

TERMS OF REFERENCE

Search and Governance Committee

Composition:	At least four members, including the Chief Executive and Group Principal as ex officio member
Quorum:	40% of committee membership, subject to minimum of three
Attendance	The Corporation attendance target is 80%. Committee members are therefore expected to attend all three meetings scheduled in 2021-22
No of meetings per year	As required with minimum of two
Chair:	Selected by committee, reviewed annually and may not be Chair of Corporation or Chief Executive and Group Principal
Public access to meetings:	By chair's invitation, with members' approval - see Standing Orders Section 12
Conduct of meetings:	See Standing Orders Section 5
Minutes:	See Standing Orders Section 4 vi re approval See Standing Orders Section 10 re circulation / publication (minutes must be open to public inspection)
Key functions and delegated powers:	<p>Committee Purpose</p> <p>The Search and Governance Committee is responsible for considering all matters relating to the recruitment of governors and their appointment, or reappointment. It makes recommendations which the Corporation is required to consider when appointing governors.</p> <p>The committee also supports the Corporation to undertake an ongoing review of the effectiveness of governance, including the balance of Corporation members and outcomes of the Chair's appraisal.</p> <ol style="list-style-type: none"> 1 The committee will be responsible for advising on the appointment of members of the Corporation and any co-opted members of the Corporation's committees or task and finish group. The committee will also be responsible for such other matters relating to membership and appointments as the Corporation may remit to the committee, for gathering, screening and short listing nominations in respect of vacancies on the Corporation, and for determining the process whereby candidates are nominated. In considering the reappointment of any existing governor, the committee will review their contribution. 2 The committee will carry out a regular review of the diversity of the membership of the Corporation (minimum annually) and make recommendations accordingly. 3 The committee will, from time to time, undertake a high level review of the membership and/or terms of reference of the Corporation's committees and task and finish groups and recommend any areas for improvement to the Corporation. NB Each committee / task and finish group will be responsible for reviewing its own membership and terms of reference annually

	<p>4 The committee will consider succession planning for the Corporation and this will be a standing agenda item.</p> <p>5 The committee will support the Corporation in its ongoing review of effective governance, including through the regular review of relevant governance documentation and Chair’s appraisal outcomes.</p> <p>6 The committee has delegated authority to consider and agree any governor requests for a leave of absence made in accordance with the Corporation’s Standing Orders.</p>
Rules for operation:	See Article 5: Search Committee, Standing Orders Section 13: Appointment of Governors and Standing Orders Section 14: Appointment of External Co-Opted Members