

NORTHBROOK COLLEGE SUSSEX

MEMBERSHIP AND TERMS OF REFERENCE

**SEARCH AND GOVERNANCE COMMITTEE**

CONSTITUTION

- 1 In accordance with Articles of Government No 5 and guidance received from the Association of Colleges (15 January 1999) and determined by the Corporate Governing Body at their meetings on 15 June 1999, 20 July 1999 and 25 January 2000; revised to meet the additional guidance provided by the LSC Provider Financial Assurance Team Reviews of Financial Management and Governance - letter to college Principals 2 October 2001 (*adopted by the Corporate Governing Body at their meeting on 22 November 2001*). Revised March – April 2006 and approved at the Corporate Governing Body meeting held 2 May 2006, revised November 2007 and adopted by the Corporate Governing Body at its meeting on 11 December 2007. Revised November 2008 and adopted by the Corporate Governing Body at its meeting on 9 December 2008. Revised June 2010.

TERMS OF REFERENCE

- 2.1 The Committee will be responsible for advising on the appointment of members of the Corporate Governing Body and such other matters relating to membership and appointments as the Corporation may remit to the Committee, for gathering, screening and shortlisting nominations in respect of vacancies on the Corporation, and for determining the process whereby candidates are nominated.
- 2.2 The Committee will from time to time consider and make recommendations to the Corporate Governing Body on the composition and balance of the Corporation and its Committees
- 2.3 The Committee shall develop and recommend to the Corporate Governing Body policy and procedure for the induction, appraisal and governance development of Corporation members, including the evaluation of the contribution made by existing individual governors, before proposing their re-appointment, especially after two terms of office.
- 2.4 The Committee shall consider, as appropriate, and advise upon:
  - The Register of Interest and Code of Conduct for Governors
  - The conduct of business (including delegation to / membership of Committees – see 2.2 above)
  - The attendance of governors and consideration of any grounds for recommending termination of membership
  - Arrangements for the annual appraisal of the Clerk's performance
  - Any other matters relating to the governance of the College, not covered by the foregoing terms but particularly to advise upon any changes which affect procedural matters and frameworks of governance

- 2.5 The Committee shall have the power to employ the services of such external advisers as they deem necessary to fulfil their responsibilities and within any financial provision made by the Corporate Governing Body for this purpose.

#### MODUS OPERANDI OF SEARCH PROCESS

- 3.1 The Committee will develop and maintain a database of appropriate persons interested in making a voluntary contribution to the work of the Corporate Governing Body, including those interested in Corporation membership.
- 3.2 At least once each year the Committee will normally place an open advertisement in the regional/local media for persons wishing their name to be added to the database. In order to ensure positive recruitment practice and to increase the diversity of the governing body, any such advertisement should clearly specify the skills and benefits of being a governor and include clear messages indicating that the college strongly encourages applications from all sections of the community<sup>1</sup>
- 3.3 The Committee will regularly initiate searches for additions to the database through consultation with interested bodies including local community/employer representatives and local authorities, including where necessary establishing focus groups and conducting surveys in order to enhance applications from under-represented groups. For such purposes the parents of students at the college are regarded as a potentially fertile recruiting ground. The Committee has considered and rejected, for the time being, the creation of a category of elected and nominated Parent Governor (as permitted under the Instrument). However, the Committee regards as desirable the appointment to the Corporate Governing Body of up to 2 persons who are parents of students under the age of 19 who, at the time of appointment, are studying at the college.
- 3.4 When a vacancy occurs or is anticipated in the membership categories covered by the provisions of Instrument 2 (1) (a) (i.e. “members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3” [hereafter ‘external’ members]<sup>2</sup>) the Committee will research suitable candidates drawn from the database through a process of interview and confidential references, and based on the requirements of skills audit, role descriptions and person specifications for governors.
- 3.5 The Committee will put forward to the Corporation for their consideration suggestions for each vacancy. In making suggestions the Committee will make available, subject to the confidentiality criteria outlined in Article 5 (3) a resume of the strengths and weaknesses of each candidate.
- 3.6 The Corporate Governing Body shall not appoint any member of the Corporation (other than the Principal and eligible elected staff and student members) unless it has first considered the advice, confidential or otherwise, of the Committee. Appointments shall be made in accordance with the instrument and articles of government.

