



Portsmouth College Corporation

Terms of Reference for the Search Committee

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| Date of Policy: | June 2018 |
| Policy Review Date: | June 2019 |
| Route for Approval: | Governors' Search Committee, Full Board |
| Review Cycle: | Annual Review |
| Date of Approval: | 4 July 2018 |

1. Membership

- 1.1. The Search Committee shall comprise a minimum of four Corporation Members including the Chair of the Corporation and the Principal. The majority of members shall be External Members.
- 1.2. Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3. Appointments to the committee are made by the board. The board shall appoint the committee chairman who should be an external member. In the absence of the committee chairman, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The chairman of the board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.
- 1.4. The Clerk to the Corporation shall act as Clerk to the Committee.

2. Quorum

- 2.1. The quorum necessary for the transaction of business shall be three, at least two of whom must be External Members. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

3. Frequency of Meetings

- 3.1. The Committee shall meet at least once a term and otherwise as required.

4. Notice of Meetings

- 4.1. Meetings of the committee shall be called by the Clerk to the Committee at the request of the committee chairman.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend, no later than seven working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

5. Minutes of Meetings

- 5.1. The Clerk to the Committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 5.2. Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless it would be inappropriate to do so.

6. Duties

- 6.1. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.

- 6.2. Give full consideration to succession planning for governors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the college, and the skills and expertise needed on the board in the future.
- 6.3. Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation.
- 6.4. Keep up to date and fully informed about strategic issues and changes in education affecting the College and the environment in which it operates.
- 6.5. Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
- 6.6. Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the committee shall consider using open advertising to facilitate the search.
- 6.7. Consider candidates from a wide range of backgrounds.
- 6.8. Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position.
- 6.9. For the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected.
- 6.10. Prior to the appointment of a governor, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.
- 6.11. To contribute to and review the results of the board performance evaluation process that relate to the composition of the board.
- 6.12. Review periodically the time required from External Members.
- 6.13. To oversee the induction process to ensure that new governors receive full, formal and tailored induction on joining the board.
- 6.14. To oversee the training and development needs of the board in light of skills analysis and the outcome of board evaluation.
- 6.15. To monitor compliance with the Corporation's Instrument and Articles.
- 6.16. To monitor the College's compliance with the Charities Act.

The committee shall also make recommendations to the board concerning:

- 6.17. Formulating plans for succession for the governing board and in particular for the key roles of chairman and vice chairman.
- 6.18. Membership of the sub-committees in consultation with the chairmen of those committees.

- 6.19. The re-appointment of any governors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required.

Annual Schedule of Business

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| AUTUMN TERM |
| Election of Chair |
| Strategic updates including update on enrolments and governor targets for current year |
| Review progress towards governance self-assessment |
| Membership review and succession planning |
| Skills review |
| Review governance statement for the annual report |
| Strategic conference – final plans |
| Review of governor attendance for last year and time commitment required. |
| Update on diversity profile of the governing board |
| Review of pecuniary interest register |
| Review college friends process |
| Policies for review/approval |
| Review of relevant risks |
| SPRING TERM |
| Strategic updates including update on applications and governor targets for current year |
| Governance SAR |
| Membership review and succession planning |
| Review governor training |
| Review governor induction process |
| Review Strategic Conference |
| Review pecuniary interest register |
| Policies for review/approval |
| Review of relevant risks |

| SUMMER TERM |
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| Review terms of reference |
| Strategic updates including update on applications and governor targets for current year |
| Governance SAR |
| Membership review and succession planning |
| Review adherence to Uk Corporate Governance Code |
| Plan annual strategic conference |
| Review pecuniary interest register |
| Governors' diary for next academic year |
| Review of relevant risks |