



Gateshead College Further Education Corporation Governance Committee Terms of Reference

Part one: Committee Terms

Part Two: Committee Rules of Procedure

Date adopted: 2 October 2020

Date of last review: 2 October 2020

Date of next review: [October 2022]

Nothing in this document is meant to override the provisions of the Instrument and Articles of Government in force from time to time which at all times are to be regarded as the primary sources of guidance.

Where there is any inconsistency between this document and the Standing Orders, these terms of reference shall prevail.

PART ONE

Committee Terms

1. Purpose

- 1.1 To ensure the College's governance structure is sound and effective.

2. Membership

- 2.1 The Committee shall comprise up to five members appointed by the Corporation. The Corporation may appoint persons who are not members of the Corporation to be members of the Committee provided at least 3 members are also Corporation members.
- 2.2 The members of the Committee shall from time to time appoint one of their number to be Chair of the Committee.
- 2.3 The Committee shall be advised in its work by the Clerk.

3. Quorum

- 3.1 The quorum for meetings of the Committee shall be three, the majority of whom shall not be staff or student governors.

4. Meeting Frequency

- 4.1 Meetings will normally be held three times each year timed appropriately to ensure the business of the Committee is undertaken effectively and at other times during the year if deemed necessary by the Committee or requested by the Corporation.

5. Remit

- 5.1 To **advise** the Corporation on the following:

Composition and Appointments

- 5.1.1 recommendations for appointment in relation to potential candidates for appointment to the Board and/or any committee;
- 5.1.2 whether Board members due to retire are to be put forward for re-appointment bearing in mind their performance as a Board or Committee member and the skills mix of the Board at that time;

Board Development and Review

- 5.1.3 the effective discharge of the Board's legal duties and responsibilities;
- 5.1.4 the efficiency and effectiveness of governors (collectively and individually) and development and implementation of a continuing appraisal, development and training plan;

Board Conduct

- 5.1.5 recommendations regarding the Board and committee members' relationship with the senior post-holders and the general behaviour of members, as appropriate.

Other Ancillary Issues

5.1.6 any other matters or actions which the Committee believes would further the effectiveness of the Corporation's governance.

5.2 On behalf of the Corporation to make the following **decisions**:

Board Composition and Appointments

5.2.1 To interview and assess potential candidates for appointment to the Board and/or any committee;

5.2.2 To develop systems for the recruitment of potential candidates to Board or Committee membership, whether through advertising or otherwise;

5.2.3 From time to time, to review the composition of the Board and/or its committees and analyse the skills of its members;

5.2.4 To identify gaps in skills of the Board and/or its committees and actively seek potential candidates to fill those gaps;

Board Development and Review

5.2.5 To review and develop the system of induction and training for new and existing governors, ensuring that governors understand the business of the College;

5.2.6 To review and assess the training and development needs of governors and ensure these and that training and development opportunities are brought to the attention of the Board;

5.2.7 To review the effectiveness of decision making across the Board and its committees and monitor the activities of the Board and its committees in accordance with the Instrument and Articles and Terms of Reference;

5.2.8 To monitor attendance at Board and committee meetings;

Board Conduct

5.2.9 To review the conduct of the Board and individual committee members and from time to time to consider the code of conduct for Board and committee members.

5.2.10 To consider the terms of appointment for individual Board and committee members and the eligibility of those members to act.

5.2.11 To develop and maintain protocols and procedures for the conduct of Board and committee members and to present these to the Corporation for approval;

5.2.12 To monitor the Board and committee members' relationship with the senior post-holders, to consider the general behaviour of members;

Board Succession

5.2.13 To review and update the Board member job description and in particular the job description for the Chair and Vice Chair;

5.2.14 To develop a strategy for succession of key Board member positions including Chair, Vice Chair and any other officers in place from time to time;

Good Governance

- 5.2.15 To review the College governance structure as a whole and continued relevance and adequacy of governing documents
- 5.2.16 To consider and implement recommendations on governance proposed by the Corporation's Board and to consider industry best practice/codes of good governance;
- 5.2.17 To review and implement any governance-related recommendations from the Corporation's auditors; and

Other Ancillary Issues

- 5.2.18 To consider the role of informal supporters, patrons or associates within the governance structure of the College and make recommendations to the College in relation to the same.
- 5.3 To report to the Corporation on its activity at each Corporation meeting by:
- 5.3.1 an overview of the work of the Committee from its chair;
 - 5.3.2 the presentation of a RAG rated report, demonstrating performance of the Corporation in relation to the remit of this Committee against agreed performance objectives; and
 - 5.3.3 the presentation of further reports to the Corporation on a "by exception" basis.

PART TWO

Committee Rules of Procedure

Save as stated in the Committee Terms of any committee, the following rules of procedure (**Rules**) shall apply to the committees of the board of governors of the Gateshead College Further Education Corporation (**Corporation**).

Paragraph 7 of the Standing Orders shall apply to each of the committees (**Committees**).

