

## **Nominations 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 Bye-laws, Definitions, Policies, Procedures and Guidance.

### **Purpose**

The purpose of the Nominations Committee is to advise the Board of Governors on matters relating to the composition and membership of the Board and its Committees.

### **1. Membership**

- The Pro Chancellor
- The Vice Chancellor
- The Chair of the Board of Governors
- The Deputy Chair of the Board of Governors
- A Governor who is a member of staff
- Either of the Student Governors
- One other Independent or Co-opted Governor
- Up to three external members appointed by the Board of Governors

### **2. Chair**

- 2.1. The Chair or Deputy Chair of the Board of Governors is the ex-officio Chair of the Nominations Committee
- 2.2. The chairing arrangements are subject to the agreement of the Chair of the Board of Governors

### **3. Attendees**

- 3.1 Clerk to the Board, who shall be Clerk to the Committee
- 3.2 Other attendees at the invitation of the Committee

### **4. Quorum**

The quorum shall be six of the ten members of the Committee, or where there are vacancies, the same proportions, as rounded up, of those members eligible to be present.

## **5. Frequency of Meetings**

Meetings shall be held as required and at minimum at least once per year.

## **6. Terms of Reference**

The Committee shall:

- 6.1 regularly review the structure, size and composition of the Board of Governors (including the skills, knowledge, experience and diversity) and make recommendations to the Board with regard to any changes
- 6.2 give full consideration to succession planning for governors and external committee members in the course of its work, taking into account the challenges and opportunities facing the University, and the skills and expertise needed on the Board in the future
- 6.3 keep under review the leadership needs of the Board and its committees, with a view to ensuring the continued ability of the Board to carry out its business effectively
- 6.4 consulting with the Board and committee chairs as appropriate, decide on the skills needs of the Board, and the skills and experience required of new Board and committee members. Oversee a regular skills audit of Board members, and review the results
- 6.5 be responsible for identifying and nominating for the approval of the Board candidates to fill independent and co-opted Board vacancies as and when they arise
- 6.6 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:
  - use open advertising or the services of external advisers to facilitate the search
  - consider candidates from a wide range of backgrounds
  - consider candidates on merit and against objective criteria, with due regard for the benefits of diversity on the Board, and in accordance with the University's policy and procedure on staff recruitment
- 6.7 review the results of Board Effectiveness Reviews or other evaluation processes that relate to the composition of the Board
- 6.8 approve and review role descriptions for independent and co-opted governors, the Chair and the Deputy Chair of the Board
- 6.9 oversee and monitor the induction process of new governors and external committee members
- 6.10 review the deployment and time commitment of governors across the Board and its committees in order to inform its recommendations to the Board

- 6.11 work with the Chair to oversee the results of the Chair's annual conversations with Board members, in particular identifying training and development needs
- 6.12 be proactive, through its recruitment processes, in developing the potential of candidates to apply for future Board positions

The Committee shall make recommendations to the Board or its independent members as appropriate with regard to the following:

- 6.13 formulating plans for succession of Board members, external committee members, the Chancellor and the Pro Chancellor
- 6.14 the membership of the Board's committees, in consultation as appropriate with the Chairs of those committees
- 6.15 skills needs and gaps on the Board and its committees
- 6.16 the reappointment of independent and co-opted Board members, external committee members, the Chancellor and Pro Chancellor at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute in the light of knowledge, skills and experience required
- 6.17 the appointment and reappointment of directors of the University's subsidiary companies

## **7. Reporting Responsibilities**

- 7.1 Once approved, minutes shall be circulated to all members of the Board of Governors unless, in the opinion of the committee Chair, it is inappropriate to do so
- 7.2 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities
- 7.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed

## **8. Delegated Powers and Authority**

- 8.1 To establish how vacancies are described and publicised, and how appointment processes are conducted, subject always to the University's own policies and the Committee's terms of reference
- 8.2 To establish how vacancies are filled, including shortlisting applications and agreeing the composition of interview panels
- 8.3 To agree role descriptions and person specifications for independent and co-opted governors, and the Chair and Deputy Chair of the Board
- 8.4 To agree the election process for the governor co-opted to the Board from amongst the professional staff

<b>Version</b>	<b>Date</b>	<b>Comments</b>
D1.0	July 2013	Board of Governors first issue
D1.1	Oct 2013	first issue update
D2.0	Oct 2014	Second Issue
D2.1	Oct 2014	Second Issue update 1
D2.2	May 2015	Second Issue update 2
D2.3	Aug 2015	Second Issue update 3
R2.4	May 2016	Second Issue update 4
D3.0	22.06.2016	Approved by Board
R31	Jan 2017	Update approved by Board of Governors on 22 January 2017
R3.2	April 2017	Update approved by Board of Governors, 17 April 2017
R4.0	July 2018	Approved by the Board of Governors 17 July 2018
R4.1	July 2019	Addition of one further external member and consequent amendment to the quorum