

Nominations and Governance Committee

Terms of Reference

Purpose

The Nominations and Governance Committee is responsible to the Board for overseeing corporate governance arrangements to ensure compliance and best practice. On behalf of the Board, it ensures that the Board is effective and organised efficiently to achieve its objectives.

1. Duties

Roles

1. The Committee has the following duties in respect of the Board roles. The roles to which these duties apply are set out in the table below
2. Develop, approve and review the role description and person specification
3. Plan succession to avoid gaps in roles or membership. As necessary, make recommendations to the Board on the need to carry out recruitment exercises
4. Develop, approve and review the recruitment policy and procedure, ensuring that:
 - processes are open, transparent and inclusive
 - candidates from a wide range of backgrounds are considered
5. Carry out recruitment exercises (except where the Board establishes a Search Committee)

6. Ensure that new appointees receive a thorough induction, and there is ongoing training and development
7. Develop, approve and review the probation policy and procedure
8. Develop, approve and review the policy and procedure for the performance evaluation
9. Ensure that performance evaluation is carried out and is robust
10. Approve appointments and reappointments for a further term of office

	Independent and co-opted	Staff and student governors	Governor committee members	Committee Chairs/Deputies	Chair of the Board	Deputy Chair	Senior Ind Member	Chancellor, Pro Chancellor	Senior post holders	External committee members
Role description	●	●	●	●	◆	◆	●	●	◆	●
Plan succession	●	●	●	●	●	●	●	●	●	●
Recruitment policy	●	●	●	●	●	●	●	●	*	●
Recruitment exercise	●	●	●	●	●	●	●	●	◆	●
Appoint	■	■	●	●	■	■	■	■	■	●
Probation policy	●	n/a	n/a	n/a	●	●	n/a	n/a	*	n/a
Induction, training, development	●	●	●	●	●	●	●	●	*	●
Performance evaluation policy	●	n/a	n/a	n/a	●	●	●	n/a	*	n/a
Ensure performance evaluation	●	n/a	n/a	n/a	●	●	●	n/a	*	n/a
Reappoint	■	n/a	●	●	■	■	n/a	■	n/a	●

● = Committee responsibility

◆ = Board may delegate to Nominations and Governance or to a Search Committee

■ = Board responsibility

* = Other policy and procedures in place

Committees

11. Have oversight of the deployment and time commitment of members across Board roles and committees, ensuring the time of Board members is used

evenly and effectively, and members are supported to gain a range of experience

12. Facilitate and manage the rotation of members and chairs around the Board's committees, taking into account member strengths, committee skills needs
13. As part of succession planning, oversee members' development of chairing skills, and ensure that members are aware of opportunities

Board effectiveness

14. Support the Board in its duty to ensure that the size, composition, diversity, skills mix, and terms of office of the Board is appropriate for the nature, scale and complexity of the University by reviewing these and taking action or making recommendations as necessary
15. On behalf of the Board, review the criteria for the independence of members as part of the Committee's review of the governing documents
16. Seek assurance that there are an appropriate number of Board members who are independent of the University
17. Institute a regular review of the performance of the Chair of the Board, working with the Senior Independent Member as necessary
18. Carry out a regular skills audit of Board members and review the results, ensuring that these inform succession planning and recruitment
19. Actively seek ways to promote and support a diverse Board membership and keep the diversity of the Board's committees under review
20. Monitor data on the diversity characteristics of the Board
21. Review the effectiveness of the Board's committee structure, committee terms of reference, responsibilities and authorities, and make recommendations to the Board

22. Approve and review the Board's internal policies and procedures and their operation, including but not limited to the Board's Code of Conduct

Governance

23. Keep the University's governance under review. Monitor relevant developments in corporate governance and make recommendations to the Board as necessary
24. Support the Board in its duty to ensure that members of the Board, those with senior management responsibilities, and individuals exercising control or significant influence over the University, are fit and proper persons by monitoring fit and proper person declarations and seeking assurance that these are tested
25. Review the effectiveness of the Board
26. Ensure that a full and robust review of governance effectiveness with some independent input takes place on a regular basis. Every three years is recommended
27. Commission internal and external reviews of governance on behalf of the Board, and of the Board and its committees
28. Receive the results of governance reviews, report to the Board on findings and recommendations. Create and monitor action plans to respond
29. Monitor compliance with any code of governance that the Board has adopted
30. Review the governing documents and make recommendations to the Board. In particular, regularly review the delegations that are in place
31. Satisfy itself that the University is compliant with the governing documents

32. Satisfy itself that the University is meeting regulatory requirements. Review compliance with the Office for Students' Conditions of Registration Sections E-G
33. Monitor new and revised Conditions of Registration and ensure that compliance arrangements are in place
34. Monitor compliance with the Board's legal responsibilities in respect of the Students' Union (Education Act 1994, s.22). Oversee the governance relationship between the University and the Students' Union. Approve its constitution and the Code of Practice between the Students' Union and the University on behalf of the Board. Satisfy itself that SU elections are fairly and properly conducted

General

35. Monitor KPIs on any matters in Committee's remit
36. Monitor strategic risks relevant to the work of the Committee
37. Ensure appropriate policies are in place for items in the Committee's remit
38. Carry out a bi-annual assessment of its own performance

2. Authorities and Approvals

1. Approve the Board's internal policies and procedures
2. Approve policies and appointments as set out in the table above
3. Decide to undertake internal or external governance reviews and appoint reviewers
4. Approve the Students' Union constitution and the Code of Practice with the Students' Union. Approve amendments to these

3. Escalation

The Committee escalates the following for further consideration by the Board:

1. Significant risks relating to the areas in its remit
2. Any items in its remit on which the Committee has not received adequate assurance
3. Other items on which it advises the Board under these terms of reference
4. Changes to the governing documents and corporate governance arrangements
5. Establishment of Search Committees
6. Recommendations on the size, structure and composition of the Board
7. Recommendations on the Board's committee structure and the terms of reference, responsibilities and authorities
8. Proposed action plans in response to governance reviews

4. Reporting

- The Committee produces a RAG rated report of its business and any items for escalation to the next available Board meeting
- Minutes are available to all governors

5. Membership

- Three to four members of the Board of Governors, including at least one independent governor
- Up to two external members with expertise in areas in the Committee's remit
- Up to one University expert member with expertise in areas in the Committee's remit (e.g. a member of the HR team)

- Committee members serve a two-year term of office, which is renewable up to twice for a total of six years
- Committee members are appointed and reappointed by the Nominations and Governance Committee

6. Quorum

At least half of the current number of members. At least one of those making up the quorum must be an independent governor of the University.

7. Chair

- The Committee's Chair is appointed and reappointed by the Committee
- The Committee may choose to have a Deputy Chair, appointed and reappointed in the same way as the Chair
- The Chair and Deputy are appointed from amongst the members who are independent governors of the University
- The Chair serves a two-year term of office, which is renewable up to twice, for a total of six years

8. Attendees

- Members of the University Management Team and other University staff as appropriate to report to the Committee on their activities
- Other observers at the invitation of the Chair

9. Clerking

The Clerk to the Committee is the Clerk to the Board of Governors

10. Frequency of meetings

As determined by the Committee to allow it to discharge its responsibilities. There are at least three meetings per academic year.

11. Version Control

Version	Date	Comments
1.0	30 September 2022	Approved by the Board
1.1	30 November 2022	Updates approved by the Board
1.2	25 January 2023	Change to list of members approved by the Board
1.3	19 July 2023	Change to item 32 to reflect changed responsibility