

Nominations & Governance Committee

Terms of Reference

Purpose

To advise the Corporation on appointments and succession planning, taking into consideration the overall constitution of - and skillsets needed by - the Corporation and its' Committees. The Nominations and Governance Committee is also responsible for advising the Corporation of any governance changes needed to comply with latest good governance advice and best practice.

Responsibilities

1. To determine and apply the arrangements for the recruitment of new Governors and Committee members;
2. To make recommendations to the Corporation on the appointment/reappointment of all Governors and Committee members, except the elected student and staff Governors, having regard at all times to the provisions of the Instrument and Articles;
3. To recommend and review the arrangements for the election of student and staff Governors;
4. To recommend to the Corporation, annually, the appointment of Committee Chairs and Vice-Chairs;
5. To review the composition of the Corporation and its' Committees to ensure adequate succession planning, a suitable range of skills and that the membership reflects the community served;
6. To monitor the attendance of members at meetings of the Corporation and its' Committees, and to take action where continual non-attendance is identified;
7. To review the annual Governance Self Evaluation and address any training needs of individuals and/or the Corporation and its' Committees;
8. To advise on the means by which the Corporation and its' Committees collectively and individually evaluate their performance and consider the evaluation outcomes;
9. To advise on the number of Corporation and Committee members within the parameters set out by the Instrument and Articles;
10. To develop, review regularly and recommend to the Corporation policies and procedures relating to governance;
11. To review the College's Code of Conduct and Governance Handbook, Scheme of Delegation and Instrument and Articles in the light of changing circumstances and make revision recommendations, as appropriate.
12. Recommend to the Corporation procedures for electing/recruiting/reappointing a new Chair as appropriate. [The current Chair will not participate in such discussions/processes which will be led by a Vice-Chair who has no interest in becoming Chair].

Delegated Authorities

1. To determine and apply the arrangements for the recruitment of new Governors and Committee members;

Policies/Reports to scrutinise and recommend to the Trust Board:

1. Code of Conduct
2. Scheme of Delegation
3. Governance Handbook
4. Selection of Governors policy
5. Terms of Office policy
6. Access to Governance Information policy
7. Policy on Chair's Action

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Membership

The Committee shall comprise up to five members including the Chair and Vice-Chairs of the Corporation, the CEO and the Corporation's representative Member of the Trust.

The Committee may invite the College's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

The quorum for meetings of the Committee shall be three.

Chair

The Chair of the Corporation will be the Chair of the Committee.

Vice-Chair

The Vice Chair of the Corporation will be the Vice Chair of the Committee.

Clerk

The Clerk to the Corporation shall act as Clerk to the Committee

Frequency of Meetings

The Committee will meet not less than twice a year.

Term of Office

Appointments of members of the Committee will cease at the end of their term of office as a Governor, unless members opt to terminate their membership by issuing notice of resignation to the Clerk.

Powers

This Committee is advisory to the Corporation, apart from the specific powers delegated above and any additional powers as delegated by the Corporation, from time to time.