

Terms of Reference for the Appointments and Governance Standards Committee

1. Constitution

During its meeting dated 27 June 2011, the Coleg's Board of Directors agreed to establish an Appointments Committee in order to ensure an external element to the process of appointing and re-appointing the Coleg's Chair and Directors.

This will enable the Coleg to comply with the Nolan principles of public life.

It was agreed on 8 March 2018 to adopt the name of Appointments and Governance Standards Committee.

2. Terms of Reference

The Committee is responsible for maintaining processes for appointing members of the Coleg's Board of Directors, including the Chair, and members of other committees within the governance structure of the Coleg.

The Committee also oversees governance standards within the Board of Directors, including agreeing the content, and giving consideration to the results, of the questionnaire on governance and performance distributed annually to Board members. The Committee also ensures that directors operate according to the Nolan Principles as seen in Appendix 1.

3. Responsibilities

The following responsibilities have been delegated to the Committee from the Board:

- 3.1 Oversee and implement the process of appointing members of the Coleg's Board of Directors, including the Chair, and presenting recommendations to the Board. The Board has the final decision regarding who is appointed;
- 3.2 Be responsible for overseeing and implementing the process of appointing members to other committees within the governance structure of the Coleg, i.e. the Audit and Risk Committee, the Finance and General Purposes Committee as well as the Appointments and Governance Standards Committee.

- 3.3 Reach agreement with the Board regarding the skills needed by the Board in order to operate effectively, and set them out in a brief.
- 3.4 Plan a programme for appointing directors which ensures that the Board of Directors has members who possess the requisite skills and knowledge together with the appropriate balance for it to operate effectively.
- 3.5 Oversee that governance standards are maintained in the context of the Board and committees.
- 3.6 Regularly review the processes followed in order to ensure that the Board of Directors has the membership it needs.

4. Membership

4.1 The Committee shall include three full members, including:

- An Independent Chair appointed by the Directors.
- Two external members appointed following a public advertising process, or by invitation if it is not possible to appoint following advertisement. These names will be presented to the Coleg Board of Directors for approval.

4.2 The Chair of the Coleg's Board of Directors will also be a member of the Appointments and Governance Standards Committee except when discussing matters relating to the chair. The Committee may discuss some matters in the absence of the Coleg Chair.

4.3 The Chair of this committee has the deciding vote if the committee cannot come to an agreed decision.

5. Members' Terms of office

Committee members' term of office will usually be three years with the possibility of a further term of three years. .

6. Quorum

The quorum for Committee meetings will be two members, including the Chair of the Committee, and one external member.

7. The Chair

7.1 The Chair will be responsible for providing reports to the Coleg's Board of Directors as required, attending part of the Board meeting in order to present a report on the Committee's work at least once a year.

7.2 The Chair of this Committee shall be appointed following an open discussion at a Board meeting.

8. Authority

The Committee is authorised by the Coleg's Board of Directors to deal with all matters delegated to the Committee by the Board of Directors. It is also authorised to investigate any actions within its terms of reference.

9. Performance Appraisal of Directors

9.1 A report on directors' performance will be presented to the Appointments and Governance Standards Committee by the Coleg Secretary. Following discussion, it is a matter for this committee whether any relevant matter needs to be dealt with or whether to strengthen some of the governance requirements.

9.2 This Committee can also:

- Hold inquiries according to Board requirements;
- Be involved with any matter pertinent to governance;
- Be pro-active when matters relevant to governance become evident or where its attention is brought to them;
- Approve and implement the Coleg's Whistleblowing Policy.

10. Number of Meetings

At least one meeting a year will be held.

11. Secretariat

An officer of the Coleg (usually the Coleg's Secretary) will act as the secretariat for the committee.

12. Reviewing the Terms of Reference

The terms of reference will be reviewed by the Committee and the Coleg's Board of Directors annually.