

BOARD OF GOVERNORS
NOMINATIONS COMMITTEE
TERMS OF REFERENCE

CONSTITUTION

1. The Board of Governors has established a Standing Committee of the Board of Governors to be known as the Nominations Committee (the Committee).

TERMS OF REFERENCE

2. The terms of reference are:
 - i) To review, on behalf of the Board of Governors, the general balance of membership of the Board of Governors on an annual basis
 - ii) To review, on behalf of the Board of Governors, the skills, knowledge and experience of the Board of Governors on an annual basis.
 - iii) To examine potential vacancies and to define appropriate criteria for the filling of such vacancies, in particular to examine any individual term of office that is due to expire within 12 – 18 months and to make recommendations to the Board of Governors concerning the replacement or continuation of members in accordance with the emerging needs of the Board of Governors and the extant membership policy, (including a review of the skills, knowledge and experience of the Board).
 - iv) To set in train the process of securing nominations to the Board of Governors and to consider individual nominations arising from that process.
 - v) To review periodically the process for securing nominations to the Board of Governors.
 - vi) To supervise any election process(es) linked to the nomination of Board Members, by:
 - (a) Considering all proposed candidates for election to ensure that they meet the terms of reference for qualification (the 'Nomination Criteria') to be a member of the Board as prescribed by the Board of Governors from time to time.

- (b) Regularly reviewing the Nomination Criteria, and make any appropriate recommendations to the Board for their amendment and alteration as the Committee shall in its absolute discretion see fit;
 - (c) Monitoring the process of election and appointment in accordance with all proper election procedures in force from time to time of all and any Staff or Student Governors and report to the Board of Governors in relation to the same.
- vii) To recommend to the Board of Governors the continuation or termination of existing members, and the appointment of prospective new members.
 - viii) To review periodically the policies in respect of the recruitment, induction, development and performance of Governors, and to make recommendations to the Board accordingly.
 - ix) To review periodically the policies in respect of Membership & Terms of Office and Attendance and make recommendations as appropriate to the Board.
 - x) To receive annually the statistics for individual Governor attendance at Board and Committee meetings.

Committee Membership

- xi) To keep under review the general membership of the committees of the Board of Governors and to ensure periodic movement of members between committees to maintain effectiveness.
- xii) To oversee the arrangements for succession planning for the Chair, Deputy Chair, and the Committee Chairs and Deputy Chairs.

Monitoring

- xiii) To keep under review the risks associated with those matters considered the responsibility of the Committee as determined by these Terms of Reference.

MEMBERSHIP

3. The Committee shall be appointed by the Board of Governors and shall comprise Chair and four other governors. The Vice-Chancellor will be in attendance.

CONVENER

4. The Chair of the Board of Governors shall be the Convener of the Committee. In the absence of the Convener the Committee will chose a Chair from amongst its members

FREQUENCY OF MEETINGS

5. At least once a year and more as determined by the Chair of the Committee or the Board of Governors.

PROCEDURES

NOMINATION OF INDEPENDENT AND CO-OPTED MEMBERS

6.
 - a) Anticipated vacancies consequent upon the routine retirement of Independent and Co-opted members will be made public within the University, prior to the vacancy occurring. The Committee may, at its discretion, issue public advertisements or other forms of invitation to ensure a wide trawl of potential candidates.
 - b) Proposals from any member of the Board of Governors, the University's students and staff shall be submitted in writing to the Clerk. All nominees shall indicate in writing their willingness to serve as a governor prior to consideration of their nomination.
 - c) Prior to accepting nomination and nominations being considered by the Committee, nominees, at the Committee's discretion, may be invited to meet the Chair, Vice Chancellor and Clerk informally to gain an initial understanding of the University and the role of governors.
 - d) The Board of Governors will consider the report of the Committee with regard to Independent Members and will either make appointments or, pursuant to Paragraph 5 of the Instrument of Government, refer the matter to the Committee of Independent Members for determination. All appointments will be made by way of a confidential ballot conducted by the Clerk. Decisions of the Committee of Independent Members will be reported to the Board of Governors at the earliest opportunity. The Clerk will convey the decisions of the Board of Governors or the Committee of Independent Members to the nominees and their proposers.
 - e) Where an occasional or exceptional vacancy occurs, the Clerk shall invite nominations and the Convener shall call an extraordinary meeting of the Committee which shall act in a similar manner to that set out above.

NOMINATIONS FOR ESTABLISHED OFFICES

7.
 - a) Prior to the expiry of the period of office of the Chair, Deputy Chair or the Convener of any Standing Committee, the Clerk shall invite nominations for appointment by and from members of the Board of Governors. Proposals shall confirm the willingness of their nominee to serve prior to submission of the nomination.
 - b) Where there is more than one nomination, the Clerk shall arrange for the nominees, should they so wish, to prepare a statement in support of their nomination which will be circulated to all members of the Board.

- c) The Clerk shall arrange for a confidential ballot by post to take place prior to the first meeting of the Board or its Committee at which any appointment takes effect.

INDEPENDENCE & TRANSPARENCY

8.
 - a) Existing Independent and Co-opted governors, whose periods of office are due to expire but who would wish to be re-appointed and are so eligible, will be considered by the Committee in the same manner as new candidates. Such governors shall not participate in the Committee's consideration of their own nomination.
 - b) A member of the Committee whose re-appointment is being considered, shall withdraw during any consideration of his or her own candidature and will not participate in the formulation of the list recommended to the Board of Governors. He or she will thus participate only in the consideration of the absolute merits of other nominees.

QUORUM AND MODE OF OPERATION

9. The quorum for any meeting shall be three. Business may be conducted by post etc where a quorum agrees so to do.

CLERK

10. The Clerk to the Board of Governors shall attend and clerk all meetings of the Committee and shall maintain appropriate records of its proceedings.