



CORPORATION OF CITY COLLEGE

Search & Governance Committee **Terms of Reference**

1. The Search & Governance Committee is a committee of the Corporation established under the terms of clause 5 of the Articles of Government (2008).
2. The purpose of the Committee is to advise the Corporation on the appointment, re-appointment and appraisal of governors and to consider all aspects of good governance.

In discharging its role the Committee is also to be mindful of ensuring that the information received by it and all decisions taken are centred on improving the experience of students at the College and levels of achievement.

3. The Committee is required to adopt open and transparent procedures for the recruitment and selection of governors, to ensure that the composition of the Corporation broadly reflects the community the College serves in terms of age, gender, ethnicity, geographical spread, experience, etc. It is the Corporation's view however that achieving a balance is, however, a secondary consideration to the most important requirement, which is that a candidate must be personally suitable for appointment with the appropriate skills required.

Membership and Operation

4. The Committee shall consist of five members appointed by the Corporation.
5. The Committee shall be served by the Clerk to the Corporation or his/her deputy.
6. The Chair shall be elected by the members of the Committee.
7. The quorum shall be three members of the Committee. In the event of the Chair being unable to attend, the remaining members shall elect a Chair from among those present.
8. The Chair shall have the power to invite other individuals to attend any meeting if deemed appropriate to the business.
9. 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 at paragraph 6 above) to exclude any, or all, participants and observers, except the Clerk to the Corporation.

10. The Committee shall undertake an annual review of these terms of reference and recommend any changes needed to the Corporation for approval.

Responsibilities

11. The Committee shall address issues relating to corporate good governance and consider and approve governance related policies and procedures.
12. The Committee shall be responsible for recommending candidates for the approval of the Corporation (excluding staff or student members).
13. The Committee shall be responsible for determining the process by which nominations for staff members are sought and elections undertaken.
14. The Committee shall from time to time make recommendations to the Corporation on its composition and balance, and on the procedures for appointment to the Corporation including external co-opted committee members.
15. The Committee shall maintain an overview of the skills and expertise of members and undertake a skills audit at least every two years.
16. The Committee shall evaluate the contribution made by existing individuals before proposing their re-appointment, especially after two terms of office.
17. The Committee shall consider issues relating to corporate governance and approve related policies and procedures.
18. The Committee shall develop and recommend to the Corporation policies and procedures for the training/development and induction of members.
19. The Committee shall undertake an annual review of the Committee's own performance and its terms of reference.

GENERAL NOTES

1. *The Cadbury Report (with reference to the Boards of listed public limited companies) attaches considerable importance to the process whereby non-executive directors are selected. There is no reason to attach any less importance to the selection of Corporation Members, especially since they are accountable for public monies and have to discharge significant public responsibilities.*

This is what the Cadbury Committee recommends at para. 4.15 of its report:

"Given the importance of the distinctive contribution, non-executive directors should be selected with the same impartiality and care as senior executives. We recommend that their appointment should be a matter for the Board as a whole and that there should be a formal selection process, which will reinforce the independence of non-

executive directors and make it evident that they have been appointed on merit and not through any form of patronage. We regard it as good practice for a nomination committee to carry out the selection process and to make proposals to the Board."

2. *The First Report of Lord Nolan's Committee on Standards in Public Life (Vol.1, Cm 2850-1, May 1995) contains recommendations regarding appointments to the boards of "Non-Departmental Public Bodies" (NDPBs), which can be usefully extended to appointments to governing bodies of further education colleges.*

In Chapter 4 of the Report Lord Nolan's Committee recommends that appointments should be made "on the basis of merit" with the aim of achieving "a balance of relevant skills and backgrounds". The Committee also recommends that all appointments to executive NDPBs should be made after advice from a panel committee "which includes an independent element", and that the appointments process should be open.



CODE OF PRACTICE FOR PUBLIC APPOINTMENTS PROCEDURES

(Adapted from the first report of Committee on Standards in Public Life and adopted by the Search & Governance Committee)

Defining the task (job description) and the qualities sought ("person specification")

- Job descriptions and a summary of the key qualities sought "a person specification" should always be documented, be publicly available, be sent to all candidates and be held for scrutiny by the Corporation.
- A description of the appointments process should be similarly documented and made available.

Identifying a field of candidates

- A wide field of candidates should be obtained by making appropriate use of:
 - Advertising - both general and for individual posts
 - Executive search
 - Consultation with interested bodies, which should always include any recognised consultative/user groups and, for local appointments, the elected local authorities
 - Maintaining and using databases of interested and appropriate people
- It should always be possible for anyone to nominate anyone, including themselves, and this should be made clear in all advertising and publicity.

Selecting a shortlist and recommending candidates to the Corporation

- The sifting of candidates should be undertaken or overseen by the Search & Governance Committee.
- Any candidate recommended to the Corporation should have been approved as suitable for the post by the committee, taking up references where appropriate.

Choosing the preferred candidate(s)

- Appointments should be made on the basis of merit, with the aim of achieving a balance of relevant skills and backgrounds on the Corporation.
- Candidates should not normally be appointed without having been interviewed by the Search Committee.
- Any potential conflicts of interest should be identified.
- Re-appointments should not be automatic. The performance of the postholder should be reviewed.

Confirming the appointment

- All appointments should be confirmed in writing

Length of appointment

- The policy of the Corporation in Standing Orders recognises the advice of the Nolan Committee in respect of the number of years and lengths of appointment that Members of the Corporation can serve.