



## **Heart of Yorkshire Education Group**

### **Search and Governance Committee**

#### **Terms of Reference 2021/22**

#### **1 Objectives**

1.1 The Committee shall, on behalf of the Corporation of the Heart of Yorkshire Education Group (to be referred to as the corporation), be responsible to:

- Make recommendations to the Corporation board on the structure, composition and balance of the Corporation group board, and its committees and the local governing boards at Castleford, Selby and Wakefield. The Committee shall be responsible for nominating candidates for the approval of the Corporation to fill vacancies on the Corporation and for determining the process whereby candidates are nominated.
- Lead the process for recruiting new Governors;
- evaluate the contribution of existing Governors before making recommendations to the Corporation on their reappointment;
- oversee the job descriptions and appraisal systems for Governors and the Chair of the Corporation and the Clerk to the Corporation;
- ensure an effective training and development programme for Governors, including their induction, is in place;
- advise the Corporation on matters relating to succession planning;
- inform the Corporation on other issues of governance as appropriate.
- Ensure the vision and values of the Group are reviewed regularly and development days are used effectively.

#### **2 Membership**

- 2.1 The Committee shall be appointed by the Corporation and shall consist of at least 6 members or a minimum of 4 group board members (including the Chair of the Corporation) and up to three co-opted members from local boards comprising:
- the Chair of Corporation
  - the Principal and CEO ex officio
  - Independent members
  - A representative from each local board shall either be a member or the Chair of the local board will also be in attendance, by invitation
- 2.2 A quorum shall be 3 members, the majority must be full board members.
- 2.3 The Search and Governance Committee membership will be reviewed on an annual basis and approved by the corporation.
- 2.4 The Local Governing Board representative will have voting rights on this Committee. They do not have a right to attend other Committee or Corporation meetings.

### **3 Appointment of Chair and Vice Chair**

- 3.1 The Chair and Vice Chair of the Committee shall be appointed by the Board and shall be independent corporation members.
- 3.2 The Chair of the Search and Governance Committee should not be any of the following:
- The Principal/Chief Executive
  - A Co-opted member
- 3.3 The Chair and Vice Chair shall hold office for two years, and until the first meeting of the Committee of subsequent College year.
- 3.4 At the end of the term of office the Chair and Vice Chair shall be eligible for re-appointment.
- 3.5 If the Chair and Vice Chair are absent from any meeting of the Committee, the members shall choose one of their number to act as Chair for that meeting.

### **4 Meetings**

- 4.1 Attendance

- The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- The Clerk to the Corporation shall be the Clerk to the Committee.

#### 4.2 Frequency of Meetings

- Meetings shall be held as required to fulfil the Committee's objectives, with normally at least three meetings per year.

### 5 Authority

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

### 6 Duties

6.1 Acknowledging the items in 1.1 above, the main duties of the Committee shall be:

- (i) to consider and make recommendations to the Corporation on the Corporation's structure, composition and balance, and on the procedures for appointment to the Corporation;
- (ii) to seek applications in respect of vacancies on the Corporation group board, committees and local boards and make recommendations regarding appointments;
- (iii) to evaluate the contribution of existing Governors before making recommendations regarding their reappointment;
- (iv) to consider from time to time and make recommendations to the Corporation on the composition and balance of the Corporation's committees and Local Governing Boards;
- (v) to consider and make recommendations on committee membership on an annual basis;
- (vi) to publish on the College's website and make available for inspection by any member of the public, in accordance with the Articles of Government, any rules specifying the way in which the Search and Governance Committee is to be conducted, its terms of reference and its advice to the Corporation, other than advice which the Corporation is satisfied should be dealt with on a confidential basis;

- (vii) to approve an annual training and development programme for Governors;
- (viii) to ensure the job descriptions and appraisal systems for Governors and the Chair of Governors and the Clerk to the Corporation remain relevant and fit for purpose.
- (ix) to advise the Corporation on matters relating to succession planning;
- (x) to advise the Corporation on other issues of governance as appropriate
- (xi) To advise the Corporation on the co-option of co-opted members of the Corporation, Local Boards and Committees.
- (xii) To have particular regard to the outcome of skills audits aiming to ensure that the balance of membership in terms of equality and diversity is appropriate and reflects the communities served by the College Group and consider the implications of the Group's overall Equality and Diversity policy, including any measurable objectives that may be relevant. It will report to the Corporation on these issues as required and at least once per year.
- (xiii) To have oversight of the self assessment process and to recommend the Corporation follow best practice to ensure the corporation can improve its effectiveness and the declarations of interest for each Corporation member and Local Board Governor.
- (xiv) To recommend an external review of the performance of the board periodically, in conjunction with the Audit Committee.
- (xv) Review any proposed changes to the I&As, Standing Orders and ToRs making recommendations to the Governing Body.
- (xvi) Monitor the risks related to committees and the local boards in the scheme of delegation.

## **6.2 The Search Process**

- 6.21 The Committee shall 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.
- 6.22 The Committee will regularly initiate searches for additions to the database through consultation with interested bodies including local community groups/ employer representatives and local authorities.

- 6.23 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 and will advertise the vacancy as appropriate.
- 6.24 The Committee will put forward to the Corporation for their consideration suggestions for each vacancy. In making their suggestions, the Committee will present a resume of the strengths and weaknesses of each candidate.
- 6.25 The Corporation shall not appoint any member of the Corporation (other than the Principal, staff or student members) without first consulting and considering advice of the Search and Governance Committee. Appointments shall be made in accordance with the Instrument and Articles of Government.
- 6.26 The Committee may at times propose to use specialist recruitment services to support the recruitment of individuals with the necessary skills and expertise required.
- 6.27 The Committee shall review its terms of reference and its compliance with them on an annual basis.

## **7 Reporting Procedures**

- 7.1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all Corporation members (excluding confidential minutes).
- 7.2 The Chair of the Search and Governance Committee will provide reports and updates to the Corporation Board following each committee meeting.

## **8. Equality, Diversity and Inclusion Statement**

The College values diversity and inclusion and is committed to promoting equal opportunities and eliminating discrimination. Therefore, the Local Board/Committee will exercise its responsibilities, as far as practicable, to promote equality and diversity and will carry out its business to promote equality of opportunity for all.

## **9. Safeguarding Policy**

The corporation recognises its moral and statutory responsibility to safeguard and promote the welfare of students. We work to provide a safe and welcoming environment where students are respected and valued. We are alert to the signs of abuse, neglect, radicalisation and extremism and follow our procedures to ensure our students receive effective support, protection and justice. The corporation expects Governors, staff and volunteers working on behalf of the college to share this commitment.

## **10. Fraud, Bribery & Corruption**

The Fraud Act 2006 introduces a new offence of fraud, which can be committed in three ways:

- Fraud by false representation
- Fraud by failing to disclose
- Fraud by abuse of a position of trust

All offences occur where the act or omission is committed dishonestly and with intent to cause gain or loss. The gain or loss does not have to succeed, as long as there is intent.

The Bribery Act 2010 makes it a criminal offence to bribe or be bribed by another person by offering or requesting a financial or other advantage as a reward or incentive to perform a relevant function or activity improperly performed.

Further information, including how to raise concerns, is included within the Anti-Fraud and Anti-Bribery & Anti-Corruption Policies.