



TERMS OF REFERENCE

NOMINATIONS AND GOVERNANCE COMMITTEE

1. Preamble

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').

2. Terms of Reference

2.1 The terms of reference are:

- a. 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.
- b. 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.
- c. To set in train the process of securing nominations to the Board of Governors and to ensure there is an appropriate process for considering individual nominations.
- d. To review periodically the process for securing nominations to the Board of Governors.
- e. To recommend to the Board of Governors the continuation or termination of existing memberships, and the appointment of prospective new members.
- f. To review periodically the policies in respect of the recruitment, induction, development and performance of Governors, and to make recommendations as appropriate to the Board of Governors.

- g. 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.
- h. To receive annually the statistics for individual Governor attendance at Board and Committee meetings.
- i. 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.
- j. To oversee the arrangements for succession planning for the Chair, Deputy Chair, Senior Independent Governor and the Committee Chairs.
- k. To monitor developments in governance best practice and make recommendations as appropriate to the Board of Governors.
- l. To oversee periodic effectiveness reviews of the University's governance arrangements and monitor progress against outcomes.
- m. To advise the Board of Governors on proposed changes to the University's constitution.
- n. To keep under review the risks associated with those matters considered the responsibility of the Committee as determined by these Terms of Reference.
- o. 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 Governors, including:

- Chair of the Board of Governors (ex officio);
- Deputy Chair of the Board of Governors (ex officio);
- Vice-Chancellor (ex officio);
- Up to three independent Governors.

3.2 The Chair of the Board of Governors shall be the 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.

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.

8.2 The Committee shall be authorised by the Board of Governors to obtain, at the University's expense, outside legal or other professional advice on any matters within its terms of reference.

9. Secretariat

9.1 The Committee Secretary shall be the Governance Manager, or such other person designated by the University Secretary.

Approved by the Board of Governors 28th September 2022