

TERMS OF REFERENCE FOR THE GOVERNANCE & SEARCH COMMITTEE

1 Constitution

The Corporation hereby resolves to adopt the following Terms of Reference for the Governance & Search Committee.

2 Purpose

- 2.1 The Governance & Search Committee will be responsible for advising the Corporation on the appointment of Members other than Staff and Student Members (Non-executive members).
- 2.2 The Governance & Search Committee will be responsible for determining the process for gathering, screening and shortlisting applications for Member vacancies on the Corporation, other than Staff and Student Members. The current processes are detailed at **Annex 1** and are intended to reflect best recruitment practice.
- 2.3 The Governance & Search Committee will be responsible for determining the process by which Staff and Student Members are nominated and elected. The current processes are detailed at **Annex 2 and 3** respectively
- 2.4 The Governance & Search Committee will from time to time consider and make recommendations to the Corporation on the composition and balance of the Corporation and its Committees. The Committee will plan for the succession of members of the Corporation ensuring continuity following retirement or resignation.
- 2.5 The Governance & Search Committee will undertake a regular skills audit in order to test the range of skills and experience on the Corporation.
- 2.6 The Governance & Search Committee will consider and evaluate the contribution of Members seeking reappointment and make recommendations to Corporation on this basis.
- 2.7 The Governance & Search Committee will develop and recommend to the Corporation policies and procedures for the induction, training, appraisal and governance development of Corporation members, including the oversight of the 'Insight Scheme'.
- 2.8 The Governance & Search Committee will advise the Corporation on arrangements for Corporation and member self-assessment, including monitoring progress with the Governance Improvement Plan.
- 2.9 The Governance & Search Committee will advise on such other matters relating to membership and appointments as the Corporation may remit to the Committee from time to time.
- 2.10 The Governance & Search Committee will advise the Corporation on governance matters, where appropriate and timely, including, but not limited to, those pertaining to the:
 - Instrument and Articles of Government
 - Statement of Governance Principles and Scheme of Delegation

- Standing Orders for the Corporation and its Committees
- Corporation Code of Conduct
- Cycle of Business

2.11 The Governance & Search Committee will at all times have regard for the provisions of the Instrument and Articles of Government.

2.12 The Governance & Search Committee will perform tasks delegated by the Corporation on any aspect of its operations or related matters that the Corporation sees fit to ask the Committee to consider. Such tasks may require the Committee to make decisions or to advise the Corporation and will be defined by the relevant Corporation Minute delegating the task.

3 Membership

3.1 The Governance & Search Committee shall be appointed by the Corporation and shall have up to seven Members, plus the Principal, including, where appropriate a Co-opted Member.

3.2 Governance & Search Committee Members may serve until the end of their terms as Corporation Members. External Co-opted Members may serve for up to two successive terms of four years in that capacity and such an appointment will be counted as additional service to any subsequent appointment as a Corporation Member. A Member may resign from their appointment at any time by giving notice in writing to the Clerk to the Corporation. Such resignations will be recorded at the next Corporation meeting.

3.3 The quorum for meetings of the Governance & Search Committee shall be three members.

3.4 The Chair and Vice Chair of the Governance & Search Committee shall be appointed by the Corporation. If both the Chair and Vice Chair are absent from any Governance & Search Committee Meeting, the Members present shall choose one of their number to act as Chair for that meeting, provided that the Member chosen shall not be the Principal or a Staff or Student Member.

4 Attendance at Meetings

4.1 The Governance & Search Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the process of search and to verify that the selection process is independent and free from any form of patronage.

4.2 Other Corporation Members shall have the right of attendance.

4.3 The Clerk to the Corporation shall be Clerk to the Committee.

5 Frequency of Meetings

5.1 The Governance & Search Committee will meet at least once each year and as required by the Corporation.

6 Reporting Procedures

6.1 The Clerk to the Committee shall circulate Minutes of the meetings of the Committee to all Committee Members.

- 6.2 Where the Committee has deemed an item to be confidential (for example, when the Committee considers sensitive issues or named individuals) the excluded items shall be kept as confidential documents by the Clerk and circulated in accordance with the Corporation Code of Conduct guidelines on confidentiality.
- 6.3 Committee Minutes shall be included in Corporation papers and reported upon at Corporation meetings.

Approved by the Corporation on: 10 October 2017

Review frequency: Annual

Sue Frost
Clerk to the Corporation

Heart of Worcestershire College

Procedures for the Appointment of Non- Executive Governors

Non-Executive Members

The Instrument and Articles of Government state that, in addition to the Principal, staff and student members, the Corporation shall consist of

‘members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government’.

