GOVERNANCE AND NOMINATIONS COMMITTEE

Terms of Reference

Version: 3

Responsible Officer: Holly Duglan

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1. Key Purpose

1. The Governance and Nominations Committee is established by the Board of Governors. The Committee's role is to assist the Board in respect of nominations to the board and succession planning, ensuring an appropriate mix of skills and diversity on the Board. The Committee will also ensure the University complies with its corporate governance obligations, including, but not limited to, compliance with the CUC Higher Education Code of Governance (CUC Code) and the Office for Students (OfS) E Conditions of Registration.

2. Authority and Duties

2. The duties of the committee in relation to nominations shall be to:

    a) recommend to the Board of Governors the job description, person specification, and search and selection process for the appointment of the Vice Chancellor and Deputy Vice Chancellor.
    b) recommend to the Board of Governors the appointment of a member of the Executive Team to the role of Acting Vice Chancellor or acting Deputy Vice Chancellor should either role become vacant.
    c) approve job descriptions for board members, committee chairs, the deputy chair and the chair of the board.
    d) consider proposals, applications and any other means whereby potential Board members are identified and to make recommendations to the Board to fill any vacancies on the Board. In so doing, the Committee shall bear in mind the need for effective governance; the University's core educational purpose; its desire to cooperate with commerce, industry and its communities; and the importance of a diverse membership, in order to reflect wider society.
    e) consider and advise the Board as appropriate on the balance of its membership in terms, inter alia, of age, gender, disability, sexuality, religion or belief and ethnicity.
    f) consider and make recommendations to the Board on the periods of office of members, and the renewal of membership of independent and co-opted members on the expiry of their periods of office.
    g) recommend to the Board the appointment of the Chair, Deputy Chair, and the Chairs of its committees.
    h) make recommendations to the Board for the appointment of members to its committees.
    i) determine policies and processes specifically relating to membership of the Board of Governors, e.g. training and development, annual review and induction, and ensure those policies are regularly reviewed.

3. The duties of the committee in relation to governance shall be to:

    a) keep under review the University's Articles of Government, Instrument of Government, and its Rules and Bye Laws.
    b) organise regular reviews of Board effectiveness (with some degree of independent input no less than every three years), and oversee the implementation of any recommendations arising from such reviews.
    c) monitor the ongoing effectiveness of the Board and its committees
    d) annually review the terms of reference of the Board and each of its Committees and recommend any changes to the Board, if necessary.
    e) periodically review (a minimum of every three years) its own effectiveness and recommend any necessary changes to the Board of Governors.
    f) ensure the University complies with its corporate governance arrangements, the CUC Code, the OfS E Conditions of Registration and the Nolan Principles in order to manage any governance-related risks.
    g) scrutinise the University's Scheme of Delegation and recommend any changes to the Board, if necessary.

3. Reporting

4. A summary of each of the Committee's meetings will be circulated to all members of the Board of Governors.

5. The Committee will prepare an annual report covering the University's Board mix and governance arrangements and any significant issues up to the date of preparing the report. The report will be addressed to the Board of Governors and the designated Accountable Officer, summarising the activity for the year. It will give the Committee's opinion on its own effectiveness and the:

    a) skills mix of the Board;
    b) diversity of the Board;
    c) proper functioning of the Board and its committees (particularly in light of any governance reviews and/or the appraisal process)
    d) University's compliance with the CUC Code, OfS E Conditions of Registration and the Nolan Principles.

4. Membership

6. The Committee shall have up to seven (7) voting members.

7. The following members shall be *ex officio* members of the Committee:

    a) the Chair of the Board of Governors (who will be Chair of the Committee);
    b) the Deputy Chair; and
    c) the Vice-Chancellor.

8. The remaining members shall be appointed by the Board from amongst its members and must include at least one staff member and at least two independent members.

9. The Committee may (with final approval by the Board of Governors), if it considers it necessary or desirable, co-opt up to two members with particular skills or expertise. Co-opted members will have the same voting rights as other members.

5. Quorum

10. A meeting will be quorate where four (4) voting members are present. Decisions will usually be made by consensus, but in the event of a tie the Chair shall have a casting vote.

6. Frequency of Meetings and Notice

11. The Committee shall meet at least twice in each financial year.

12. For a meeting to be validly called, members must be given at least seven (7) days' notice, in writing, by the Secretary.

7. Attendees and Observers

13. Members of the executive, the Board or external representatives (e.g. those commissioned to conduct an independent governance review) may be invited to attend meetings where business relevant to them is to be discussed.

14. The Committee shall have the right, whenever it is satisfied it is appropriate to do so, to enter into private session and exclude any or all other participants and observers other than the Secretary.

15. Where a specific member's tenure, reappointment or position (e.g. conduct or promotion to Chair, Deputy Chair or Chair of a Committee) are being discussed, the member shall withdraw from the meeting for the discussions of the matter(s).

8. Secretary

16. The Committee shall be supported by the University Secretary or nominee.