

LEEDS CITY COLLEGE GROUP

GOVERNANCE & NOMINATIONS COMMITTEE TERMS OF REFERENCE

1. Background and Objectives

- 1.1 The Governance & Nominations Committee is a committee of the Board established under the terms of Clause 4 of the Articles of Government¹.
- 1.2 The purpose of the Governance & Nominations Committee ('the committee') is to advise the Board on the appointment/reappointment, training and ongoing development of governors² and to keep under review the systems, policies and procedures supporting the governance process.
- 1.3 The committee will adopt open and transparent procedures for the recruitment and selection of governors to ensure that the composition of the Board broadly reflects the community served in relation to gender, ethnicity, etc. However, it is acknowledged that achieving such a balance is a secondary consideration to the most important requirement, which is that a candidate must be personally suitable for appointment.
- 1.4 In providing its advice, the committee shall take into account the parameters set by legislation and the guidance available on good governance from the Skills Funding Agency, the Association of Colleges and other bodies such as the Committee on Standards in Public Life³.
- 1.5 The committee will operate in accordance with these terms of reference until such date as determined by the Board.

2. Membership

- 2.1 The Governance & Nominations Committee shall consist of up to four members made up of:
 - Chair of the Board (ex-officio)
 - Chief Executive/Principal (ex-officio)
 - At least one and up to two governor or co-opted members
- 2.2 A governor's term of office as a member of the committee shall last until the expiry of their term of office as a governor unless s/he has been appointed for a further term of office as a governor.
- 2.3 The Board will review membership of the committee from time to time and may make changes as it sees fit.

3. Election of Chair

- 3.1 The Chair of the Board shall serve as Chair of the Governance & Nominations Committee.

4. Frequency of Meetings, Notice and Quorum

- 4.1 The committee shall meet on a termly basis. Additional meetings may be called as necessary in agreement with the Chair.
- 4.2 Written notice of each meeting, an agenda and supporting papers shall be circulated no later than five working days before the date of the meeting.

4.3 The quorum for meetings of the committee shall be two members, including the Chair.

5. Responsibilities of the Committee

5.1 To advise the Board on the constitution and membership of the Board, its committees and the boards of its subsidiaries, including:

- i. The total number of members
- ii. The number of members in each membership category
- iii. The blend of skills required
- iv. The procedure for the selection of new governors and reappointment of existing governors
- v. Terms of office and succession planning
- vi. The criteria and procedure for removal of existing governors

5.2 Before the expiry of the term of office of existing governors or upon a vacancy arising, to conduct the approved procedure in order to recommend a person or choice of persons to fill the vacancy or, where appropriate, the reappointment of an existing member for a further term.

5.3 To consider proactively and on an ongoing basis the blend of skills required and to search proactively for potential new members.

5.4 In the event that it appears to the committee that there are grounds for removing a governor, to conduct the appropriate procedure and make a recommendation to the Board.

5.5 To review and advise the Board on the induction, training and ongoing development needs of governors with a view to maximising Board effectiveness.

5.6 To keep under review all governance policies and procedures and make recommendations to the Board as appropriate.

5.7 To advise on arrangements for the Board's performance evaluation, including reviewing governor attendance, as part of the governance self assessment process.

6. Clerking Arrangements

6.1 The Clerk to the Board (or nominee) shall act as Clerk to the Governance & Nominations Committee.

7. Reporting to the Board

7.1 The minutes of each meeting of the committee shall be presented to the next ordinary meeting of the Board.

7.2 Any recommendations made by the committee will appear as separate items on the agenda for the next ordinary meeting of the Board.

8. Review and Approval

8.1 The terms of reference of the Governance & Nominations Committee will be reviewed on an annual basis and recommendations made to the Board as appropriate.

9. Other Matters

The committee shall:

- Ensure that new and existing members receive appropriate training in all aspects of the committee's responsibilities
- Conduct an annual review of the committee's effectiveness against its Terms of Reference
- Maintain and operate to an annual reporting cycle which covers all key matters as per the committee's Terms of Reference

¹ *As a committee of the Leeds City College Group, the Governance & Search Committee's remit encompasses Leeds City College, Keighley College, Leeds College of Music, the LCC Commercial Division and all other subsidiary companies.*

² *For the purposes of these terms of reference, the term 'governor' includes members of the Leeds City College Corporation and the Boards of Directors of subsidiary companies.*

³ *The First Report of Lord Nolan's Committee on Standards in Public Life contains recommendations regarding appointments to the Boards of "Non-Departmental Public Bodies", which can be applied equally to appointments in other settings. In particular, Lord Nolan's Committee recommends that appointments should be made "on the basis of merit" with the aim of achieving "a balance of relevant skills and backgrounds".*