



CONSTITUTION: SEARCH AND GOVERNANCE COMMITTEE

1. COMPOSITION

Between five and seven members of the Corporation including the Principal.

2. PURPOSE

2.1 The function of the committee shall be subject to the provisions of the Articles of Government and to the overall responsibility of the Corporation.

2.2 The committee's purpose shall be:

- to advise on the appointment of members of the Corporation and advise and / or act on behalf of the Corporation in such matters relating to membership of and appointments to the Corporation as the Corporation shall remit to the committee.
- monitoring the appropriate skills needed by Boston College and quality of governance and awareness of the importance of governance in both the college sector and the corporate world.
- succession planning for the corporation.

3. CONDUCT

3.1 The committee shall appoint a Chair from amongst its members at its first meeting in each academic year or, if the position becomes vacant, at the first meeting following the vacancy occurring. The member appointed shall serve as Chair until the next election of a Chair takes place or he / she ceases to be a member of the committee. If the Chair is unable to attend a meeting, he/she may nominate a deputy to take the chair in his / her place. In the absence of the Chair and a nominee, the committee members present at a meeting may appoint a member to act as Chair of the meeting.

3.2 The Clerk to the Corporation shall act as clerk to the committee. In the absence of the Clerk, the Principal shall make arrangements for a suitable person to clerk the committee.

3.3 The committee shall meet at least annually and at such other intervals as may be determined by the Chair in consultation with the Principal and / or Clerk to

the Corporation. Meetings may also be called at the request of a majority of the committee's members.

- 3.4 The notice and agenda for a meeting of the committee shall be circulated by the Clerk to all members of the committee not less than seven days before the meeting. Any items, motions or reports for the Agenda must be submitted by members at least three weeks before the meeting at which they are to be considered. Items so submitted should be accompanied by a short explanatory note. Items which are submitted late may be included on the agenda at the discretion of the Chair of the committee. Where the Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice and agenda are given within such period, being less than seven days, as he / she specifies. Items suggested by members for consideration under 'any other business' must be submitted to the Clerk at least one working day before the meeting.
- 3.5 A special meeting of the committee may be summoned by the written request to the clerk of a majority of the committee's members or the Chair and the clerk shall give not less than three clear working days notice of such a meeting. Members of the committee initiating a special meeting shall state in writing the purpose for which it is to be convened and it shall consider no other business.
- 3.6 The quorum for any meeting of the committee shall be three members.
- 3.7 If the number of members of the committee assembled for a meeting does not constitute a quorum, the meeting shall not be held.
- 3.8 If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 3.9 If for lack of a quorum a meeting cannot be held or as the case might be cannot continue, the Chair shall if he or she thinks fit call a special meeting to be summoned as soon as conveniently possible.
- 3.10 Decisions taken by the committee shall be by a show of hands unless a resolution be passed that a secret ballot take place. In the event of equality of votes on any issue the person presiding at the meeting shall have a second or casting vote.
- 3.11 No resolution of the committee may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a substantive item of business on the agenda for that meeting.
- 3.12 The validity of any proceedings of the committee shall not be affected by any vacancy amongst the members of the committee or by any defect in the nomination, election or appointment of a member.
- 3.13 The Clerk to the committee shall keep a record of all meetings and shall submit copies of the committee's minutes to the Corporation.

- 3.14 The Chairman of any meeting of the committee shall, if he/she agrees the draft minutes to be an accurate record, shall sign them as a true record. The final version of the minutes shall be approved by the committee at a subsequent meeting.
- 3.15 In considering any matter in which a member of the committee has or has had a personal interest, he / she shall declare the interest and shall, if the committee so determines, take no further part in the debate or any vote which may follow it.
- 3.16 The committee shall be allowed to make decisions outside of formally constituted meetings subject to such decisions having the written agreement of all committee members. All decisions taken in this way shall be reported and recorded at the next meeting of the committee.

4. TERMS OF OFFICE

Members of the committee appointed by the Corporation shall hold office until: -

- a) he / she ceases to be a member of the Corporation;
- b) he / she gives notice in writing to the Clerk of his / her resignation from membership of the committee;
- c) his / her membership of the committee is terminated by the Corporation;
- d) he / she ceases to be eligible to serve on the committee;
- e) he / she is replaced by the Corporation as a member of the committee.

5. ADMISSION TO MEETINGS

The arrangements for admitting non-members to meetings of the committee shall in accordance with the Instrument of Government and the Corporation's policy on such admissions as determined from time to time.

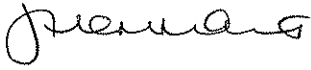
6. PUBLICATION OF PAPERS

Papers of the committee shall be published in accordance with the Instrument of Government and any further determination made by the Corporation.

This Search Committee will have due regard of the need to: -

- eliminate unlawful discrimination, harassment and victimisation and any other conduct prohibited by legislation;
- advance equality of opportunity between people who share a protected characteristic and people who do not share it; and

- foster good relations between people who share a protected characteristic and people who do not share it.

	JANET HEMMANT, CLERK TO THE CORPORATION
DATE	11 JANUARY 2017