

Colchester Institute Corporation

SEARCH AND CONSTITUTION COMMITTEE

Terms of Reference

1. **Membership**

The Committee shall consist of:

The Chair of the Corporation Board

The Principal

The Chair of the Finance and General Purposes Committee

The Chair of the Quality and Standards Committee

The Chair of the Personnel Committee

At least one other member of the Board

The Board shall have the power to co-opt on to the Committee a person or persons who are not members of the Corporation when desirable.

2. **Chair**

The Chair of the Committee shall be the Chair of the Corporation Board, or in the Chair's absence a member nominated by him/her. The Principal may not be nominated as Chair.

3. **Terms of Office**

Members other than ex-officio members shall be appointed for a term of office of two years provided that they remain a member of the Board, and shall be eligible for re-appointment at the end of their term.

4. **Attendance of Non Members**

Other members or representatives may attend meetings by invitation of the Committee for particular items. All such attendees may speak at the Chair's invitation but are not eligible to vote. The Committee shall determine the extent to which it will permit observers to attend its meetings.

5. **Quorum**

The quorum for the meetings of the Committee shall be three, including:

either:

- the Chair of the Board; or
- two Committee Chairs and the Principal

6. **Clerk**

The Clerk to the Corporation shall act as Clerk to the Committee.

7. **Meetings**

- 7.1. Meetings shall be convened as directed by the Chair or the Corporation Board when there is sufficient business to be conducted, but will meet not less than once per year.
- 7.2. In addition, decisions taken by electronic messaging are acceptable when unanimous. Such decisions will be recorded by the Clerk and presented to the next ordinary meeting of the Committee for formal approval.
- 7.3. The Committee will determine its procedures for identifying matters which are confidential and may, when deemed necessary to do so, go into confidential session and exclude all non members and observers other than the Clerk. Ex-officio Committee members may be excluded in accordance with the Instrument of Government.

8. **Reporting Procedures**

- 8.1. The draft Part I minutes will be made available on the College's website and the Governance Portal after they have been approved by the Committee Chair. They will then be presented to the next ordinary meeting of the Committee for formal approval.
- 8.2. The minutes will be sent to all Board members with the agenda for the next Board meeting.
- 8.3. The Committee may designate items of a sensitive or confidential nature to be Part II items and they shall be so designated in the Minutes. Part II minutes will be reviewed at the end of each academic year and released for the public record if the Chair is satisfied that the reason for dealing with the matter on a confidential basis no longer applies.
- 8.4. At the end of each calendar year, the Committee will prepare an annual report of its work during the year for submission to the Corporation Board.
- 8.5. The Committee shall provide a copy of its rules, terms of reference and advice to the Corporation on the College's website, and ensure the availability of the same for inspection in person at the Institute during normal office hours.

9. **Terms of Reference**

- 9.1. Having regard to the provisions of the Instrument and Articles of Government to consider and make recommendations to the Corporation on the Corporation's composition and balance of its membership and on the procedures for appointment and reappointment to the Board.
- 9.2. To determine criteria for appointments and reappointments, ensuring that all actual or potential Board members are treated equally, regardless of: age, disability; family responsibility, marital status, race, colour, ethnicity, nationality, religion or belief, gender, sexual orientation, trade union activity, and any other irrelevant criteria.
- 9.3. To determine and ensure implementation of the process whereby candidates for Board Membership are selected.
- 9.4. To initiate searches for potential candidates and nominate selected candidates for the approval of the Board to fill any vacancy on the Board.

- 9.5. To review and make recommendations to the Corporation on the structure and membership of Corporation Committees, including the co-option, where permitted, of non-Board members.
- 9.6. To oversee the induction and development of Board Members.
- 9.7. To formulate approaches to ensure Members are regularly updated/briefed on new and/or key issues affecting the operation of the College.
- 9.8. To undertake a regular skills audit in order to test the range of skills and experience on the Corporation.
- 9.9. To advise the Corporation on governance matters generally, and to review and make recommendations to the Board on the Standing Orders, Code of Conduct, Register of Interests, and records of attendance of members.
- 9.10. To consider and advise the Corporation on governance self-assessment procedures and report to the Corporation on any action plan from governance self-assessment.
- 9.11. To 'drive the quality of governance' of the Corporation including the setting of annual targets for the Board and the monitoring thereof.
- 9.12. To advise on such other matters relating to governance as the Corporation may remit to the Committee