



TERMS OF REFERENCE

NOMINATIONS AND GOVERNANCE COMMITTEE

1. Introduction

- 1.1 The Board of Governors has established a standing committee of the Board of Governors to be known as the Nominations and Governance Committee ('the Committee').
- 1.2 The purpose of the Committee is to consider on behalf of the Board of Governors matters concerning Governance and Board and Committee membership and to provide assurance, advice and make recommendations to the Board of Governors as appropriate.
- 1.3 The Committee shall have delegated authority to approve such matters within its remit on behalf of the Board of Governors as specified by the Board of Governors.

2. Terms of Reference

- 2.1 The Terms of Reference are:

Board Membership and Recruitment

- 2.1.1 To review, on behalf of the Board of Governors, the general balance of membership of the Board of Governors, having regard to skills, knowledge, experience, equality, diversity and inclusion.
- 2.1.2 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.
- 2.1.3 To oversee recruitment to the Board of Governors and to ensure there is an appropriate process for considering recommendations of appointment to the Board of Governors.
- 2.1.4 To consider any additional persons required to be co-opted to Committees to address skills, experience or diversity needs and to make recommendations to the Board of Governors on any such appointments.
- 2.1.5 To review periodically and approve the policies in respect of the recruitment and induction of Governors.

- 2.1.6 To review periodically the policies in respect of membership and terms of office and attendance and make recommendations as appropriate to the Board of Governors.
- 2.1.7 To keep under review the membership of the Committees of the Board of Governors and to consider periodic movement of members between Committees if required.
- 2.1.8 To oversee the arrangements for succession planning for the Chair and Deputy Chair of the Board of Governors, the Senior Independent Governor and the Committee Chairs and Deputy Chairs.
- 2.1.9 To make recommendations to the Board of Governors in respect of the removal of any of its members, including co-opted Committee members, from office in the event that a member breaches the terms of their appointment.

Governor and Board Performance and Development

- 2.1.10 To receive annually the statistics for individual Governor attendance at Board and Committee meetings.
- 2.1.11 To receive annually the statistics for Governor participation in professional and sector development activities.
- 2.1.12 To receive annually reports in respect of the annual development review process as approved by the Committee for members of the Board of Governors and Committees and the Chair of the Board and to consider any recommendations or actions.
- 2.1.13 To review periodically the policies in respect of the development and performance of Governors, and to make recommendations as appropriate to the Board of Governors

Governance

- 2.1.14 To oversee periodic effectiveness reviews of the University's governance arrangements (external and internal) and monitor progress against outcomes.
- 2.1.15 To advise the Board of Governors on proposed changes to the University's constitutional documents.
- 2.1.16 To monitor developments in governance best practice, specifically compliance with the Committee of University Chairs Higher Education Code of Governance and make recommendations as appropriate to the Board of Governors.
- 2.1.17 To oversee compliance with the regulatory expectations of the OfS conditions of registration, E1 (public interest governance) and E2 (management and governance).
- 2.1.18 To oversee the arrangements for the effective inclusion of student voice in the University's governance.
- 2.1.19 To keep under review the risks associated with those matters considered the responsibility of the Committee as determined by these Terms of Reference.
- 2.1.20 To consider other related matters as may be delegated by the Board of Governors from time to time.

3. Membership

- 3.1 The Committee shall normally consist of up to six independent members of the Board of Governors and the Vice-Chancellor, including:

- Chair of the Board of Governors (ex officio);
- Deputy Chair of the Board of Governors (ex officio);
- Chair of Audit and Risk Assurance Committee;
- Chair of Finance and Infrastructure Committee;
- Chair of Remuneration Committee;
- Chair of Academic Assurance and Partnerships Committee (where not already included by virtue of the above)

3.2 The Chair of the Board of Governors shall be the Chair of the Committee and the Deputy Chair of the Board of Governors shall be the Deputy Chair of the Committee.

3.3 A member of the Committee whose re-appointment is being considered shall withdraw and not participate during any consideration of their own candidature.

4. Attendance

4.1 In attendance at the Committee shall be:

- University Secretary and Registrar
- Deputy University Secretary
- Other officers as required for agenda items

5. Quorum

5.1 The quorum necessary for the transaction of business shall be three members.

6. Frequency of Meetings

6.1 The Committee shall normally meet twice per year and at such other times as the Chair of the Committee may require.

7. Reporting

7.1 The Committee shall submit its minutes to the Board of Governors for receipt and where decisions require Board approval, written or oral reports shall be made to the Board at an appropriate meeting.

8. Committee Effectiveness

8.1 The Committee shall review its own performance periodically and, at least annually, **review its terms of reference to ensure it is operating effectively, and recommend any changes to the Board of Governors.**

9. Secretariat

9.1 The Secretary to the Committee shall be the Deputy University Secretary. The Committee Officer shall be the Governance and Assurance Manager, or such other person designated by the Deputy University Secretary.

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