

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 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.
- 5 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.
- 6 To recommend new independent and co-opted members of the Board of Governors with reference to the University's Articles and Instrument of Government.
- 7 To ensure through due diligence, that those recommended for appointment to the Board of Governors are fit and proper persons.
- 8 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.

RESTRICTED

- 9 To advise the Chair of the Board of Governors on appointments to the Board’s sub-committees.
- 10 To advise on training and development for Members of the Board of Governors.
- 11 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.
- 12 To ensure that periodic evaluation of the Committee’s own performance is carried out.
- 13 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
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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
Nominations Committee on 17 April 2024
Board of Governors on 24 May 2024