



SEARCH AND GOVERNANCE COMMITTEE Terms of Reference

This Search 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 on the appointment of new members to the Board. It also deals with the re-appointment of serving Board members whose term of office is coming to an end and the appointment of members to Board Committees, and Task & Finish Groups.

1. COMMITTEE COMPOSITION

1.1 Membership

- 1.1.1 The Committee shall consist of up to seven members and shall be appointed by the Corporation
- 1.1.2 Membership will consist of the Chair of the Corporation, the Chief Executive and at least two other Members of the Corporation.
- 1.1.3 Appointments to the committee shall be for a period of up to two years extendable by no more than two additional one-year periods.

1.2 Chair

- 1.2.1 The Corporation shall appoint the Committee Chair. In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.
- 1.2.2 The Chair shall serve for a term of two years and can be eligible for reappointment within the overall conditions of their membership of the Corporation.
- 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 Clerk to the Corporation or their nominee shall act as the Secretary of the Committee.

3.2 Frequency of Meetings

The Committee shall meet at least once a term, or more frequently as circumstances dictate.

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 Secretary of the Committee.

3.4.2 The agenda for each meeting shall be approved by the Chair. For regularly scheduled meetings, an agenda, and other documents for consideration, will be provided to all members about one week in advance of each meeting.

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 five 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 Director of HR shall normally attend meetings at the invitation of the Committee, and the Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.

3.5.2 Other Corporation members shall have a right of attendance.

3.6 Minutes

The Secretary 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.

4. DUTIES

- 4.1 The Committee shall be responsible for recommending candidates (for the approval of the Corporation) to be governors of the Corporation, and for determining the processes whereby candidates are identified.
- 4.2 The Committee shall undertake an annual skills audit of the composition and balance of the Members.
- 4.3 The Committee will develop and maintain a database of appropriate persons interested in making a voluntary contribution to the work of the Corporation, including those interested in Corporation Membership.
- 4.4 At least once each year the Committee will consider the appropriateness of placing an open advertisement in the appropriate media for persons wishing their name to be added to the database.
- 4.5 The Committee will regularly initiate searches for additions to the database through consultation with interested bodies including local community and local employer representatives and local authorities.
- 4.6 When a vacancy occurs or is anticipated the Committee will research suitable candidates drawn from the database through a process of interview and confidential references.
- 4.7 The Committee will put forward the Corporation for their consideration two or three suggestions for each vacancy. In making suggestions the Committee will present a resume of the strengths and weaknesses of each candidate.
- 4.8 The Corporation shall not appoint any member of the Corporation (other than the Principal, staff and student members) without first considering the advice of the Committee. Appointments shall be made in accordance with the Instrument.
- 4.9 The Committee shall advise on the re-appointment of members of the Corporation.

- 4.10 The Committee shall make recommendations to the Board concerning membership of the Audit Committee, and any other Board Committees, and Task & Finish Groups as appropriate, in consultation with the Chairs of those Committees.
- 4.11 The Committee shall be responsible for advising upon, monitoring and evaluation of governor development activities.
- 4.12 The Committee will regularly monitor governor attendance and take appropriate action to achieve good attendance by all governors.
- 4.13 The Committee will establish the framework, on an annual basis, for a self-assessment of governance by the Board and to oversee any action plans for the improvement of governance practices.
- 4.14 The Committee will review the Board's governance policies and procedures, including
- Standing Orders
 - Code of Conduct for Governors
 - Governors Expenses Policy
 - F.E. Code of Governance
 - Governance model and structure
- and make recommendations to the Board.
- 4.15 The Committee will review the operation and nature of the Instrument and Articles of Government periodically.
- 4.16 The Committee will review and monitor the governance pages on the College website.

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 from 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.

7. CURRENCY

These Terms of Reference were approved by the Corporation on 1 February 2016.

