

NOMINATIONS AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

Purpose

The Nominations and Governance Committee is responsible to the Board of Governors for the oversight of corporate governance arrangements to ensure that the University is pursuing best practice. It is responsible for identifying and recommending the appointment of new Governors to the Board and for the nomination of Governors and co-opted members for appointment to committees.

The Committee operates in line with the University Values: Ambitious, Inclusive, Innovative, Collaborative, Enterprising.

Terms of Reference

1. To keep under review and advise the Board of Governors on the University's governance arrangements.
2. To monitor developments in governance good practice and make recommendations to the Board regarding compliance.
3. To develop processes for the Board's periodic review of its own effectiveness.
4. To keep under review the membership and profile of the Board of Governors and undertake succession planning.
5. To develop and keep under review the Board's approach to Governor appointments, having due regard to the University's inclusivity ambitions.
6. To nominate new governors for appointment to the Board.
7. To review the membership of committees and nominate to the Board the appointment of governors to committees.
8. To develop, oversee and monitor the implementation of the governor induction and training programme, and the appraisal of governors.
9. To oversee and monitor the process for consideration of issues under the Corporate Ethics Policy.
10. To ensure the Committee draw on a diversity of voices as appropriate in the consideration of recommendations.

Composition

- Chair of the Board of Governors (Chair)
- Deputy Chair of the Board of Governors (if this position is not held by a Committee Chair)
- Chair of Audit, Risk and Assurance Committee
- Chair of Finance, Estates and IT Committee
- Chair of People, Culture, Quality and Standards Committee
- Vice-Chancellor

In Attendance

- Clerk to the Board of Governors
- Deputy Clerk to the Board of Governors

Minimum number of members that must be present to constitute a valid meeting (Quorum):

Three members.

Frequency of meetings:

Three per year.

Approved by the Board of Governors at its meeting on 19 September 2023.