



Board of Governors Regulations 1.4

NOMINATIONS AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. Purpose

To be responsible to the Board for advising on corporate governance arrangements to ensure the establishment and maintenance of excellent practice: for the lead and oversight of Board membership recruitment, appointment, induction, development and support; for recommendations on appointment to Board Committees and advice on the appointment of the Chancellor and Vice-Chancellor.

2. Constitution and Membership

The Committee shall comprise 6 members as a minimum:

Chair of the Board [Chair]

The Vice Chair of the Board

Vice-Chancellor

At least two independent members of the Board

One staff member of the Board

The student member of the Board will be invited for certain items of business

3. Quorum

50% of appointed members of whom at least 2 must be independent members of the Board

4. Clerk

Clerk to the Board

5. Normally in Attendance

Minuting Secretary

6. By Invitation

TBC

7. Frequency of Meetings

Normally at least twice per academic year and additionally as required.

8. Terms of Reference

On behalf of and reporting to the Board

- To oversee and make recommendations to the Board on all matters relating to corporate governance, including proposals for changes to the University Articles and Scheme of Delegation
- To keep under review, advise and make recommendations to the Board on the University's governance arrangements and processes, ensuring adherence to external requirements and expectations and best practice
- To develop and oversee processes for the Board's annual and periodic review of its own, its committees', individual members', Chairs', Vice-Chair's and Academic Council's effectiveness
- To keep under review the balance and skills mix of the Board, with a clear focus on equality, diversity and inclusion
- To undertake membership succession planning, conduct the search for new members and determine the recruitment process, making appointment recommendations to the Board
- To oversee and monitor the implementation of governor induction, training, development and support and the appraisal of governors
- To recommend the removal of governors from office as necessary in accordance with approved procedures
- To make recommendations to the Board on membership and Chair appointments for its committees
- To make recommendations to the Board, and lead the search, for the process of appointing the Chancellor
- To make recommendations to the Board for the process of appointing the Vice Chancellor

Approved by the Board of Governors-24 June 2020

Reviewed January 2024