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<b>EIA Meeting Date:</b>	N/A	<b>EIA Required:</b>	N/A
<b>Approved by:</b>	Corporation	<b>Date:</b>	6 <sup>th</sup> March 2023
<b>Review Frequency:</b>	2 Yearly		
<b>Review Date:</b>	March 2025		
<b>External Web Site appropriate:</b>	YES		
<b>Linked policies/College documents:</b>	N/A		
<b>Summary available:</b>	NO		

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**NEWBURY COLLEGE CORPORATION  
SEARCH AND GOVERNANCE COMMITTEE  
TERMS OF REFERENCE**

## 1. Membership

The Committee shall comprise the following members:

- the Chair of the Corporation
- the Chairs of the Finance & Resources, Audit, and Curriculum & Quality Committees
- the Principal

Other Corporation members may attend meetings, in an observer capacity, with the prior approval of the Chair of the Committee.

## 2. Quorum

Meetings of the Committee shall be quorate if three members are present.

## 3. Purpose

The Articles of Government require the establishment of a Search Committee to advise on the appointment of members, and such other matters relating to membership and appointments as the Corporation may ask it to. The Code of Good Governance for English Colleges (2029 amendment) outlines the need for Corporations to:

- Ensure that there are organised and clear governance and management structures, with well-understood delegations; and
- Regularly review governance performance and effectiveness.
- To support activities leading to good Corporate Governance.

## 4. Appointment of Chair and Vice Chair

The Committee shall elect a Chair and Vice Chair from among its members. The Chair and Vice Chair must be external members. The Chair and Vice Chair of the Search & Governance Committee shall be appointed for a two-year period (or a period consistent with their term of office as a governor) by the Committee.

## 5. In Attendance

The Committee has the right to invite any other person to attend for a part of or for the whole of a meeting.

## 6. Frequency of meetings

The Committee shall meet as required, on a cycle consistent with the activities and requirements of the College, with meetings to be held at least once-yearly at the beginning of the calendar year.

## 7. Responsibilities

### 1. Board Membership

- To determine the process whereby candidates are nominated and selected for membership of the Board and co-option onto Board committees.
- To advise the Board on the appointment of external governors.
- To advise the Board on the reappointment of external governors, following evaluation of the contribution made by those individual governors.
- To consider and advise the Board on the composition and balance of professional knowledge of the Board and its Committees.
- To advise the Board on the appointment of the Chair and Vice Chair of Corporation and review committee membership annually, including the appointment of Committee Chairs
- To review regularly:

- The Board's skills matrix.
- The diversity of the Board in representing the local community.
- Governor succession planning.
- SPH recruitment and succession planning.

## 2. Governance

- To advise the Board on matters relating to the governance of the College and any matters which the Board may remit to the committee.
- To review the effectiveness of governance arrangements including e.g. obtaining governors' views via a self-assessment questionnaire and monitoring performance against agreed performance indicators.
- To monitor members' attendance records and take action to address poor attendance as appropriate.
- To adopt and implement a system of governor appraisal.
- To review Terms of Reference for all committees and recommend to the Board.
- To advise on arrangements for Governor induction and training.

The Committee shall liaise with other Committees where necessary.

## 8. Reporting Responsibilities

The Clerk to the Committee shall circulate the minutes of each meeting, after approval by the Chair, to the Committee members.

An update on Committee activities will be provided by the Chair at the following Corporation meeting.

## 9. Review of Terms of Reference

The membership and terms of reference of the Committee shall be reviewed by the Committee every two years.

Amendments to membership and terms of reference shall be made by the Corporation on the recommendation of the Committee.