members of the committee, college managers and other individuals.
7. Meetings
- 7.1 The committee will meet at least once a term and at other times as determined by the Chair or as requested by the Board.
8. Assurance
- 8.1 To monitor and review the remit of the Committee as detailed above in the event of organisational reconfiguration and to provide assurance to the Board that recommendations on the nomination of candidates for appointment as governors, and co-options on to committees are in the best interest of the College.

9. Reporting
- 9.1 Recommendations for Board decision will be included on the agenda of the next Board meeting after the date of the committee meeting.
- 9.2 Minutes of committee meetings, in draft or approved form, will be presented to the next meeting of the Board for information.
- 9.3 Minutes will be made available for public access in accordance with the Instrument and Articles of Government 2008.
10. Amendment
- 10.1 These terms of reference may only be amended by decision of the Board.