

# Terms of Reference



Search, Nominations & Governance Committee	
1. APPROVING BODY	Corporation Board
2. DATE APPROVED	September 2024
3. PURPOSE	The purpose of the Search, Nominations & Governance Committee is to oversee on behalf of the Corporation, all matters relating to Board and committee membership, performance and development and the review of all documentation relating to effective corporate governance.
4. RESPONSIBILITIES	<p>The Search, Nominations &amp; Governance Committee shall have the following responsibilities:</p> <p><b>Membership</b></p> <ul style="list-style-type: none"> <li>4.1 Recommend to the Corporation, the appointment, reappointment (or dismissal) of Corporation Board Governors and independent coopted committee members.</li> <li>4.2 Lead on the process for the recruitment of the Corporation Chair and recommend to the Corporation thereafter.</li> <li>4.3 Review the membership of local college boards, ensuring that membership reflects key stakeholder categories and aligns to the NCG governance model of place-based governance.</li> <li>4.4 Oversee the approach to succession planning across all NCG Boards and committees, ensuring that succession planning is effective, equitable, provides an entry route for a broad cohort of talent and strikes a meaningful balance between skills, knowledge experience and diversity requirements.</li> </ul> <p><b>Governance</b></p> <ul style="list-style-type: none"> <li>4.5 Review and recommend to the Corporation Board, any suggested changes to governance documentation, such as the Instrument &amp; Articles of Government, the Scheme of Delegation etc.</li> <li>4.6 Agree the scope of the external governance review and recommend the appointment of the external governance reviewer to the Corporation Board for approval.</li> <li>4.7 Receive assurance around organisational compliance with the AoC Code of Good of Governance and the FE Corporations Governance Guide and maintain oversight of any associated action plans.</li> <li>4.8 Monitor the implementation of any governance improvement action plan arising from the external governance review or from any other assurance audits.</li> <li>4.9 Monitor completion of the annual governance self-assessment and make any necessary recommendations to the Board thereafter.</li> </ul> <p><b>Performance &amp; Development</b></p>

	<p>4.10 Review reports regarding the performance of the Chair, Governors, independent coopted committee members and college board chairs.</p> <p>4.11 Review and monitor Corporation Board skill mix and ensure that the Board and its committees have the appropriate balance of skills, experience, diversity and knowledge to provide robust governance.</p> <p>4.12 Monitor the training and development needs of Governors, independent committee members and college board members and ensure there is an annual development plan in place.</p>
<b>5. AUTHORITY</b>	<p>The Committee shall have the authority to:</p> <p>5.1 Approve the process for the recruitment of the Corporation Chair, college board Chairs, new Governors and coopted committee members;</p> <p>5.2 Approve the appointment or reappointment of local college board members and Chairs on behalf of the Corporation;</p> <p>5.3 Approve the process for the recruitment of staff and student Governors and staff and student members of local college boards;</p> <p>5.4 Approve the scope of the statutory external governance review;</p> <p>5.5 Approve the process for the annual governance self-assessment and skills matrix;</p> <p>5.6 Appoint any recruitment consultants which it deems necessary at the expense of NCG but within any budgetary restraints imposed by the Board, to help it fulfil its responsibilities in sourcing high-quality candidates for appointment;</p> <p>5.7 Review risks within its remit and escalate where necessary;</p> <p>5.8 Invite other individuals with relevant skills, experience or expertise to attend meetings as necessary;</p> <p>5.9 Other authorities as may from time to time be delegated to it by the Corporation Board.</p>
<b>6. REPORTING</b>	<p>The Committee will report to the Corporation Board on its proceedings after each meeting on all matters within its responsibilities.</p>
<b>7. CHAIRPERSON</b>	<p>The Committee shall be chaired by an independent member of the Corporation Board.</p>
<b>8. MEMBERSHIP</b>	<p>The Search, Nominations &amp; Governance Committee shall comprise at least five members.</p> <p>Committee membership shall be reviewed annually by the Search, Nominations &amp; Governance Committee to ensure that it continues to reflect best practice and the requirements of governance within the Group.</p>
<b>9. IN ATTENDANCE</b>	<p>The following individuals shall be in attendance:</p> <p>9.1 Governance Professional</p>
<b>10. QUORUM AND ATTENDANCE</b>	<p>10.1 A quorum shall be three.</p> <p>10.2 If the number of members present for a meeting of the Committee does not constitute a quorum, the meeting shall not be held. If during a meeting there ceases to be a quorum, the meeting may continue, however no decisions are to be taken.</p>

	10.3 Prior notice of absence must be provided to the Chair and the Clerk no less than 24 hours in advance of the meeting.
<b>11. VOTING</b>	<p>11.1 Decisions of the Search, Nominations &amp; Governance Committee shall be reached by consensus;</p> <p>11.2 Any action required or permitted to be taken by the Group/Committee may be taken without a meeting if (i)</p> <p>11.2.1 the Chairperson calls for such action to be taken by written consent, which includes email and;</p> <p>11.2.2 the written consents are filed with the records of the meetings of the Group/Committee.</p>
<b>12. MEETING ARRANGEMENTS</b>	<p>The following arrangements shall be observed for meetings of the Search, Nominations &amp; Governance Committee</p> <p>12.1 Meetings shall be held at least once per term;</p> <p>12.2 Additional meetings shall be held at the call of the Chair, or at the request of one-third of the Group/Committee's members;</p> <p>12.3 Written notice of the date, time and place of the meeting shall be provided to each member at least five working days in advance.</p> <p>12.4 Meetings shall include an agenda and matters not specified on the agenda may be taken up at the meeting at the discretion of the Chair.</p> <p>12.5 The agenda together with the relevant reports and documents will be forwarded to members at least five working days in advance to enable preparation prior to meetings.</p> <p>12.6 The Governance Professional shall keep minutes of all meetings which will include the following:</p> <ul style="list-style-type: none"> <li>• Persons in attendance</li> <li>• Date and duration of meeting</li> <li>• Expressions of conflicts of interest</li> <li>• Identification of topics discussed</li> <li>• Recommendations and decisions made and any actions taken</li> </ul> <p>12.7 Minutes of the meeting shall be reviewed by the Chair and submitted to members for approval at the next meeting, or where urgency exists, by email vote. Draft Chair-approved minutes shall be submitted to the Corporation (where the Committee has not met in the intervening period to approve). Once approved, minutes shall be circulated to all members for their records and retained by the Governance team within the meeting records.</p> <p>12.8 Meetings will not be recorded.</p>
<b>13. CONFIDENTIALITY</b>	Members are encouraged to communicate key decisions and issues for the purpose of delivery of the objectives of the HE Governance Committee however members are expected to hold confidential deliberations in the strictest of confidence, and when in doubt should consult with the Chair.
<b>14. CONFLICT OF INTEREST</b>	The Governance Professional shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Where it is deemed by the Chairperson that a conflict exists, the member will be excused from deliberations and must abstain from

	voting on any resolution in which he/she and/or his/her associates have a material interest.
<b>15. TERMS OF REFERENCE</b>	The Committee shall review its Terms of Reference annually to ensure it is operating at optimum effectiveness and recommend any changes it considers necessary to the Corporation.
<b>16. NCG VALUES</b>	Members have a collective and individual responsibility to conduct themselves in a manner which reflects the NCG values.
<b>17. REVIEW OF PERFORMANCE</b>	The Search, Nominations & Governance Committee shall review its performance annually.