

# PETROC

## SEARCH AND GOVERNANCE COMMITTEE Terms of Reference

The Search and Governance Committee has responsibility, on behalf of the Board, for considering and advising the Board on the appointment of members of the Board and co-opted members of committees, and on other governance matters delegated to it by the Board.

### 1. Membership and Quorum

- I. The Committee shall comprise a minimum of 3 and a maximum of 5 Governors. One of these Governors (other than the Principal and CEO or a staff or student governor) shall be appointed by the Corporation to be the Chair of the Committee.
- II. The Chair and Vice Chair of the Board as well as any other Governor, apart from co-opted may sit as Committee Chair.
- III. The College Principal and CEO.
- IV. The Quorum shall be 40% of members of the committee.
- V. The Governance Advisor shall function as Clerk to the Committee and shall keep appropriate records of its proceedings.

### 2. In Attendance

- I. Any member of staff may be invited to attend meetings of the Committee by the Corporation, particularly where items relating to their area of responsibility are under discussion, and shall be entitled to speak at such meetings, but not to vote.
- II. The College through the Principal and CEO shall have the power to employ the services of such external advisors, as it deems necessary to fulfil its responsibilities.

### 3. Co-opted Member(s)

- The Corporation may co-opt onto the Committee up to two persons who are not members of the Corporation, but who have relevant experience and or expertise.

### 4. Mode of Operation

- I. The Committee shall meet three times each year at least once per term and on other occasions, if deemed necessary.
- II. The agenda of each meeting shall be prepared by the Governance Advisor in consultation with the Chair of the Committee and the Principal and CEO. This will be circulated together with all relevant agenda papers to all members of the Committee at least seven days before each meeting.
- III. Where matters of a sensitive or confidential nature are to be discussed at a meeting, the Governance Advisor, in consultation with the Committee Chair and if necessary the Chair of the Corporation, shall reserve these

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matters to a confidential agenda and subject to the rules as to quoracy set out above, to exclude any, or all, participants and observers, except the Governance Advisor. Details and papers of such agenda shall not be made non-confidential unless the circumstances which caused them to be considered as sensitive or confidential no longer pertain.

- IV. The Committee has no power to make spending decisions outside of the annual budgeting process. Any additional requirements to allocate resources are to be referred to the Corporation.
- V. The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy above) to exclude any, or all, participants, and observers, except the Governance Advisor.
- VI. No person other than a member of the Committee or the Governance Advisor shall be entitled to attend meetings of the Committee except at the invitation of the Committee.

## 5. Duties

- Interviewing and nominating candidates to fill Governor vacancies on the Board and for determining the process whereby candidates are identified and nominated.
- Initiating searches for potential candidates and considering and advising the Board on the composition and balance of the Board, taking into account a regular audit of the skills of the Board.

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- Considering succession planning for Board postholders, including the Chair, Vice-Chair and Committee Chairs through an open and transparent recruitment process including external advertisement, where appropriate and making recommendations to the Board.
- Developing policies and procedures for the induction, training and appraisal of Board members and overseeing and reviewing the implementation of such policies and procedures.
- Developing and keeping under review such other policies and procedures as required for the effective governance of the College including but not exclusively.
  - Standing Orders
  - Scheme of Delegation
  - Instrument and Articles
  - Code of Conduct
  - Rules for the appointment, re-appointment, and removal of Governors
  - role descriptions and person specifications for Board members.
  - define the terms of appointment for Board members.
  - the encouragement of nominations, including self-nomination.
  - the use of advertising and/or consultation with interested bodies when seeking candidates to fill vacancies.
  - procedures for the induction, self-assessment and continued briefing and development of Governors.
  - monitoring and review of the requirements of the Code of Good Governance
- Monitoring and review of Skills Matrix
- Reviewing the workings of the Board and its committees and making recommendations to the Board to support it in ensuring effective governance, having due regard to the Instrument and Articles of Government.
- Reviewing the outcomes of the annual Governors' self-assessment and monitoring progress against the Governor development Plan
- Considering and reviewing risks relating to the work of the Committee and monitoring any action plans
- To consider any other specific issues referred to the Committee by the Board.

## 6. Minutes

- I. Draft Minutes of all meetings of the Committee shall be prepared by the Governance Advisor in consultation with the Principal and CEO and Chair of the Committee and circulated as soon as practicable after the meeting to all members of the Committee.
- II. Draft minutes will normally be considered, amended if necessary, and then approved, at the following meeting of the Committee.

## 7. Report of Meetings

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- I. The Chair of the Committee in consultation with the Governance Advisor, shall prepare an update of the committee meeting, including any resolutions and recommendations passed by the Committee, and this report will be presented by the Chair of the Committee to the next meeting of the Full Board.

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