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<sup>1</sup> See : *Research on diversity and governance in the FE sector : recommendations and action plan*. CEL February 2008

<sup>2</sup> For NOMINATION ARRANGEMENTS FOR STAFF AND, STUDENT, MEMBERS, see **Annex 1**

#### MEMBERSHIP

- 4.1 The Search Committee shall comprise at least 6 members of the Corporate Governing Body including:
- 4.2 No fewer than 3 members appointed under paragraphs 2 (1) (a) & (e) of the College's Instrument of Government<sup>3</sup>.
- 4.3 The Principal of the college (paragraph 2 (1) (d) of the College's Instrument of Government) (ex-officio).
- 4.4 The Chairman of the Corporate Governing Body (ex-officio)
- 4.5 The Committee may invite other persons to attend meetings in order to:
  - 4.5.1 provide advice and evidence to assist the process of search
  - 4.5.2 verify that the selection process is independent and free from any form of patronage
  - 4.5.3 reflect the community served by the college

#### PERIOD OF OFFICE

- 5 The members of the committee shall serve whilst they continue in office as members of the Corporate Governing Body (or where applicable as members of the college staff), or as the Corporate Governing Body shall from time to time determine. Any vacancy arising in the membership shall be filled by decision at a meeting of the Corporate Governing Body as appropriate.

#### CHAIRMAN

- 6 The Chairman of the committee shall be appointed by the Corporate Governing Body from among the 'external' members. In the absence of the Chairman of the committee, the committee shall appoint a Chairman for the meeting, who shall be drawn from the 'external' members.

#### QUORUM

- 7 There shall be a quorum when three members are present.

#### MEETINGS

- 8 The committee shall meet at least three times each year.

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<sup>3</sup> see *The Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007*

PROCEDURE

- 9 The provisions of the Instrument of Government shall apply, with any appropriate changes approved by the Corporate Governing Body to the conduct of the committee's proceedings.

TERMINATION OF MEMBERSHIP

- 10 Any member of the committee absent for three consecutive meetings shall cease to be a member of the committee unless the reason for absence is approved by the Chairman or if the member ceases to be a member of the Corporate Governing Body within the definitions and procedures as contained in the Instrument of Government (10)

RECORD OF MEETINGS

- 11 The Clerk to the Corporate Governing Body shall act as Clerk to the committee and shall keep appropriate records of their proceedings.

## **Annex 1**

### **NOMINATION ARRANGEMENTS FOR STAFF AND STUDENT MEMBERS**

The Search Committee has reviewed and confirmed (ref Search Committee 4 March 2002, minute 28) the nomination arrangements and guiding principles for those Governing Body membership categories where the identification of a candidate for appointment to the Corporate Governing Body rests upon the nomination of that candidate by an outside body, i.e. staff, and student members. Clearly these arrangements will differ from those required for the appointment of members who are directly selected by the Corporate Governing Body (i.e. external category) and of the Principal, who is a member unless, exceptionally, he/she chooses not to be.

In effect this amounts to an expansion of the Modus Operandi of the Search Process, contained in the Search Committee's Terms of Reference, (see 3.1 to 3.6 above)

#### Staff members

On the occurrence of a vacancy or forthcoming vacancy in either the support staff or academic staff category, the Clerk to the Corporate Governing Body will draw up and publish an election timetable, for the attention of all staff in either the support staff or academic staff category as appropriate<sup>4</sup> and who are on substantive contracts of employment with the college (and therefore eligible to stand for election / vote). The timetable sets out a schedule of dates for the publication of the electoral roll and the arrangements for nominations therefrom, conditions governing the eligibility of candidates, voting arrangements, the means by which the votes will be counted and the result declared.

There is no requirement under the Articles of Government for the Corporate Governing Body to consider the advice of the Search Committee before appointing a member in this category. The advice contained in Eversheds' *Purposive Governance: an Annotated Office Copy of the Instrument and Articles of Government* (commentary on Article 5) is useful in this context.

#### Student members

There are two alternative methods by which the nomination of student members may be ascertained. Under the Constitution of the Student Union, the elected President of the Union may be nominated for appointment, or, under an amendment to the constitution determined by the Corporate Governing Body (20 June 2001):

- 6.7.1 In the event that the Union is unable to elect a President<sup>5</sup> who is eligible to take up the appointment as the Corporate Governing Body student member, the college officer shall be authorised to make alternative arrangements for the election and nomination of a student member of the Corporate Governing

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<sup>4</sup> At its meeting of 2 May 2006 (mins 119,120) the Corporate Governing Body determined that one staff member should be drawn from the academic staff and one from the support staff

<sup>5</sup> Instruments 8(1) and 14(7) place conditions upon student members under the age of 18 years

Body, in accordance with the College's Instrument of Government.

In practice this involves the Clerk instituting a similar open election process to that for the staff member, where the electoral constituency is the whole student body of the college. In view of the diverse nature of the student population, care must be taken to ensure that students on the various sites and with varying modes of attendance, have a reasonable opportunity to participate.

There is no requirement under the Articles of Government for the Corporate Governing Body to consider the advice of the Search Committee before appointing a member in this category.