

GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1 Membership

- 1.1 The committee will consist of a minimum of four and maximum of seven members, including the Chair of the Corporation and the Principal/CEO and the Chair of each Committee.
- 1.2 Where existing commitments prevent the Chair of another Committee from taking up the additional responsibility of Governance Committee membership, they may nominate a member of their Committee to represent them on the Governance Committee.
- 1.3 Committee membership may also include associate members, whose skills strengthen and are complementary to those of the Committee. Any such appointees will serve for a two-year term of office which is renewable by the Corporation on the recommendation of the Governance Committee.
- 1.4 Associates shall be eligible for re-appointment at the end of that period, subject to evidence of ongoing objectivity and satisfactory attendance and engagement.

2 Quorum

- 2.1 The quorum for meetings shall be 3 members, with at least two being independent members.
- 2.2 If the quorum is not achieved, any agenda items requiring a decision will either be dealt with through a written resolution or deferred to the next scheduled meeting.

3 Frequency of Meetings

- 3.1 The Committee will meet at least once in each term of the academic year. Additional meetings may be called as necessary in agreement with the Chair of the Committee.
- 3.2 Additional 'extraordinary' meetings will ordinarily only deal with the items for which the meeting is called to address. These meetings do not need to take the minutes or actions of a previous meeting as an agenda item and these will be taken at the next scheduled meeting of the Committee, unless the Chair of the Committee deems it beneficial to undertake all standing agenda items, inclusive of minutes and actions.

4 Responsibilities

- 4.1 To advise the Corporation on the constitution and membership of the Corporation, Including:

- (i) The total number of independent governors and associate members;
- (ii) The number of independent governors and associate members in each category and their respective terms of office;
- (iii) The membership of committees of the Corporation;
- (iv) The blend of skills and diversity required on the Corporation;
- (v) The selection and appointment of new independent governors and associate members and any re-appointments;
- (vi) The criteria and procedure for the removal of existing independent governors and associate members.

In providing such advice, the Committee will take into account the parameters set by legislation and the guidance available on good governance from the Education & Skills Funding Agency (and its predecessor bodies); the Association of Colleges (including the Code of Good Governance for English Colleges'); the Charity Commission and other bodies such as the Committee on Standards in Public Life.

- 4.2 The Corporation shall not make any appointments unless it has first considered the advice of the Governance Committee, except in the case of the staff and student members which the Director of Governance and Compliance will submit direct to the Corporation after the completion of the relevant nomination and election processes and in accordance with the Instrument of Government.
- 4.3 To review and make recommendations on governance policies and procedures, including the Code of Conduct, Standing Orders, Instrument & Articles of Government, governor training, induction and the evaluation of the Corporation, committees and individual governors.
- 4.4 To review and to recommend for approval the Statement of Corporate Governance and the Members' Report, which form part of the annual financial statements.
- 4.5 Before the expiry of the term of office of existing independent governors or associate members or upon a vacancy arising on the Corporation, to conduct the approved selection procedure and to recommend to the Corporation a person or persons to fill the vacancy/vacancies.
- 4.6 To consider proactively and on an ongoing basis, the blend of skills required on the Corporation and to search actively for potential new independent governors or associate members.
- 4.7 In the event that it appears to the Committee that there are grounds for removing an independent governor or associate member, to conduct the appropriate procedure and make a recommendation to the Corporation.
- 4.8 To consider how the Corporation and its committees can follow best practice in relation to their business, policies and procedures and to make recommendations to the Corporation.
- 4.9 To keep under review the level of compliance against the Code of Governance and any other regulatory frameworks (such as the Office for Students) to ensure that action is taken to address any gaps in governance processes and procedures.
- 4.10 To monitor attendance at Corporation and committee meetings and other events through termly reports and to agree effective action where the target is not met, whether it be for individuals, committees or the Corporation.

- 4.11 To advise on a suitable format for undertaking the annual self-assessment of the College's governance arrangements, and to oversee the outcome and recommended improvements.

5 APPOINTMENT OF CHAIR AND VICE-CHAIR

- 5.1 The Chair will be appointed by the Corporation for a two year term of office in accordance with the processes identified in the Standing Orders.
- 5.2 In the event of the resignation of the Committee Chair (either as Chair or as a governor) during the year, the procedure outlined in the Corporation's Standing Orders will be used to appoint a replacement Chair at the earliest opportunity.
- 5.2 In the temporary absence of the Chair, a Chair will be appointed from amongst the members of the Committee for that meeting only.
- 5.3 The Committee will appoint a Vice-Chair who will serve for a one-year term of office, usually at the first meeting in each academic year. This may be an independent governor, but not the Principal/CEO.

6 CLERKING ARRANGEMENTS

The Director of Governance and Compliance will provide clerking to the Committee. In the absence of the Director of Governance and Compliance, members can nominate a member to act as Clerk and take a record of the meeting. Although the Director of Governance and Compliance cannot be a member of the Committee, a member acting as Clerk on a single meeting basis, remains a member of the Committee, can vote and counts towards quorum.

7 REPORTING TO THE CORPORATION

- 7.1 The minutes of each Committee meeting will be circulated to the full Corporation.
- 7.2 The Chair of the Committee (or an agreed representative) will provide a verbal report to governors at the next full Corporation meeting.

8 GENERAL

- 8.1 Decisions to be made at meetings of the Committee will be determined by a majority of the votes of the members present and voting.
- 8.2 Where there is an equal division of votes, the Chair will have a second or casting vote.

Membership 2025-2026

Mo Kundi (I)
Roderic Gillespie (I)
Margaret Boneham (I)
Michelle Brabner (Pr)
Diane Hutchinson (I)
Tom Rowe (Staff)

John Sheldon (staff)

Paul Walker (I) (Committee & Corporation Chair)

Standing Invitation to attend:

Laura Bell – Corporation Vice Chair

Committee Chair: Paul Walker. January 2025 – January 2027