

Independent Members Appointments Committee

Terms of Reference

In accordance with the Articles of Government, the following Committee shall be established with the membership, terms of reference and modus operandi as set out below and be subject to the general provisions of University Byelaws, Definitions, Policies, Procedures and Guidance.

Purpose:

The purpose of the Independent Members Appointments Committee is to appoint and reappoint individuals to the Board who meet the criteria as independent members.

Members

- The governors designated as independent members by virtue of their appointment under section 5 of the Instrument of Government

Chair

- The Chair is the Chair of the Board of Governors
- If the Chair of the Board of Governors is not an independent member of the Board, then the Senior Independent Member is the Chair of the IMAC, provided that the Senior Independent Member is an independent member of the Board of Governors
- In the absence of a Chair, , the members of the IMAC will elect one of their number to take the chair for that meeting
- The Chair of the Nominations Committee is not permitted to be appointed as Chair or Deputy Chair of the IMAC

Attendees

The following are in attendance at the invitation of the Committee:

- The Vice Chancellor

- Other nominated and co-opted members of the Board
- Clerk's Office staff as appropriate

Clerking

The clerk to the Committee shall be the Clerk to the Board of Governors.

The minutes or a report on each Independent Members Appointment Committee meeting shall be circulated to all members of the Board of Governors.

Quorum

The quorum shall be six of the nine independent members of the Board of Governors or if there are vacancies for Independent Members, the same proportion as rounded up of current members.

Frequency of Meetings

The frequency of meetings shall be determined by the Independent Members Appointment Committee to allow it to discharge all of its responsibilities.

A majority of the members of the Committee may requisition a meeting at any time by notifying the Chair of the Board and the Clerk.

Terms of Reference

1. To consider recommendations from the Nominations Committee and take decisions on the appointment of individuals as governors and trustees of the University and on their re-appointment following the completion of terms of office
2. To determine any question as to the independence of candidates for membership of the Board, with reference to the Instrument of Government

Delegated Powers and Authority

The Independent Members Appointment Committee shall have the authority to act as described in the Instrument of Government. It carries no other delegated powers from the Board of Governors.

Approved/Reviewed

Version	Date	Comments
D1.0	June 2013	Approved 2nd issue
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D3.0	July 2015	Updated
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