SEARCH AND GOVERNANCE COMMITTEE – TERMS OF REFERENCE

1. MEMBERSHIP

1. The members will be appointed by the ESCG Board from its members and will consist of the CEO (or designate) and up to five other members of the ESCG Board.
2. In addition, the Committee may co-opt up to two persons who are not ESCG Board members for terms of four years.
3. The Committee will elect a Chair and Vice Chair from its membership.
4. College officers will be invited to the meeting as required.
5. Any elected member shall be eligible for reappointment in line with their term of office.

2. MEETINGS

The Committee will meet at least twice a year and on other occasions if circumstances require.

3. QUORUM

The quorum will be 40% with at least three members of the ESCG Board present.

4. PURPOSE

4.1 To advise and recommend to approve to the Board on the appointment/reappointment, training and ongoing development of governors and to keep under review the systems, policies and procedures supporting the governance process.

4.2 To provide independent oversight and assistance in the appointment of individuals with the appropriate expertise to the Board and to its committees and to ensure a full and transparent system for the selection of governance volunteers for ESCG Board and its committees.

4.3 To ensure that the ESCG Board and sub-committees have the appropriate mix of skills, experience and to consider equality and diversity of the Board and its committees.

4.4 To ensure that the ESCG Board carries out its role effectively in line with governor duties and compliant with legal duties

4.5 To review the governance structure to ensure it continues to be fit for purpose for the needs of the Board and the College Group

4.6 To underpin the learning and development of the Board and committees by ensuring the provision of appropriate training for Board members

5. TERMS OF REFERENCE

GOVERNANCE APPOINTMENT AND SUCCESSION PLANNIG

5.1 To search for appropriate qualified candidates with an interest in making a voluntary contribution to the work of the ESCG Board and its Committees, and to maintain a list of such.

5.2 To ensure that governor vacancies are publicised in transparent and appropriate ways to make them known as widely as possible in line with the Board's Succession Planning Policy.

5.3 To ensure there is always a future pool of talent and succession planning

5.4 To initiate regular searches through consultation with interested bodies including local community / employer representatives and local authorities. To research, where a vacancy occurs or is anticipated, suitable candidates through a process of interview and confidential references.

5.5 To receive the skills audit reviews of current membership of the Board and Committees. These will be monitored to identify areas of expertise or interest which are under-represented, which should be taken into account when vacancies occur.

5.6 To monitor the attendance of board and committees and make recommendations on appropriate action to address non-attendance.

5.7 To advise the ESCG Board with regard to the training and induction of members of the Board and its committees. To ensure that there are strategies in place to provide current governors with

training and support to fulfil their roles and move into key governance roles if desired when the opportunity arises

5.8 To supply regular reports to the ESCG Board without compromising the statutory requirements of the Data Protection Act[1].

5.9 To evaluate the contribution and attendance of existing members of the ESCG Board and its Committees who may be seeking re-nomination, and to make recommendations to the Corporation regarding re-appointment in accordance with the ESCG Board's standing orders and with reference to the Nolan Principles and the ESCG Code of Conduct, Culture and Values.

GOVERNANCE DEVELOPMENT

The Committee will be responsible for the development, review and advice to the ESCG Board on all matters relating to the effectiveness of College governance. In carrying out this function the Committee will –

1. Biennially, or as required, review the ESCG Board's Instrument and Articles of Government and byelaws.

2. Annually review the ESCG Board's Code of Conduct and ensure that arrangements exist for identifying potential conflicts of interest between Governors' business or private concerns and their responsibilities as a Board or Committee member.

3. To recommend the process for the recruitment of the Chair and CEO and the recruitment of staff and student governors.

4. To monitor and manage conflicts of interest.

5. Ensure that the board and supporting committees undertake a review of their performance and effectiveness as a group, and individually (with external expertise as deemed appropriate).

6. Consider annually priorities for Governor Development and monitor the delivery of the Governance Quality Improvement Plan and agreed targets on a termly basis.

7. Ensure compliance with the requirements of the Instrument and Articles of Government and with any other relevant body requirements in relation to governance.

8. Ensure that the ESCG Board and its committees review their own effectiveness, reviewing the reporting lines and structure of the Board and reviewing the development and support needs of the Board and its committees

9. Make recommendations to the ESCG Board as to the content of the Governance element of the College's annual Self-Assessment Report

10. To review and recommend the governance budget to the Corporation on an annual basis

11. To consider any governance issues identified during internal and/or external audits of the College and report to the ESCG Board on recommended remedial action.

12. Review best practice in governance in the FE and voluntary sector and advise the ESCG Board of appropriate action as necessary.

13. To report Governor Involvement and governor contribution in the ESCG Annual Report.

Recommended by the Search and Governance Development Committee of 22 May 2019 and approved by the ESCG Board on the 25 June 2019

---

[1] http://www.legislation.gov.uk/ukpga/1998/29/contents