FALMOUTH
UNIVERSITY

NOMINATIONS COMMITTEE - TERMS OF REFERENCE

Purpose
The establishment of a Nominations Committee (or equivalent) is a requirement of the Committee of University Chairs' (CUC) Higher Education Code of Governance.

The Nominations Committee provides advice to the Board of Governors on the appointment of new members, terms of office, the perceived skills balance required on the governing body, succession planning and skills refreshment, and other matters relevant to Board of Governors' membership and vacancies.

Reports to
Board of Governors

Sub-committees
Not applicable

Occurrence
At least one meeting per year

TERMS OF REFERENCE

1 To keep under review procedures for the recruitment, appointment, induction, re-appointment, and offboarding of members of the Board of Governors and to make recommendations accordingly.

2 To maintain and develop a matrix of skills and expertise required by the Board, and to ensure that recommended new appointments match these requirements.

3 To oversee succession planning for members of the Board.

4 To review Board diversity and take steps to actively address imbalances.

5 To advise on role descriptions and prospectus content for relevant board roles, and to ensure that Independent Board member vacancies are openly advertised and actively promoted.

6 To interview candidates on merit and against objective criteria with due regard to skills gaps or imbalances and the benefits of board diversity - with reference to the Equality, Diversity & Inclusion provisions within the CUC Higher Education Code of Governance.

7 To recommend new independent and co-opted members of the Board of Governors and its sub-committees with reference to the University's Articles and Instrument of Government.

8 To ensure through due diligence, that those recommended for appointment to the Board of Governors are fit and proper persons.

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9 To consider matters relating to a Board member continuing to be considered a fit and proper person, and to periodically review related procedures and guidance.

10 To advise the Chair of the Board of Governors as necessary on appointments to the Board's sub-committees.

11 To advise on training and development for Members of the Board of Governors.

12 To ensure that suitable arrangements for the appraisal of Members of the Board of Governors are in place, including arrangements for the appraisal of the Chair of the Board of Governors.

13 To ensure that periodic evaluation of the Committee's own performance is carried out.

14 To undertake such other tasks which are reasonably consistent with the above as may be referred to the Committee by the Board of Governors or Chair of the Board of Governors.

MEMBERSHIP

Chair	Chair of the Board of Governors
	At least two Independent Members of the Board of Governors
	Vice-Chancellor & Chief Executive
	Up to one Co-opted Staff Member of the Board of Governors

SERVICING OFFICER

Secretary	Secretary to the Board of Governors
Clerk	Secretary's nominee

IN ATTENDANCE

	Staff as necessary to conduct the business of the forum

QUORUM

A meeting shall be quorate when two Independent Members, one of whom must be the Chair, are present. Any member of Nominations Committee may join the meeting remotely with prior approval from the Chair.

REPORTING ARRANGEMENTS

The minutes of meetings of the Nominations Committee will be circulated to all members of the Board of Governors.

Approved by
Board of Governors on 21 November 2025

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