The Corporation has decided that these shall be termed ‘non-executive’ members.

The Articles of Government specify that the Corporation shall not appoint any person as a non-executive member without first consulting and considering the advice of the search committee.

Corporation’s responsibilities under Article 3 are as follows:

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) approving the quality strategy of the institution;
- (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (d) approving annual estimates of income and expenditure;
- (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff.

The Corporation must therefore consider what skills are needed within its membership to ensure that the above functions can be carried out effectively. At the time when a vacancy occurs the Corporation may also consider any particular circumstances which have a bearing on the skills required

The Corporation will use an annual Skills Audit to facilitate the analysis of the skills currently represented on the Corporation with a view to identifying those additional skills required.

The Corporation also considers it important to reflect the community in its membership, including having a diverse membership and members from a variety of types of organisation.

The Corporation is committed to ensuring that its membership reflects the diversity of its learner population and local community and will strive to achieve this by seeking to encourage applications from under-represented groups.

Identifying candidates for Non-Executive Member Vacancies

A wide field of candidates should be obtained by making appropriate use of a variety of strategies to promote the vacancy including:

- Advertising or Executive Search
- Maintaining and using databases of interested and appropriate people
- Contact with appropriate professional bodies
- Contact with other relevant bodies such as Local Enterprise Partnerships and employers' organisations
- Contact with appropriate organisations and voluntary bodies in the local community, such as the appropriate Volunteer Centres and the School Governors One Stop Shop (SGOSS)
- Contact with local authorities
- Inviting nominations from appropriate organisations on the advice of the Governance and Search Committee
- Appropriate social media

Organisations will be given details of the role of the Corporation and its governors, together with a detailed role description, person specification and application form.

Interested parties will be sent an application form, covering letter, a role description and a person specification. These documents together with details of eligibility will form the basis of an application pack available to interested parties. This pack will inform applicants of the procedure to be followed, a closing date for applications and that application forms must be returned to the Clerk to the Corporation. All applicants will be required to complete the application form

Interested parties may be offered the opportunity to visit the College and discuss the role of governor with the Clerk and Principal informally before deciding whether they wish to proceed with an application. The College may decide to organise an Open Evening or similar event for interested parties

Selecting a short list, and recommending candidates to the Corporation

The short-listing of candidates to serve as non-executive members will be undertaken by the Governance and Search Committee. This will be followed by invitations to short-listed candidates to attend a meeting of the Committee at which candidates will be interviewed. The Governance and Search Committee will then make a recommendation to the Corporation.

Appointments by the Corporation will be made on the basis of merit in accordance with the College's Equality Policy, with the aim of achieving a balance of relevant skills and backgrounds on the Corporation. The term of office shall not exceed four years.

The Corporation may decline to appoint a person who does not have the specified skills and experience.

Term of Office

Members of the Corporation shall hold and vacate office in accordance with the terms of their appointment.

The term of office shall not exceed four years.

Eligibility

As with all governors, Non-Executive Governors must be able to confirm that they are eligible to serve as a governor and satisfy the eligibility conditions contained in clauses 4(3) and 7 of the Instruments of Government and the requirements of Charity law.

All governors are required to have a satisfactory enhanced DBS (safeguarding) check.

All governors are required to agree to abide by the Corporation Code of Conduct.

All governors are unpaid volunteers taking up the role in their own time.

Governors may claim for necessary travelling, subsistence or other expenses incurred in undertaking Corporation business at the appropriate College rates.

Confirmation of the appointments by the Corporation

All appointments will be confirmed in writing to the successful candidate and the appointment (if accepted) should be publicly announced through the College's internal newsletter, College Portal and other suitable means.

Re-Appointment of Members

Members retiring at the end of their first 4 year term of office shall be eligible for re-appointment

Re-appointments to the Corporation at the end of each term of office will not be automatic. Recommendations from the Governance and Search Committee regarding re-appointments will be considered by the Corporation based on the results of a skills audit, merit and the performance of the post holder including their attendance record. After a single term of office had been served, there will be discretion about whether to advertise.

Non-executive members shall serve on the Corporation for no longer than two terms of office or 8 years in total.

Induction

Induction will be arranged for new members of the Corporation.

Heart of Worcestershire College

Procedures for the Appointment of Staff Governor

The Corporation has determined that it will appoint two Staff Governors:

- one member of staff based at the College's Worcester/Malvern campus, who has been nominated and elected by eligible staff at Worcester/Malvern campus; and
- one member of staff based at the College's Redditch/Bromsgrove campus, who has been nominated and elected by eligible staff at Redditch/Bromsgrove campus.

