



Nominations and Governance Committee Constitution

A Scope of the committee

1. To be responsible to Council for the oversight of corporate governance arrangements to ensure that the University is operating according to best practice, the principles of good governance and the membership of Council, its committees and various other appointment matters.
2. In conducting its work, the committee will prioritise the use of open advertising and/or the external search firms to facilitate candidate searches, and consider candidates from a wide range of backgrounds, proposing appointments on merit and against objective criteria, having due regard to the promotion of equality of opportunity and the benefits of diversity on Council and throughout the University.

B Terms of reference

3. The duties of the Committee are as follows:

Nominations

- a. To recommend to Council the appointment, re-appointment and removal of members of Council and to its committees giving due regard to:
 - i. the skills and experience of Council and its committees and a desirable balance of expertise (contained within the Council skills matrix)
 - ii. the form an external recruitment process should take, should one be required
 - iii. the constituencies the university serves
 - iv. the equality and diversity characteristics of Council
 - v. balances of continuity and changes in membership
 - vi. the commitment of relevant individuals to provide appropriate time to the role
 - vii. succession planning, with particular reference to the positions of Chair of Council and committee chairs
 - viii. the results of the annual trustee appraisal process
 - ix. the conduct of trustees, including their adherence with the requirements of the Trustee Code of Conduct
 - x. the 'fit and proper person' requirements of the Office for Students (including assessing due diligence conducted by the Secretary's office into proposed appointments)
 - xi. engagement and attendance levels at meetings of Council and its committees (in the case of re-appointment)
- b. To report to Council annually on the chairing and membership of the Council sub-committees.
- c. To oversee the induction and learning and development requirements of Council members, including any mentoring arrangements that may be required for members of Council.
- d. To oversee Council member meeting attendance statistics.
- e. To oversee all matters relating to the conduct of elections for members of Council.

- f. To support other committees, as required, in the appointment of co-opted members.
- g. To consider and come to a view, as may be required by Council from time to time, regarding the management of any conflicts of interest (whether actual or perceived) of Council members and/or relevant members of University staff.
- h. To oversee the recruitment process, and make recommendations to Council in consultation with Senate, for the appointment and removal of the following, giving due regard to succession planning, the requirements of the Charity Commission and the 'fit and proper' person requirements of the Office for Students:
 - i. the Chancellor (nomination made to the Convocation)
 - ii. the Vice-Chancellor
 - iii. Deputy/Pro Vice-Chancellor(s)
 - iv. the Chief Financial Officer
 - v. the Chair of Council
 - vi. the Vice-Chair of Council
 - vii. the Treasurer
 - viii. the Secretary to Council
 - ix. other positions, as required
- i. To ensure the Vice-Chancellor is held accountable for maintaining effective succession plans for their own position and for embedding succession planning across their leadership team and the wider University.
- j. To approve the appointment of university nominated directors to subsidiary and associated companies.

Governance

- k. To keep under review and advise Council and Senate on substantive changes to the University's governance arrangements as follows, ensuring adherence to regulatory requirements and sector best practice:
 - i. Charter and Statutes
 - ii. Ordinances
 - iii. Scheme of Delegation
- l. To review, when required, the terms of reference of Council committees and recommend to Council for approval any changes.
- m. To consider and propose to Council an assessment of the University's compliance with the Independent HE *Code of Governance*.

C Membership

Chair of Council (Chair)
Chair of Audit and Risk Committee
Up to three further independent members
Vice-Chancellor (ex-officio)
President of Students' Union

Elected staff member

4. The committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

D In attendance

Secretary to Council
Registrar
Director of Human Resources (as required)

E Frequency of meetings

5. The committee should meet no less than twice per year.
6. The committee may conduct its business via circulation when appropriate to do so.

F Quorum

7. The quorum is half the members, composed of a majority of independent members and at least one non-independent member.

G Reporting structure

8. The committee reports to Council.

H Servicing and support arrangements

9. Servicing will be provided by the Office of the Secretary to Council.

I Committee effectiveness

10. The committee will from time to time undertake a review of its own performance and effectiveness and report thereon to Council.