1. Membership and Chair	<p>1.1 The membership for each Committee meeting is as stated in Part One.</p> <p>1.2 Except for any ex officio Committee members, the continuation of membership of all other Committee members shall be subject to annual confirmation by the Corporation on the recommendation of the Governance Committee. If such annual confirmation does not occur (for whatever reason) such Committee members shall be deemed to have continued in office.</p> <p>1.3 In appointing persons to be members of the Committees, regard shall be had to the need to ensure that the Committee membership comprises the right mix of skills and expertise needed to discharge the functions of the Committee and which can effectively challenge and oversee the work of the senior post-holders and the wider staff of the College.</p>
2. Clerk	<p>2.1 The Clerk to the Corporation shall act as Clerk to the Committees except, in the case of the People and Remuneration Committee, where the remuneration or performance of the Clerk is under consideration. At such times that Committee will appoint one of their membership to keep a record of discussion or will engage a temporary Clerk.</p>
3. Committee Meetings	<p>3.1 The quorum for each Committee meeting is as stated in Part One.</p> <p>3.2 If the number of Committee members falls below the quorum, the remaining Committee members may temporarily co-opt an additional Committee member(s) in order to meet the quorum, provided that the Clerk is notified immediately. The Clerk shall ensure that the Governance Committee either confirms the temporary appointment or recommends such other Corporation member as it sees fit to fill the vacancy and that the recommendation is put to the Corporation members at the next Corporation meeting.</p> <p>3.3 Every matter of the Committee shall be decided by a majority of votes and in the case of equality of votes, the Chair of the Committee shall have a casting vote.</p> <p>3.4 Any Committee member may request that an item be included on the agenda of a Committee meeting, but the agenda shall be approved by the Chair of the Committee.</p> <p>3.5 All Committee meetings shall comply with the requirements for Corporation meetings set out at paragraphs 4.3, 4.4, 4.8 and 4.10 of the Standing Orders where all references to 'Corporation' shall be deemed to read 'Committee' and all references to 'Chair' shall be deemed to read 'Chair of the Committee' in this regard unless the context requires otherwise.</p>

	3.6	Committee meetings will generally be held upon seven days' notice unless the circumstances require a meeting to be held on shorter notice.
	3.7	Minutes of the Committee meetings shall be sent to the Corporation by the Clerk after approval by the following Committee meeting.
4. Conduct	4.1	The Code of Conduct shall apply equally to Committee members and Committee meetings as it does to Corporation members and Corporation meetings.
5. Attendance at Committee meetings	5.1	Only Committee members and the Clerk and (if not already a Committee member) the Principal shall be entitled to attend meetings of the Committees as of right.
	5.2	Any other person who wishes to attend a meeting of the Committee may do so but with the consent of the Committee.
	5.3	The presence of such persons, and any point in a Committee meeting they attend at which they leave the meeting, shall be recorded in the minutes. Other than at the specific invitation of the Chair of the Committee, speaking and voting rights shall be confined to Committee members. The Chair shall have the power to ask any such person to withdraw at any point in the meeting.
	5.4	For the avoidance of doubt, only Committee members shall be entitled to vote on resolutions relating to the business of the Committee.
	5.5	The Committee may invite other persons to attend meetings to provide advice and evidence to assist the Committee.
	5.6	Members of the Committee may attend meetings in person or by suitable electronic means, including telephone conference, provided all Committee members are able to fully participate.
	5.7	Where a member is unable to attend a meeting, he or she may appoint a proxy (who must be a member of the committee) to vote on any proposed resolutions on his or her behalf. That proxy shall vote in accordance with the direction of the member appointing him or her. A member wishing to appoint a proxy should notify the Clerk in advance of the meeting.
6. Taking decisions outside of Committee meetings	6.1	A decision of the Committee members may be made in writing, provided that a majority of the Committee members and would have formed a quorum and they signify their agreement to the decision either by signing a copy of it or by such other method as is stipulated by the Clerk at the time of circulation.
7. Conflicts	7.1	Any member who has a direct or indirect conflict of interest or loyalty in a matter to be discussed at a Committee meeting shall declare such conflict to the Chair at the earliest opportunity. In the case of the Chair, he/she shall declare such conflict to the members. In such cases, the member concerned shall not take part in the discussion relating to the matter (unless invited to provide information to the Committee), shall withdraw from the meeting at the point any decision is taken in relation to the same and shall not count towards the quorum for that part of the meeting.

	7.2	In cases where, as a result of a Member declaring a conflict of interest or loyalty the quorum for the meeting is no longer met, the quorum for that part of the meeting shall be reduced by one for each such conflicted Member provided that the quorum is no less than two unconflicted members and includes at least one appointed or co-opted member.
8. Termination of Committee membership	8.1	Other than the ex officio Committee members, a Committee member may resign from office at any time by giving notice in writing to the Clerk.
	8.2	Any person who is a Committee member by virtue of being a Corporation member shall cease to hold office upon ceasing to be a Corporation member for whatever reason.
	8.3	Any person who is an ex officio Committee member shall cease to hold office upon ceasing to hold the office that entitles them to be a Committee member.
	8.4	Except for the ex officio Committee members, if at any time the Corporation is satisfied that the Committee member is unfit or unable to discharge the functions of a Committee member or has been absent from Committee meetings for a period longer than six consecutive months without the permission of the Chair of the Committee, the Corporation may remove the Committee member by notice in writing.
	8.5	Any co-opted Committee member may be removed by resolution of the Committee.
9. Branding and Reputation	9.1	The Committee shall, in relation to its decisions, consider the impact of those decisions on the brand and reputation of the College and shall subject to their legal duties act so as to uphold the same.
10. Adoption and Variation	10.1	These Terms of Reference may be adopted, amended, replaced or deleted by the Corporation.