



## **DN COLLEGES GROUP**

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **TERMS OF REFERENCE**

#### **1. Background and Purpose**

- 1.1 The Search and Governance Committee is formally established by the DN Colleges Group Board, in line with the requirements of its Instrument and Articles of Government;
- 1.2 Overall, the Search and Governance Committee's role shall be to advise and make recommendations to the Corporation on:
  - The Governor recruitment and appointment process, in line with the requirements of the Instrument and Articles of Government and the skills needs of the Board, its committees, and subsidiary companies;
  - The effectiveness of the Corporation's governance structure / arrangements, through annual review / self-assessment.

#### **2. Membership and Terms of Appointment**

- 2.1 The membership of the Search and Governance Committee shall be at least 6 members appointed by the Corporation;
- 2.2 Members shall normally serve on the Committee for a period of two College years and, subject to consideration by the Search and Governance Committee, shall be eligible for re- appointment to the Committee by the Corporation;
- 2.3 The Search and Governance Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively;
- 2.4 The Clerk (or a nominee) shall act as clerk for all meetings, except where consideration of matters relating to the Clerk is undertaken, when the provisions of the Instrument of Government will apply;
- 2.5 Members of the Senior Leadership Team (SLT) shall attend meetings, as appropriate;
- 2.6 Other Members of the DN Colleges Group Board may attend meetings by arrangement / agreement with the Clerk and the Chair of the Search and Governance Committee but shall not have a vote or count towards the quorum.

#### **3. Election of Chair and Vice Chair**

- 3.1 The Chair of the Search and Governance Committee shall be elected for a two-year term;
- 3.2 The Vice Chair of the Search and Governance Committee shall be elected for a two-year term;
- 3.3 The Chief Executive is not eligible to be appointed as Chair or Vice Chair.

#### **4. Frequency and Conduct of Meetings**

- 4.1 The Search and Governance Committee shall meet at least twice per year (scheduled annually in advance) to align with timely reporting to meetings of the DN Colleges Group Board;
- 4.2 Search and Governance Committee meetings will be conducted in accordance with the Instrument and Articles of Government, Corporation Standing Orders, and these Terms of Reference.

#### **5. Quorum**

- 5.1 The quorum for meetings of the Search and Governance Committee shall be 40% of committee membership, of which at least three should be External Governors.
- 5.2 To avoid a meeting being cancelled due to quoracy issues, other Corporation Board members can be called to attend a meeting at short notice.

#### **6. Responsibilities of the Search and Governance Committee**

##### **Search**

- 6.1 To regularly consider succession planning of the Corporation, and its Committees, with particular focus on the roles of Chair and Vice Chair(s) of the Corporation and Chairs of Committees.
- 6.2 To consider the Corporation Members Skills Audit in the context of impending member vacancies and appointment of new members
- 6.3 To identify persons wishing to serve as Corporation Members, members of the College Stakeholder Boards, and / or directors of the Corporation's wholly owned subsidiary companies; this may include advertising / use of external organisations and initiatives;
- 6.4 To establish procedures in line with safer recruiting guidance for the interviewing / selection of Governors which includes consideration of the balance of skills and expertise, and equality and diversity (appointments to be approved by the Corporation);
- 6.5 To establish a policy / procedure, and advise and make recommendations on the re-appointment of members of the Corporation;
- 6.6 To advise and make recommendations to the Corporation on committee and College Stakeholder Board membership;
- 6.7 To implement (with the Clerk), monitor and evaluate governor induction arrangements;

##### **Governance**

- 6.8 To establish the framework, on an annual basis, for a self-assessment of governance by the Board and oversee any action plans for the improvement of governance practices;
- 6.9 To implement, monitor and evaluate governor development activities;
- 6.10 To regularly monitor governor attendance and take appropriate action to achieve good

attendance by all governors;

- 6.11 To review and make recommendations to the Corporation on governance policies and procedures, for example the Instrument and Articles of Government, Standing Orders, Scheme of Delegation, Governor Code of Conduct, Conflict of Interests, policy for attendance by non-members at Corporation meetings;
- 6.12 To determine, implement and evaluate an annual workplan to achieve the responsibilities of the Search and Governance Committee for approval by the Corporation alongside the Committee's Terms of Reference.
- 6.13 To review annually the Governance Quality Improvement plan, ensuring governance objectives and performance is monitored.
- 6.14 To review Corporation Board effectiveness and consider reports on the outcome of Members' appraisals
- 6.15 To consider and approve the annual calendar of Corporation Board and Committee meetings

## **7. Powers**

- 7.1 The Search and Governance Committee shall have the powers shown in the table at Annex A, as set out within the Scheme of Delegation.

## **8. Reporting to the DN Colleges Group Board**

- 8.1 Draft minutes of Search and Governance Committee meetings (agreed by the Chair) shall be submitted for information to the subsequent meeting of the DN Colleges Group Board.
- 8.2 Any items recommended by the Committee for approval, shall be the subject of a report to the Board.

## SUMMARY OF THE COMMITTEE'S RESPONSIBILITIES

STRATEGY / POLICY / PROCEDURE	APPROVED BY THE COMMITTEE	REVIEW AND / OR RECOMMEND TO THE BOARD FOR APPROVAL
Appointment and Removal of Governors Policy	✓	
Determination of Committee and College Stakeholder Board membership		✓
Governors Code of Conduct		✓
Meeting dates schedule and business timetable	✓	
Appointment of members		✓
Link Governor Guidance	✓	
Governor Training, Development and Induction Policy	✓	
Conflicts of Interests Policy		✓
In-Depth Review Guidance	✓	
Instrument and Articles of Government		✓
Standing Orders		✓
Scheme of Delegation		✓
Committee Terms of Reference and annual cycle of business		✓