

Exeter and North Devon Colleges Group Further Education Corporation

Search and Governance Committee Terms of Reference

1. **Accountability and Purpose**

- 1.1 The Search and Governance Committee is responsible to the Corporation.
- 1.2 Its purpose is to recommend candidates for appointment as governors to the Board, co-opted governors to committees and directors to the Boards of subsidiary companies.
- 1.3 It will also monitor the performance and attendance of governors and advise the Board on procedures to promote effective governance.

2. **Membership**

- 2.1 The committee will comprise of the Chair of the Corporation, the Vice Chair of the Corporation, the Committee Chairs and the Principal/CEO.
- 2.2 Co-options will be permitted.
- 2.3 Staff and student governors will not be permitted to serve on this committee.
- 2.4 The Chair of the Corporation or in the absence of the Chair, the Vice Chair of the Corporation will chair the committee meetings.

3. **Meetings and Quorum**

- 3.1 The committee will meet at least once a term and at other times as determined by the Chair or as requested by the Corporation Board.
- 3.2 Meetings of the committee may be held in person or virtually using a video conferencing platform.
- 3.3 The quorum will be 40% of members of the committee and must include the Chair or Vice Chair.
- 3.4 The Clerk to the committee will be the Head of Governance.
- 3.5 The committee may invite any governor, member of staff or other adviser to attend to provide information.

4. **Remit of the Committee**

4. Search

- 4.1 To determine the process for the nomination and selection of governors and co-opted governors.
- 4.2 To advise the Board on the appointment and re-appointment of independent governors.
- 4.3 To consider and advise the Board on the composition and balance of the professional knowledge, skills and diversity of the Board and its committees.

- 4.4 To advise the Board on the appointment of the Chair and Vice Chair of the Corporation and the Chairs and Vice Chairs of the committees.
- 4.5 To recommend annually the membership of the committees (bar the Audit and Risk Assurance committee)
- 4.6 To advise the Board on the appointment of Patrons of the College.
- 4.7 To advise the Board on the appointments to the Boards of subsidiary companies.
- 4.8 To review governor attendance at Board, committee meetings and development events.
- 4.9 To review the procedures for the recruitment, induction, ongoing development and succession planning for governors.

5. Governance

- 5.1 To advise the Board on matters relating to the governance of the College and any matters which the Board may remit to the committee.
- 5.2 To review governance policies and recommend to the Board for approval.
- 5.3 To review the terms of reference for all committees and recommend to the Board for approval.
- 5.4 To review the role descriptions for all governor roles and recommend to the Board for approval.
- 5.5 To review the standing orders and recommend to the Board for approval.
- 5.6 To oversee and monitor compliance with the Association of Colleges Code of Good Governance.
- 5.7 To oversee the process of the mandatory external governance review including recommending the scope and appointment of the provider to the Board.

6. **Assurance**

- 6.1 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 governor appointments and governance processes are in the best interest of the College.

7. **Reporting**

- 7.1 Recommendations for Board decision will be included on the agenda of the next Board meeting after the date of the committee meeting. The committee will report to the Board that appropriate action has been taken.
- 7.2 Minutes of committee meetings, in draft or approved form, will be made available to the Board before the next meeting of the Corporation for information.
- 7.3 Minutes will be made available for public access in accordance with the Instrument and Articles of Government.

8. **Amendment**

8.1 These terms of reference may only be amended by decision of the Corporation.

Author	External Governance Adviser
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