

## Nominations and Governance Committee

### Terms of Reference



2024/25

#### Constitution

The Committee membership shall comprise of representation from the independent Boards of Eastern Education Group Trust Board (EEGT) and West Suffolk College Corporation (WSC). (*the 'Group'*)

#### Committee Purpose

To advise the independent Boards on the governance structure including any delegations, and advise the required Committee structure.

To advise the independent Boards on appointments and succession planning, taking into consideration the overall constitution of - and skillsets needed by - the independent Boards and both their independent Committees and the joint Committees.

To advise the independent Boards of any governance changes needed to comply with latest good governance advice and best practice.

#### Responsibilities

1. To make recommendations to the independent Boards on the governance structure including any delegations within the Committee structure and the terms of reference of the Committees.
2. To determine and apply the arrangements for the recruitment of new governance members\* (\*this including EEGT Members, EEGT Trustees, EEGT Parent Committee members and any EEGT local governance members, WSC Governors, WSC Student Governors, WSC Staff Governors and WSC Committee members, and any EEG Committee members)
3. To make recommendations to the independent Boards and/or the EEGT Members (as appropriate) on the appointment/reappointment of all governance members\*, including consideration of skillset and diversity of the independent Boards and their independent Committees, as well as the joint Committees, and having regard at all times to the provisions of their governing documents (EEGT's Articles of Association and WSC's Instruments and Articles of Government);
4. To recommend and review the arrangements for the election of WSC's Student Governor(s);
5. To recommend to the independent Boards, annually, the appointment of all Committee Chairs and Vice-Chairs;
6. To review the composition of the independent Boards and their independent and joint Committees to ensure adequate succession planning, a suitable range of skills and that the membership reflects the community served;
7. To monitor the attendance of members at meetings of the independent Boards and their independent and joint Committees, and to take action where continual non-attendance is identified;
8. To review the results of the annual skills audit and propose the training plan to address any training needs of individuals and/or the independent Boards and their independent and joint Committees;
9. To advise on the means by which the independent Boards and their independent and joint Committees collectively and individually evaluate their performance (annual Internal Governance Review) and propose any corresponding action plan;

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10. To advise the independent Boards on the scope, format, timing and provider for the 3-yearly External Governance Review and propose any corresponding action plan;
11. To advise to the independent Boards and/or EEGT Members, as appropriate, on the number of governance members\* within the parameters set out by the governing documents (EEGT's Articles of Association and WSC's Instruments and Articles of Government);
12. To develop, review regularly and propose to the independent Boards policies and procedures relating to governance;
13. To review and propose to the independent Boards the governance documentation including the Code of Conduct, Governance Handbook, Scheme of Delegation and governing documents of the independent Boards in the light of changing circumstances and make revision recommendations, as appropriate;
14. To regularly review and propose to the independent Boards any changes to the governance structure and framework of the independent Boards to continuously improve ways of working, both in the light of changing circumstances and to work more efficiently to deliver the EEG Strategic Plan;
15. Recommend to the to the independent Boards procedures for electing/recruiting/reappointing a new Chair as appropriate. [The current Chair will not participate in such discussions/processes which will be led by a governance member who has no interest in becoming Chair].

#### Delegated Authorities

None

#### Policies/Reports to scrutinise and recommend to the independent boards of EEGT and WSC:

1. Code of Conduct
2. Scheme of Delegation
3. Governance Handbook
4. Appointments and Terms of Office policy
5. Role Descriptions
6. Standing Orders
7. Committee Terms of Reference and Committee Skillsets

#### Membership

The Committee shall comprise at least three and up to seven members including the Chair and Vice-Chairs of the independent Boards, and the College's representative Trust Member, and may include Committee members.

There shall be a standing invitation for the CEO to attend meetings of the Committee.

The Committee may invite the other advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

The quorum for meetings of the Committee shall be three or, if greater, one third of appointed Committee members.

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#### **Chair**

The common Chair of the Trust Board and Corporation will be the Chair of the Committee.

#### **Vice-Chair**

The Trust Board and Corporation will appoint a common Trustee/Governor as the Committee Vice Chair through its standard processes for a term of one year, renewable, at its meeting in July for the following academic year.

#### **Clerk**

The Governance Professional shall act as Clerk to the Committee

#### **Frequency of Meetings**

The Committee will meet not less than once a year.

#### **Term of Office**

Appointments of members of the Committee will cease at the end of their term of office as a EEGT Member, EEGT Trustee, WSC Governor or Committee member, unless members opt to terminate their membership by issuing notice of resignation to the Governance Professional.

#### **Powers**

This Committee is advisory to the independent Boards, apart from the specific powers delegated above and any additional powers as delegated by the Trust Board and/or Corporation, from time to time.