



ST MARY'S COLLEGE
BOARD MEMBERSHIP ADVISORY COMMITTEE
TERMS OF REFERENCE

Purpose:

The Code of Good Governance for English Colleges outlines the need for Governing Boards to:

- Ensure that there are organised and clear governance and management structures, with well-understood delegations
- Regularly review governance performance and effectiveness
- Meet and aim to exceed its statutory responsibilities for equality and diversity

Remit:

The purpose of the Committee is to advise the Board on the appointment, re-appointment, and development of governors; [and to consider all aspects of good corporate governance].

The Board Membership Advisory Committee's Terms of Reference shall be as follows:

- 1 Meeting at least termly, or as necessary following information from the Clerk of expected vacancies. (Notification by the Clerk of expected or actual vacancies should also be notified to the Board well in advance of retirement of a Board Member. Members of the Board may make recommendations for consideration by the Board Membership Advisory Committee).
- 2 Making recommendations to the Board in relation to the appointment of Governors after following the procedure set out below.
- 3 Having regard to the following in making recommendations to the Board:
 - a) the needs of the college
 - b) the skills, experience and qualifications of proposed Board Members in relation to (a) above
 - c) the present composition of the Board in terms of ethnicity and gender balance
 - d) an appropriate evaluation of the contribution made by existing individual Governors prior to any proposal regarding their re-appointment
 - e) the following of best practice in appointing new governors by way of –
 - providing information on job descriptions and person specification

- advertising and/or consulting with other interested bodies
- encouraging of nominations (including self-nomination)
- sifting of candidates by the committee
- defining terms of office without giving guarantees of re-appointment

g) the maintenance of a written process of appointments

- 4 Interviewing prospective Governors to determine their suitability for appointment to the Board.
- 5 Making such enquiries as would appear appropriate to determine a prospective Governor's suitability for appointment to the Board.
- 6 To review annually the balance of skills, experience, and knowledge appropriate to its strategic objectives, carrying out a regular skills audit to identify any gaps in the profile adopted by the Board and developing strategies to address any deficiencies and for succession planning for the office of Chair and other offices held by governors.
- 7 To approve policies and procedures for the induction and continuing professional development of Members.
- 8 Reviewing the Standing Orders and Bye-laws of the Board and its governance structure and make recommendations to the Board on any aspects of its governance, and addressing issues relating to good governance and considering the approval of governance-related policies and procedures
- 9 To review the programme for the governors' training and development.
- 10 To review and recommend the annual report of the Clerk, outlining the work of the committee, a summary of the governance review and skills audit in addition to the Board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation.

Composition:

The Committee shall comprise up to 5 members, with a quoracy of 3. The Principal and Chair of the Board of Governors shall be members. The Committee may invite the Board's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote). With the approval of the Board, the Committee is permitted to co-opt members to the Committee who are not members of the Board but have relevant skills and experience in human resources and management to support the Committee in undertaking its duties. Co-opted members will have full voting rights on the Committee. Meetings of the committee shall be serviced by the Clerk to the Board.

Chair

The Chair and Vice Chair of the committee shall be elected by the committee at the first meeting of the academic year. In the absence of the Chair and Vice Chair, members present shall elect one of their number to chair the meeting.

Timescales

The terms of reference provide that the Board Membership Advisory Committee meet once per term, or, additionally, may meet on receipt of notice of intending resignation of an existing governor. The Clerk to the Governors shall review the intentions of Governors whose term of office is about to expire. It is also proposed that the Clerk shall keep the committee informed regarding the current levels of expertise represented on the Board so that the committee always have in mind those areas of skill and experience which are most desirable for the proper functioning of the Board at any given time and which should inform the process of appointment or re-appointment of Governors as and when vacancies arise.

Reporting Procedures

The minutes of the meetings of the Committee will be circulated to all members of the Board.

Reviewed by the BMAC September 2020

Updated October 2020

Board Approval received 4th November 2020

Re-approval by the Committee 8th June 2021 with no amendments