



Search & Governance Committee Terms of Reference

1. Purpose

To advise the Board on all matters relating to the governance of the Academy and the search for new trustees.

2. Responsibilities

- a) reviewing the composition and membership of the Board, including the diversity of the Board, the range of skills of Board members and the range of stakeholders represented, and making recommendations to the Board;
- b) advising the Board on search strategies. When a vacancy occurs or is anticipated, the Committee will consider whether or not the vacancy should be filled and, if so, what process should be followed, advising the Board accordingly;
- c) leading the search for new Board members, through open and transparent processes that ensure that candidates' suitability is assessed against agreed criteria, through a process of interview and confidential references;
- d) advising the Board on the appointment of members, making recommendations for each vacancy;
- e) confidentially reviewing the attendance and contribution of existing Board members, particularly in advance of the Annual Reappointment Meeting, and taking forward any matters arising;
- f) reviewing and advising on the arrangements for Board member induction, development and training, and on arrangements to enable members to improve their understanding of the work of the Board;
- g) advising on such other matters relating to membership and appointments as the Board may remit to the Committee;
- h) reviewing the leadership development and succession planning needs of the Board and making recommendations accordingly;
- i) reviewing and making recommendations to the Board on the process for evaluation of the effectiveness of governance and overseeing the development and oversight of implementation of the Governance Quality Improvement Plan arising from the Board's annual self-assessment and implementation plan arising from the recommendations of external/independent reviews of governance;
- j) reviewing and making recommendations to the Board in relation to the membership of the Board's sub-committees.
- k) overseeing and making recommendations to the Board in relation to the terms and conditions of service and the appraisal and remuneration of senior postholders (including the Principal and the Clerk); and

- l) keeping under review and making recommendations to the Board in relation to any changes to the Company's Articles of Association, Committee Terms of Reference, Governor Role Description, Governor Code of Conduct and Conflicts of Interest Policy.

3. Membership

The Committee will comprise at least three and not more than five members of the Board, including the Chair or Vice-chair of the Board (or both). The Principal shall be a member of the Committee but shall not be present for, nor participate in, any decisions that relate to him/her personally.

4. Secretary

The Clerk to the Governing Body shall be the Secretary to the Committee.

5. Attendance at meetings

The Committee has the power to invite such persons to attend meetings as may be desirable and necessary.

The Principal may be invited to attend at the discretion of the Committee but shall not be a member of the Committee.

6. Frequency and Conduct of Meetings

Meetings will normally be held at least twice each year or as needed, but in any case annually in advance of the Annual Re-appointment meeting.