

Nominations Committee Terms of Reference

Last approved by:

Board of Governors, 30th March 2020

Date(s) modified:

June 2020, September 2020, October 2021

Next Review Date:

March 2021

Nominations Committee

CHAIR: Mike Parker

1. AUTHORITY

The Committee is authorised by the Board of Governors to undertake any activity within its terms of reference. The Committee is also authorised by the Board of Governors to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise it considers necessary, normally in consultation with the Vice-Chancellor & Chief Executive.

2. SPECIFIC RESPONSIBILITIES

Board Membership

- 2.1 To regularly review, on behalf of the Board of Governors, the general size and balance, including the equality and diversity of membership of the Board of Governors, in line with best practice.
- 2.2 To regularly review, on behalf of the Board of Governors, the skills, knowledge and experience of the Board of Governors.
- 2.3 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).
- 2.4 To set in train the recruitment process of securing nominations to the Board of Governors and to consider individual nominations arising from that process.
- 2.5 To supervise any selection process(es) linked to the nomination of Board Members, by:
 - (a) Considering all proposed candidates for selection 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. The Board's current Nomination Criteria are annexed to the document "Role of Governor";
 - (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 selection and appointment in accordance with all proper selection procedures in force from time to time of all and any staff or external governor and report to the Board of Governors in relation to the same.
- 2.6 To recommend to the Board of Governors the continuation or termination of existing members, and the appointment of prospective new members.
- 2.7 To review annually the policies in respect of the recruitment, induction, development and performance review of governors, and to make recommendations to the Board accordingly.
- 2.8 To review periodically the process for securing nominations to the Board of Governors and to consider individual nominations arising from that process, including where necessary, the process of the selection for nomination of staff governors pursuant to paragraph 2.5 above.
- 2.9 To review annually the policies in respect of Membership & Terms of Office and Attendance and make recommendations as appropriate to the Board.
- 2.10 To receive annually the statistics for individual governor attendance at Board and committee meetings, prior to dissemination to individual governors and prior to presentation at the November meeting of the Board of Governors.
- 2.11 To review selection criteria and procedures for membership of the Academic Board and make recommendations on same to the Board of Governors.

Committee Membership

- 2.12 To keep under review the general membership of the committees of the Board of Governors.
- 2.13 To oversee the arrangements for succession planning for the Chair, Deputy Chair, and the Committee Chairs and Deputy Chairs.

Monitoring

- 2.14 To keep under review, the risks associated with those matters considered the responsibility of the committee, as determined by these Terms of Reference.
- 2.15 To keep under review its own performance and effectiveness against the terms of reference of the Nominations Committee and the Higher Education Code of Governance on an annual basis.
- 2.16 To reflect on the Board's own composition and consider taking steps to ensure that it reflects societal norms and values.

3. CONSTITUTION

The constitution of the Committee is detailed below:

3.1 Reporting and Membership

Reporting to:	Board of Governors
Reporting Committees:	N/A

Working Panels/Groups:	N/A
Receive minutes from:	N/A

	Job Title / Representative	Title and Name
Chair	Independent Governor	Mike Parker
Secretary	Clerk to the Board	Michael Thompson
Members	Deputy Chair of the Board of Governors	Eliot Ward
	Chair of Employment Committee	Wendy Williams
	Chair of Audit & Risk Committee	Charles Oddy
	Chair of Finance Committee	Brian McCann
Attendees	Vice-Chancellor & Chief Executive (Interim)	Mark Power
	University Secretary & General Counsel	Maria Burquest
Invitees	Invitees including members of the Board are permitted to attend subject to the Chair's approval	

3.2 Quorum

To ensure that the Remuneration Committee is quorate, meetings will only proceed if three external members are present.

3.3 Frequency

A minimum of three meetings per academic year.

4. STANDING ORDERS

4.1 Notice of Committee meetings will be left or sent to the usual place of residence of each member or to any other address a member may specify.

- 4.2 At least five clear days' notice shall be given prior to each meeting.
- 4.3 For urgent notification of a meeting, the minimum period of notice shall be one working day.
- 4.4 The notice of the meeting should specify the time, place of the meeting and the items of business to be transacted.
- 4.5 The inadvertent non-delivery of the notice of the meeting shall not affect the validity of the meeting.
- 4.6 Documents and reports to be considered at the meeting shall normally be circulated with the agenda.
- 4.7 The Committee may request other staff or external advisers to attend from time to time as required.
- 4.8 Members shall not be entitled to appoint proxies to attend or vote instead of them at meetings.
- 4.9 If any Committee member has any pecuniary, family or other personal interest, direct or indirect, in any contract or proposed contract or other matter and is present at the meeting at which the proposed contract or other matter is the subject of consideration, then the member, as soon as practicable, shall disclose that fact and shall not take part in the consideration or discussion of or vote on any question with respect to the contract or other matter. The member, if requested by the Chair, will withdraw from the meeting.
- 4.10 The Chair shall be empowered, following consultation, to deal with matters of urgency arising outside the Committee meetings where it is not deemed advisable to await until the next scheduled meeting. Any matters of urgency dealt with under such action shall be reported to the next meeting of the Committee.
- 4.11 The minutes of Committee meetings shall be kept by the university's Secretariat and are available on request.
- 4.12 The minutes shall be available for inspection by any Committee member at any time.
- 4.13 The minutes shall be signed at the next meeting of the Committee by the Chair of the meeting.

5. AMENDMENTS AND REVOCATION OF TERMS OF REFERENCE

These Terms of Reference may only be amended or revoked by decision of the Board.

The Terms of Reference are reviewed on an annual basis and as part of the 4-yearly Governance Effectiveness Review, or more frequently in the light of experience or changes in governance practice.