Eligibility for Nomination

Staff must be a full-time, fractional, part time or part time hourly paid members of staff, who have a contract of employment with the College to be eligible to stand for election.

Employment status will be confirmed by the Human Resource Department.

Agency or temporary staff are not eligible to be staff governors.

Candidates must meet the eligibility criteria set out in the Instrument and Articles of Government and Charity law, which apply to all governors.

Eligibility to Propose, Second and Vote

Full-time, fractional, part time or part time hourly paid members of staff, who have a contract of employment with the College, are entitled to participate in the nomination and election process for the staff governor at the campus where they are based.

Employment status of proposer and seconder will be confirmed by the Human Resource Department.

Employment status and eligibility of voters will be determined by appropriate means including the Human Resource Department and the use of technology in electronic voting systems.

Election Procedure for Staff Governors

1. Elections will normally be initiated prior to the expiry of an existing staff governor's term of office, and at the earliest opportunity if a vacancy occurs before the expiry of that term of office.
2. The Returning Officer for the election is the Clerk to the Corporation. The Returning Officer's decision shall be final on all matters relating to the election.
3. The Returning Officer will notify staff of a vacancy and invite nominations for candidates for election as staff governor using College email, plus other suitable means of communication to ensure all eligible staff are informed.
4. The closing date for submission of nominations will be clearly identified but will be not less than one week from the date of notification.

5. Nominations must be made on the prescribed nomination form and returned by the date and time stipulated.
6. Nominations must be proposed and seconded by eligible members of staff of the College (other than the candidate). The nomination form must be signed by the candidate as an indication of her/his willingness to stand for election and to serve if duly elected and also signed by the proposer and seconder. (Appendix 2)
7. Following the close of nominations, the Returning Officer will publish a Statement of Persons Nominated setting out the names of those validly nominated, and if appropriate, the names of any candidates whose nominations are invalid. If the Returning Officer receives more than one valid nomination for a campus, an election will be held for that campus. If the Returning Officer receives only one valid nomination for a campus, or there is only one valid nomination remaining after the closing date for the receipt of nominations, there will be no election, and the Returning Officer will declare that person elected. The Returning Officer will announce the name of the candidates elected as the staff governor using College email plus other suitable means of communication to ensure all staff are informed.
8. In the event of an election, candidates will be invited to prepare an election statement (Maximum of 300 words) and to provide a photograph of themselves. These statements and photographs, if applicable, will be made available to staff by the Returning Officer with ballot papers, via the staff portal, and/or by other means such as a staff newsletter, if appropriate. The Returning Officer reserves the right to refuse any unsuitable election material.
9. Campaigning:
 - Candidates will be responsible for their own campaign
 - Candidates will be permitted to place posters which have been agreed by the Returning Officer on designated notice boards.
 - Candidates will be permitted to address staff at designated meetings at the main campus buildings as agreed with the Principal to ensure business continuity
 - Candidates will be permitted to place a short video (maximum of 3 minutes) which has been agreed by the Returning Officer on the staff portal
10. The Returning Officer will make arrangements for an election. An electronic voting system will be used.
11. Each eligible member of staff will have a single vote.
12. There is no provision for proxy voting.
13. The Returning Officer will publish the closing date and time for the casting of votes. Elections will normally be held for the period of one week.
14. After the time for the close of voting in the election, votes will be counted and recorded by the electronic voting system and the results provided to the Returning Officer.
15. In the event of an equal number of votes for more than one candidate, lots will be drawn.

16. The Returning Officer will issue a notice (using College email plus other suitable means of communication) detailing the number of votes cast, the names of the candidates, the votes cast for each candidate, and the name of the candidate(s) duly elected as staff governor.
17. The Corporation will formally appoint the staff governor in accordance with the Instrument and Articles of Government and a letter of appointment will be issued to the staff governor which details the term of office.

18. Eligibility to Serve as a Governor

As with all governors, Staff Governors must be able to confirm that they are eligible to serve as a governor and satisfy the eligibility conditions contained in clauses 4(3) and 7 of the Instruments of Government and the requirements of Charity law.

All governors are required to have a satisfactory enhanced DBS check.

All governors are required to agree to abide by the Corporation Code of Conduct.

All governors are unpaid volunteers taking up the role in their own time. Staff governors need to ensure that they discuss the time commitment with their line manager.

