



SEARCH AND GOVERNANCE COMMITTEE

Terms of Reference

This Governance Committee (the “**Committee**”) mandate has been adopted by the Board of RNN Group (the “**Corporation**”), and the Committee, established under Clause 4 of the Articles of Government. The Committee advises the Corporation Board on the following

1. COMMITTEE COMPOSTION

1.1 Membership

1.1.1 The Committee shall consist of sub-committee chairs, the Chair and Vice chair of the board and the Principal/CEO and shall be appointed by the Corporation.

1.1.2 Appointments and membership of the committee shall be reviewed on an annual basis by the Corporation.

1.2 Chair

1.2.1 The Committee shall appoint the meeting Chair on a rotational basis.

1.2.2 Co-opted External Members shall not be appointed Chair, except in exceptional circumstances.

1.2.3 The role of the Chair is to facilitate the functioning of the Committee and to maintain and enhance the quality of corporate governance of the Committee. The Chair’s key responsibilities are to manage the affairs of the Committee and committee governance through effective committee meetings in order that the Committee can fulfil its obligations and responsibilities.

3. COMMITTEE PROCEDURES

3.1 Secretary

The Director of Governance or their nominee shall act as the Secretary of the Committee.

3.2 Frequency of Meetings

The Committee shall meet as required to carry out the responsibilities described in the Terms of Reference.

3.3 Quorum

The quorum necessary for the transaction of business shall be a simple majority of the membership in place.

3.4 Notice of Meetings

3.4.1 Meetings of the Committee shall be convened by the Executive Support Team.

3.4.2 The agenda for each meeting shall be approved by the Chair

3.4.3 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 person required to attend, no later than seven working days before the day of the meeting. Supporting papers shall be sent to Committee Members, and other attendees as appropriate, at the same time.

3.5 Attendance at Meetings

3.5.1 The Chief Executive shall normally be invited to participate in meetings of the Committee save where their remuneration and employment terms and conditions is being considered. The Committee may invite other senior post holders to attend meetings when necessary.

3.5.2 Other Corporation Members shall also have a right of attendance save that the Committee may exclude Staff and Student Members.

3.6 Minutes

The Director of Governance shall prepare formal minutes for every meeting capturing key issues raised, and decisions and approvals made by the Committee. The minutes shall include the names of all those present at the meeting.

3.7 Corporation Reporting

Following each Committee meeting, the Chair of the meeting shall report to the Corporation on material matters arising at meetings, and the minutes of the meeting shall, once approved by the Chair, be presented to the Board.

3.8 Annual Evaluation

The Committee shall conduct an annual self-assessment to assess its contribution and effectiveness in fulfilling its terms of reference.

4. Duties

4.1 The Committee shall fulfil the remit of the Search function of the Corporation advising on the appointment of members of the Corporation and such other matters relating to membership and appointments as the Corporation may remit to the committee, for gathering, screening and shortlisting nominations in respect of vacancies on the Corporation, and for determining the process whereby candidates are nominated.

4.2 Monitoring individual member tenure, induction, development and attendance

4.3 Remuneration and employment terms and conditions of the Principal/CEO and other designated senior post holders.

4.4 Setting and monitoring a framework for the pay and conditions of service of all other staff.

4.5 Compliance with the Senior Post Holder Remuneration Code. The Committee will fulfil the role of Remuneration Committee in relation to senior post holders

4.6 Such matters as the Governing Body may from time to time remit

5. Authority

5.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires any sub-contractor, third party, Corporation Member, Committee of the Corporation or employee of the College and all Corporation Members and employees of the College are directed to co-operate with any request made by the Committee.

5.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice at the expense of the College, and to secure the attendance of outsiders with the relevant experience and expertise if it considers necessary.

6. REVIEW

These Terms of Reference will be reviewed on an annual basis by the Corporation and Committee.