1. **PURPOSE**

1.1 The Governance Development Committee is a Committee of the Board established under the terms of clause 5 of the Articles of Government.

1.2 The Committee's purpose is to:

1. 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.
2. 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 Board and its committees.
3. ensure that the Board and Committees have the appropriate mix of skills, experience and to consider equality and diversity of the Board and its committees.
4. ensure that the Board carries out its role effectively in line with governor duties and compliant with legal duties
5. review the governance structure to ensure it continues to be fit for purpose for the needs of the Board and the College
6. underpin the learning and development of the Board and Committees by ensuring the provision of appropriate training for Board members
7. **COMPOSITION**

2.1 The members will be appointed by the Board from its members. They will consist of the CEO (or designate), and up to five other members of the Board but not the student governors.

2.2 In addition, the Committee may co-opt up to two persons who are not Board members. Co-opted Governors will be appointed for a two-year renewable term of office.

2.3 The Committee will elect a Chair and Vice-Chair from its membership. The Co-opted member may not be elected as Chair.

2.4 College officers will be invited to the meeting as required.

1. **MEETINGS**

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

1. **QUORUM**

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

1. **TERMS OF REFERENCE**

**5.1 GOVERNANCE APPOINTMENT AND SUCCESSION PLANNING**

## To search for appropriately qualified candidates with interest in making a voluntary contribution to the work of the Board and its Committees, and to maintain a list of such

## 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.

## To ensure there is always a future pool of talent and that an appropriate succession plan is in place

## 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.

## To receive the skills audit reviews of the 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.

1. To monitor the attendance of the Board and Committees and make recommendations on appropriate action to address non-attendance.
2. To advise the Board about the training and induction of members of the Board and its Committees.
3. 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
4. To supply regular reports to the Board without compromising the statutory requirements of the Data Protection Act[[1]](#footnote-1).
5. To evaluate the contribution, performance and attendance of existing members of the Board and its Committees who may be seeking re-nomination, and to make recommendations to the Corporation regarding reappointment following the Board's standing orders and concerning the Nolan Principles and the Code of Conduct, Culture and Values.

# 5.2 GOVERNANCE DEVELOPMENT

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

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

## Annually review the 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.

## recommend the process for the recruitment of the Chair and CEO and the recruitment of staff and student Governors.

## monitor and manage conflicts of interest.

## ensure that the Board and supporting Committees undertake a review of their performance and effectiveness as a group, and individually, reviewing the reporting lines and structure and reviewing the development and support needs (with external expertise as deemed appropriate).

## monitor and evaluate Governor learning and development

## ensure compliance with the requirements of the Instrument and Articles of Government and with any other relevant body requirements concerning governance.

## make recommendations to the Board as to the content of the Governance element of the College's annual Self-Assessment Report

## review and recommend the governance budget to the Corporation on an annual basis

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

## review best practice in governance in the FE and voluntary sector and advise the Board of appropriate action as necessary.

## report Governor Involvement and governor contribution in the Board Annual Report.

1. **REPORTING ARRANGEMENTS**

6.1 The minutes of meetings of the Governance Development Committee will be circulated to all members of the Board, and any recommendations for approval will be tabled for Board consideration at its earliest convenience.

1. **POLICIES/STRATEGIES ALLOCATED FOR DISCUSSION AND APPROVAL**
2. Code of Conduct
3. Role profiles
4. Governor Recruitment and Succession Policy
5. Public Values Statement
6. Instrument and Articles and Standing Orders
7. Scheme of Delegation
8. Schedule of Corporation and Committee Meetings
9. Governor Learning and Development Strategy
10. **ROUTINE REPORTS RECEIVED BY THE COMMITTEE**

Including, but not limited to:

1. Governor attendance and activity
2. Succession planning
3. Membership and renewals
4. Board profile
5. Updates on national policy/legislative developments affecting governance
6. Governance issues identified during internal/external audit
7. Governance Budget
8. Governor impact log
9. Self-Assessment planning and analysis

**TOR Approved by:**

Governance Development Committee: 06 May 2020 & ESCG Board: **DATE** 8 July 2020

1. http://www.legislation.gov.uk/ukpga/1998/29/contents [↑](#footnote-ref-1)