Governors may claim for necessary travelling, subsistence or other expenses incurred in undertaking Corporation business at the appropriate College rates.

The term of office of a Staff Governor will end if they cease to be employed by the College.

The term of office for a staff governor is four years.

Staff governors are eligible to serve a second and final Term of Office, subject to nomination and election under the normal procedures.

Heart of Worcestershire College Procedures for the Appointment of Student Governors

The Corporation has determined that it will appoint two student governors:

- one student based at the College's Worcester/Malvern campus, who has been nominated and elected by their fellow students at Worcester/Malvern campus; and
- one student based at the College's Redditch/Bromsgrove campus, who has been nominated and elected by their fellow students at Redditch/Bromsgrove campus.

Provided that nominations and elections have been held in an open and fair manner and in accordance with either the Student Union Constitution or procedures set down by the Corporation, the Corporation will be bound by the outcome of the elections. However, as is the case for all College governors, student governors must satisfy the eligibility criteria set out in the College's Instrument and Articles of Government and also agree to comply with the Corporation Code of Conduct. All governors, including student governors, will be required to undertake an enhanced Disclosure and Barring Service (DBS) check for safeguarding purposes.

Nomination & Election Procedure for Student Governors

1. The Student Governor elections will usually take place during the summer term in each Academic Year or as necessary to fill casual vacancies.
2. The Student Governor's term of office will normally expire on 31st July in each academic year.
3. The Student Governor will cease to hold office if she/he ceases to be a student of the College.
4. Student Governors must comply with the same eligibility criteria as all other governors. These are included within the College's Instrument and Articles of Government and in Charity law. All governor appointments are subject to an enhanced DBS check.
5. Members of staff who are also studying at the College are not permitted to be nominated in any category of governor other than Staff Governor. Eligibility will be confirmed by reference to the Student Record System and HR records.
6. The Returning Officer for the election is the Clerk to the Corporation, who will be responsible for the good conduct and administration of the election.
7. The Returning Officer will advertise the position as widely as possible throughout the College and invite nominations for candidates for election as Student Governor. This will be achieved by appropriate means, which may include publicising relevant information and dates on the Student Portal/Intranet, informing College Staff of the process through the Staff Intranet, College Newsletter or other means and requesting them to inform students, and informing any elected Student Union Officers
8. The Student Governor Nomination form will be made widely available, which may, for example, include via the Student Portal Page, Student Lounges and the SUB. The proposer, seconder and nominee must all be College students from the relevant campuses and each must sign the nomination form. The candidate must sign to confirm

her/his willingness to stand for election and to serve if duly elected. The fully completed Nomination form must be returned to the Clerk to the Corporation by the stated deadline.

9. The closing date for the return of nominations will be clearly identified but will be no less than one week from the date of notification.
10. The Returning Officer will meet with the nominees to ensure the validity of nominations and that the candidates have understood the eligibility criteria. Candidates are required to complete an Eligibility Declaration, with assistance from the Clerk to the Corporation if required.
11. If there is a single valid nomination for the position of student governor at either campus, following the closing date for the receipt of nominations, the Returning Officer will declare that candidate duly elected as the student governor, subject to eligibility checks.
12. If there is more than one valid nomination, the Returning Officer will organise a secret ballot and all students will be informed of the arrangements for the election.
13. Each student will be entitled to a single vote for a candidate at the main campus where they are based.
14. The Returning Officer will ensure that appropriate measures are in place to enable the election to take place in a fair and open manner and will ensure that all students have access to vote. The Returning Officer will adjudicate on any complaint regarding the conduct of the election.
15. The Returning Officer will publish the opening and closing time of the election and instructions on how to vote. Candidates will be given the opportunity to write a brief statement in support of their election and the statements will be made available as part of the electronic voting system. Each candidate will also have the opportunity to include a photograph of themselves.
16. On completion of the procedures above, votes will be counted and recorded by the electronic voting system and the results provided to the Returning Officer.
17. In the event of a tied top vote, the election result will be decided by lot with the precise method being determined by the Returning Officer.
18. The Returning Officer will declare the result when the count of votes has been completed. Details of the successful candidate will be published and a copy will be sent to the College Corporation, the Learning Centres and the Students' Union.
19. The Corporation will formally appoint the student governor in accordance with the Instrument and Articles of Government, subject to DBS check, and a letter of appointment will be issued to the student governor.
20. If the candidate who has been elected is subsequently ruled to be ineligible, then the second placed candidate will be declared elected, subject to DBS check.