

## **TERMS OF REFERENCE OF THE GOVERNANCE & SEARCH COMMITTEE**

### **Membership**

Membership of the Governance & Search Committee will comprise up to six members of the Corporation. It will include the Chair and Vice-Chair of the Corporation and Chief Executive. Membership will usually include the Chairs of the Audit & Risk Committee, Resources Committee and Finance & General Purposes Committee.

### **Meetings and Quorum**

The Governance & Search Committee shall meet at least once a term. Additional special meetings may be called as necessary in agreement with the Chair. The quorum will be three members of the Committee.

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

The Committee annual schedule of business is attached at Appendix 1. The schedule is intended to be flexible to meet the needs of the business.

### **Appointment of Committee Chair**

The Chair of the Corporation will usually be appointed as Chair of the Governance & Search Committee.

### **Terms of Reference**

#### **i) Corporation Membership and Appointments**

- a) To keep the composition and balance of the membership of the Corporation under review to ensure that it meets statutory requirements and an appropriate balance of skills and experience to achieve the strategic aims of the Corporation.
- b) To advise the Corporation on the process for the recruitment and selection of members of the Corporation.
- c) To undertake a periodic skills survey of the members of the Corporation in conjunction with the ongoing review of the composition of the Corporation.
- d) To act as a Search Committee and make recommendations to the Corporation for the nomination, appointment and reappointment of Governors and where appropriate, Co-opted Members, Honorary Fellows and Emeritus Governors.
- e) To make recommendations to the Corporation for appointments to the role of Corporation Chair and Vice-Chair.

- f) To review the membership of Committees and to recommend the appointment of Governors to them. Where appropriate to advise the Corporation on the need for additional skills and experience to meet the business needs.

**ii) Corporation Training and Development**

- a) To keep the training and development needs of Corporation members under review and consider topics for the induction of Governors and for Governor development generally.
- b) To receive reports on the review of governors and to consider any recommendations arising from the reviews.

**iii) Corporation Self-Assessment**

To agree the overall effectiveness of the Corporation within the context of the annual Self-Assessment Report process.

**iv) Corporate Governance**

- a) To review all policies, procedures, standing orders and role descriptions relating to governance and to make recommendations to the Corporation as necessary.
- b) To make recommendations to the Corporation on the appointment of directors to the Group's subsidiary companies.
- c) To consider other items relating to governance and to make such recommendations as it considers appropriate to the Corporation.
- d) To make arrangements for the membership of merger shadow/transition boards. Membership will usually include the Corporation Chair, Vice-Chair, Chief Executive and at least one other member of the Governance & Search Committee.
- e) To review the Committee operations and effectiveness biennially, together with the Committee's Terms of Reference and Annual Business Plan and make recommendations for changes to the Corporation.

**v) Structure, Appointment and Employment of Senior Post Holders**

- a) To make recommendations to the Corporation on the number and structure of the designated senior post holders.
- b) To approve the job descriptions of the designated senior post holders and the Clerk to the Corporation.
- c) To act as the Selection Committee in relation to filling vacancies for designated senior post holders and the Clerk to the Corporation, to

establish the selection process and recommend appointments to the Corporation.

- d) To review the policies and procedures relating to the employment of the Senior Post Holders and the Clerk to the Corporation, including the disciplinary, dismissal and grievance procedures. To make such recommendations in relation to those policies and procedures as it considers appropriate to the Corporation.