Board Regulation 1.4

NOMINATIONS AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

1.0 PURPOSE

1.1 This Committee is responsible for ensuring that the University's approach to good governance complies with the regulatory expectations of the Office for Students (OfS) and the principles of the Committee of University Chairs (CUC) Code of Higher Education Governance. This shall include the lead and oversight of Board membership recruitment, appointment, induction, development and support; recommendations on appointments to Board Committees and advice on the appointment of Chancellor and Vice-Chancellor.

2.0 MEMBERSHIP

2.1 There shall be a minimum of four members of the Committee which shall include:

- Chair of the Board [Chair]
- Vice Chair of the Board
- Vice-Chancellor
- One staff member of the Board

3.0 QUORUM

3.1 The quorum shall be 50% of the membership rounded to the next whole number, of whom at least 2 must be independent members of the Board.

4.0 CLERKING ARRANGEMENTS

4.1 Clerk to the Board supported by Minuting Secretary.

5.0 NORMALLY IN ATTENDANCE

5.1 Not applicable.

6.0 BY INVITATION

6.1 Other members of the Board of Governors may be invited for certain items of business.

7.0 FREQUENCY OF MEETINGS

7.1 The Committee shall meet at least twice per academic year.

7.2 The Committee may hold extraordinary meetings as might be required or, if agreed by its chair, conduct business via correspondence.

8.0 TERMS OF REFERENCE

Governance effectiveness

8.1 To oversee and make recommendations to the Board on all matters relating to corporate governance, including proposals for changes to the University Instrument and Articles, Scheme of Delegation, Standing Orders for the Board and Code of Conduct for members of the Board.

8.2 To keep under review, advise and make recommendations to the Board on the University's governance arrangements and processes, ensuring compliance with the regulatory expectations of the OfS and the principles of the CUC Code of Higher Education Governance.

8.3 To keep under review the processes for maintaining a published Register of Interests for members of the Board of Governors and the Senior Leadership Team, and to regularly review the Register.

8.4 To develop and oversee processes for reviewing and assessing the effectiveness of the Board and its committees, and overseeing any actions arising.

Board composition, succession planning and recruitment

8.5 To keep under review the size and composition of the Board to reflect the nature, scale and complexity of the University, with a clear focus on equality, diversity and inclusion.

8.6 To keep under review the skills mix of the Board to ensure an appropriate balance of skills, experience and knowledge to make informed decisions.

8.7 To undertake membership succession planning and to oversee the search and selection process for appointing the Chair, Vice Chair and independent members of the Board, making appointment recommendations to the Board.

8.8 To make recommendations to the Board on membership and Chair appointments for its committees.

8.9 To gain assurance of the proper conduct of any appointments of staff to governor roles by election.

8.10 To oversee the due diligence arrangements in place to ensure that members of the Board of Governors and the University's Senior Leadership Team are 'fit and proper persons' to exercise their roles.

8.11 To consider the reappointment of eligible independent governors following their initial term, and make recommendations to the Board.

8.12 To recommend the removal of governors from office as necessary in accordance with approved procedures in the Code of Conduct.

Governor development

8.13 To receive updates on and monitor the effectiveness of the arrangements in place for governor induction and the mechanisms in place for training, development, support and feedback of governors.

Appointments of office holders

8.14 To make recommendations to the Board for the process of appointing the Vice-Chancellor.

8.15 To make recommendations to the Board, and lead the search, for the process of appointing the Chancellor.

9.0 AMENDMENTS TO THE TERMS OF REFERENCE

9.1 Amendments to the membership and terms of reference may be proposed by the Committee at any time but shall only be formally approved by the Board of Governors.

10.0 REVIEW OF THE TERMS OF REFERENCE

10.1 The membership and terms of reference of the Committee shall be formally reviewed on an annual basis by the Committee and any proposals for amendments put forward to the Board of Governors for approval.

Re-approved by Board of Governors 25 November 2026