



NOMINATIONS AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

2022/23

1 Purpose

The purpose of the Nominations and Governance Committee is to make recommendations to the Board on the appointment of Governors, on the chairing and membership of committees, and for the efficiency and effectiveness of governance.

2 Membership

2.1 Chair of the Board

Vice Chair of the Board

Vice Chancellor

Director of the CES or nominee

A member of the Board with experience and expertise in HR matters

2.2 The Committee may co-opt an appropriate member of the Board of Governors when required, such as the Champion for Equality and Diversity if s/he is not already a member of the Committee.

2.3 In attendance

University Secretary (Secretary to the Committee)

3 Quorum

The quorum will be 50% of the members of the Committee or 50% of the members minus one where there are an odd number of members.

4 Terms of Reference

Activity
1. Subject to the Articles of Association, to keep the membership needs of the Board of Governors and its committees under review and to solicit, receive and review names of potential members.

2. To advise those bodies which nominate members of the Board under the Articles of Association on the membership needs of the Board.
3. To recommend individuals for appointment to the Board, and the chairs and members of the Board's committees.
4. To monitor developments in good governance and to take responsibility for the overall efficiency and effectiveness of governance of the University and where necessary commission reviews for governance.
5. To keep the skills base of the Board under review and ensure that in making recommendations, the membership of the Board and its committees has the necessary balance of skills, knowledge and experience, and taking account of any relevant objectives relating to the equality and diversity of governing bodies.
6. To monitor the contribution made by individual members of the Board and to maximise their contribution via an appraisal system.
7. To ensure the induction, training and development needs of Board members in order to ensure the overall efficiency and effectiveness of governance.
8. To advise the Board of Governors as appropriate on the appointment of any Board representative on other bodies requesting a nominee of the Board of the University.

5 Method of Operation

The Committee will meet at least once annually and will meet as often as necessary when there is a vacancy on the Board or its committees to be filled.

The Committee may conduct business by circulation where appropriate.

6 Delegated powers of the Committee

The Committee will draw up, implement and monitor appropriate policies and procedures for the recruitment, induction and development of members of the Board.

7 Governance and Standing Orders

Provisions for the standing orders and governance of the Committee can be found in the Board of Governors Regulations.

8 Review of Terms of Reference

Subject to formal annual review.

Subject to approval by the Board of Governors

September 2022