



**HSDC CORPORATION
SEARCH & GOVERNANCE COMMITTEE
TERMS OF REFERENCE**

(APPROVED 3RD JULY 2017 EFFECTIVE FROM 1ST AUGUST 2017/UPDATED & APPROVED BY THE BOARD 6TH JULY 2026)

1. Membership

The membership will comprise 6 members, to include the Chair, the Vice-Chair, the Principal and 3 other Governors.

2. Quorum

The quorum shall comprise 3 External Governor members of the Committee.

3. Purpose

- (i) To lead the Corporation on all issues related to the membership of the Corporation and its committees and all matters related to governance, structure, and procedures, including:
 - the provision of advice to the Corporation on the appointment of members.
 - establishing appropriate succession planning mechanisms to ensure key roles and existing vacancies are filled in a timely fashion.
 - consideration of the outcomes of an annual skills audit to ensure the committee has an overview of the skills, knowledge and expertise of all its members to enable the Board to undertake its role effectively in respect of the six key responsibilities of governance.
 - consideration of the collective themes arising from the annual informal 1:1 meetings with the Chair and to agree actions to improve where required.
 - the provision of training to enable members to fulfil their responsibilities as members of the Corporation; and
 - the review of all procedural and policy matters related to effective corporate governance.
- (ii) The Corporation shall not appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of the Committee. Appointments shall be made in accordance with the Instrument and Articles of Government.

4. Appointment of Chair

With responsibility for membership, the Vice-Chair of the Corporation will, ex-officio, chair the Search & Governance Committee.

5. Officers in Attendance

The Committee has the right to invite any other person to attend for a part of or for the whole of a meeting.

All persons In Attendance shall have no voting rights.

6. Meetings

- i) The Committee shall meet as and when necessary for the proper discharge of its responsibilities but shall meet at least three times per year;
- ii) The Clerk to the Corporation shall act as Clerk to the Committee;

- iii) All responsibilities of the Committee will be subject to the Corporation's approved Scheme of Delegation. Consequently, all decisions of the Committee shall be referred to the Corporation for confirmation, except those specifically delegated, which shall be reported to the Corporation;
- iv) There will be an annual schedule of business to enable Governors to identify when they will receive key items of business – **see Appendix 1**. This schedule is intended to be flexible to meet business needs.

7. Terms of reference

(i) Board Membership

- a) To determine detailed procedures for the recruitment, nomination and proposal of candidates for appointment to the Corporation and to ensure that such procedures are made publicly available, including determining arrangements for the creation of a waiting list of potential candidates for membership of the Corporation.
- b) To draw-up appropriate criteria for the assessment of the suitability of candidates for consideration by the Corporation, addressing:
 - The need to ensure that the membership of the Corporation complies with the Instrument and Articles of Government,
 - The need for the skills and experience of new members to complement those of existing members.
 - The need to ensure that the Board reflect, as far as possible, the composition of the local community.
- c) To keep the composition and balance of the Corporation and its committees under review, including the areas of expertise available within the Corporation; to review the need for additional skills and experience which would best serve the needs of the College and to advise the board as necessary and as required.
- d) To identify potential candidates who meet the assessment criteria, and to consult board members, the local community, including the business community, the funding bodies and professional organisations as appropriate.
- e) To recommend appointments to the Corporation.

(ii) Board Training

To keep the training needs of Corporation members under review and to develop appropriate policies and procedures for the induction, appraisal, and ongoing development needs of the Corporation members, and to implement such matters as appropriate.

(iii) Board Self-Assessment

To lead the Corporation's annual self-assessment process to assess performance in the conduct of their business and the discharge of its duties and responsibilities.

(iv) Corporate Governance

To review all policies, procedures and standing orders related to corporate governance and to formulate proposals as necessary for consideration by the Corporation.

(v) General

- a) To delegate such tasks/functions as it believes appropriate to the Principal and/or the Clerk to the Corporation.
- b) To undertake such other related responsibilities as the Corporation may remit.

8. Review of Terms of Reference

These Terms of Reference shall be subject to a formal **annual** review.

SEARCH & GOVERNANCE COMMITTEE – ANNUAL SCHEDULE OF BUSINESS

AGENDA ITEM
AUTUMN TERM
Review of membership position i.e. vacancies and membership of corporation committees
Review of previous year's attendance statistics
Annual Report of the S&G Committee to the Board
Annual Report on Governor training for the previous year & proposed training for the current year
Outcomes of Governance Self-Assessment and Governance Action Plan
Legislative issues for consideration
SPRING TERM
Review of membership position i.e. vacancies and membership of corporation committees
Review of any issues from annual update of Register of Interests & Governors' Eligibility
Review of outcomes of Skills audit & identified training needs to inform annual review of membership of committees
Update on actions relating to the Governance SAR/College QIP
Legislative issues for consideration
SUMMER TERM
Annual Review and Evaluation which includes: • Annual review of Committee Terms of Reference and Schedule of Business; • Review of the operation of the committee and consideration of further improvements in respect of reporting and opportunities to further develop the work of the committee.
Review of membership position i.e. vacancies and membership of corporation committees
Annual Summary Report on the key themes arising from individual Governor/Chair 1:1 meetings
Annual Review of key Governance Documents
Update on actions relating to the Governance SAR/College QIP
Legislative issues for consideration