

# GOVERNANCE AND NOMINATION COMMITTEE



## TERMS OF REFERENCE – APPROVED BY THE BOARD 17 July 2023

### 1. PURPOSE

To advise the Governing Body on all matters relating to the governance of the College and the appointment of external governors

### 2. RESPONSIBILITIES

- a) To keep under review the composition and membership of the Governing Body, including its diversity, the range of skills available to it and the range of communities represented, and to make recommendations to the Board
- b) To establish and keep under review a framework for enhancing the effectiveness of the Governing Body, through an annual process of self-assessment and enhancement planning, supported by periodic external review
- c) To prepare and submit annually to the Board a Governance Self-assessment Report (SAR) and Governance Quality Enhancement Plan (QEP)
- d) To monitor the implementation and impact of the Governance QEP, providing assurance to the Board
- e) To advise the Governing Body on the appointment and re-appointment of external governors, overseeing the recruitment of new governors where a need has been acknowledged and managing the selection process
- f) To report to the Board on the attendance and effectiveness of existing governors and on their training and development needs
- g) To prepare an annual Board Development Programme and monitor its implementation and impact
- h) To ensure that appropriate arrangements are in place for the induction of new governors and for mutual support
- i) To establish arrangements to enable governors to improve their understanding of the work of the College, monitoring their implementation and impact and reporting to the Board as appropriate
- j) To review the leadership development and succession planning needs of the Governing Body and make recommendations accordingly
- k) To keep under review the College's Articles of Association, Code of Governance, Scheme of Delegation, Standing Orders and Code of Conduct and Governors' role descriptions and make recommendations to the Governing Body for changes where appropriate

### **3. MEMBERSHIP**

- a) The Committee will comprise a minimum of four and a maximum of six members of the Governing Body, including the Chair or Vice-chair of the Governing Body (or both) and the Principal.
- b) Staff and Student Governors are not eligible for membership.
- c) The Governing Body may appoint additional members with specific experience as it thinks appropriate. Additional members need not be members of the Governing Body.
- d) No meeting of the Committee will be quorate unless:
  - i. at least three members are present;
  - ii. at least 40 per cent of members are present; and
  - iii. members of the Governing Body constitute a majority of the members present.

### **4. OFFICERS**

- a) The Committee shall elect as its Chair an external governor who is a member of the Committee.
- b) The Clerk to the Governing Body shall be the Clerk to the Committee.

### **5. ATTENDANCE AT MEETINGS**

The Committee has the power to invite such persons to attend meetings as may be desirable and necessary.

### **6. FREQUENCY OF MEETINGS**

The Committee will normally meet three times a year.