**The Corporation of Newham Sixth Form College**

**Governance & Search Committee**

**Terms of Reference**

**Approved by the Corporation on 12 July 2023**

The Governance & Search Committee has been established by the Corporation to provide detailed consideration and where appropriate approval of a number of specific aspects of the life of the College having regard to the provisions of the Instrument & Articles of Government and the other statutory and regulatory requirements placed on the College.

To fulfil the role the Corporation has approved the following Terms of Reference of the Committee:

1. To monitor on an ongoing basis the composition of the Corporation and to make recommendations to the Corporation as and when thought to be appropriate including taking into account the importance of succession planning having regard to the provisions of the Instrument & Articles of Government
2. To interview potential Independent Members and Co-opted Members for possible appointment to serve on the Corporation and to make recommendations to the Corporation having regard to the importance of seeking to have a membership which is reflective of the wider community served by the College
3. To consider recommendations from the AoC, SFCA and other bodies on the possible adoption of a Code of Governance which will be reflected in the Annual Financial Statements and formulate recommendations for consideration by the Corporation
4. To consider policies and procedures relating to the governance of the College and to make recommendations to the Corporation for possible adoption
5. To oversee the arrangements for the conducting of an annual self-assessment of the governance of the College, to make recommendations to the Corporation on the adoption of an appropriate Action Plan to address those issues thought to warrant attention and to track the implementation progress against the Action Plan
6. To consider the content of the Corporation Member Training Policy for recommendation to the Corporation for approval on at least a three yearly basis
7. To review from time to time the training provided and undertaken by Members of the Corporation including the identified impact and benefits
8. To consider on an annual basis those items previously classified as being confidential and to determine on behalf of the Corporation if such items should remain classified as being confidential or if they can from a specified date be regarded as public documents
9. To review on at least an annual basis the attendance of Members at meetings of the Corporation and Committees and to address any issues arising from the consideration
10. To shortlist, interview and appoint an external governance review provider to undertake reviews of the Corporation
11. With regard to the Head of Governance (1) to keep up-to-date the Job Description and Person Specification in consultation with the post holder and when the post is to become vacant and (2) to make arrangements for the recruitment and interview of candidates so that an appointment may be recommended to the Corporation for approval
12. To address on behalf of the Corporation any other issues falling within the general remit of the Governance & Search Committee which may arise from time to time including those specifically referred to the Committee by the Corporation

**Authorisation of Expenditure**

The Committee does not have any financial authorisation responsibilities on behalf of the Corporation other than (1) the appointment of an individual or organisation to undertake the external governance review and (2) the progressing of arrangements to support the appointment of the Head of Governance. .

**Membership**

The membership of the Committee will be determined from time to time by the Corporation.

The Principal & Chief Executive will be an ex officio member of the Committee.

**Chair and Vice Chair of the Committee**

The Chair will be appointed by the Corporation on an annual basis.

The Committee will be invited to appoint a Vice Chair from within the approved membership of the Committee excluding the Principal & Chief Executive for the following year.

**Quorum**

The quorum for meetings of the Committee will be 3 Members of the Corporation and this can include the Principal & Chief Executive.

**Frequency of meetings**

The Corporation Calendar provides for the Committee to meet at least twice a year subject to there being sufficient business to consider.

In addition the Committee is empowered to arrange additional meetings for specific needs.

**Agendas for meetings**

The agendas for meetings will be prepared by the Head of Governance in consultation with the Chair of the Committee and the Principal & Chief Executive.

The agendas will specify:

* the date and start time of the meeting
* the location of the meeting
* the items of business to be considered which will include, unless there are exceptional circumstances, the minutes of the previous meeting of the Committee
* an opportunity to identify other items of urgent business and items for subsequent meetings
* an invitation to determine the date and time of the next meeting which will have regard to the Calendar of Meetings determined by the Corporation

The agenda for a meeting will be circulated at least 7 calendar days prior to the meeting although, given the nature of business to be considered, the Committee recognises that there needs to be a degree of flexibility to address emerging and changing circumstances.  Late items will only be accepted with the agreement of the Committee.

Individual Members may suggest items to be included on the Agenda of a future meeting by advising the Chair and the Head of Governance at least 21 days before a meeting with an explanation of why the issue requires attention

**Issues which arise in between meetings**

There will be occasions when issues arise between meetings which require attention.

If the matter is procedural and unlikely to be contentious the issue will be progressed by the Head of Governance via Written Resolution with the outcome reported to the subsequent meeting of the Committee.

If the matter is of material importance and or likely to be contentious arrangements will be made to call a meeting of the Committee.

**Minutes of meetings**

Minutes of meetings of the Committee will be prepared by the Head of Governance setting out the issues addressed and the agreed actions.

The accuracy of the minutes will be determined at the subsequent meeting of the Committee prior to approval and signing by the Chair.

The minutes of the Committee will be presented to the subsequent meeting of the Corporation so that all Members are aware of the issues and can contribute.  If the minutes have not yet been confirmed by the Committee this will be clearly stated and the addition of a watermark.

**Clerk to the Committee**

The Head of Governance (the Clerk to the Corporation) will act as Clerk to the Committee.

In the absence of the Head of Governance and if alternative cover arrangements are not possible, a suitable substitute will be identified by the Chair of the Committee and or the Principal & Chief Executive in consultation with the Chair of the Committee so as to publish the agenda and/or prepare the minutes as appropriate.

**Attendance at meetings of the Committee by persons other than Members of the Corporation and the Head of Governance.**

The Principal & Chief Executive will invite appropriate members of the College staff to attend meetings of the Committee where they can contribute to the discussions and progress issues on behalf of the College.

External Advisors will also be invited to attend meetings of the Committee as and when this is thought to be helpful by the Chair of the Committee and/or the Principal & Chief Executive.

**Review of the Terms of Reference**

The Terms of Reference of the Committee will be reviewed from time to time and at least once every other year (usually at the July meeting of the Corporation) by the Corporation having regard to the views of the Committee.