

# NOMINATIONS COMMITTEE

## TERMS OF REFERENCE 2022/2023

### Purpose of the Committee

The Committee keeps under review the composition, skills and attributes of the Board and its committees and makes recommendations for Board appointments; advises the Board on a range of independent member matters, including: recruitment and succession strategies; recruitment processes for the Chair, Deputy Chair and Committee Chairs and their respective duties; project board membership; committee membership; training and development needs; performance review; and terms of office.

### Membership

The constitution is normally 7-9 members with power to co-opt. Those present in attendance have the right to speak but not to vote.

The membership of the Group shall consist of the following core members:

- Chair of the Board of Governors (*who should normally Chair this Committee*)
- Vice-Chancellor
- Elected Officer of Students' Union
- Staff Governor (Academic Council nominated teaching)
- Two external Governors appointed by and from the Board of Governors (*other external governors may be co-opted as necessary*)

Co-opted Member (who are eligible to vote):

- Staff Representative: appointed by Academic Council

### Quorum

The quorum shall be 40% of the membership of whom more than half shall be independent members.

### Terms of Reference

- 1 Identifying and assessing candidates and making recommendations to the Board on the appointment of new Governors; taking account of the balance of skills, experience and diversity of membership needed to discharge the Board's responsibilities and to sustain and enhance its effectiveness.
- 2 Ensuring that recruitment channels and processes for Board membership are open and are appropriate to encourage high-calibre candidates and to achieve the required blend of skills, experience and diversity needed to sustain and enhance the Board's effectiveness.
- 3 Making recommendations to the Board on appointments to Board Committees to ensure that quoracy is maintained and that expertise and effectiveness is sustained and enhanced, including through the appointment of co-opted members.

- 4 Making recommendations to the Board on the re-appointment of Governors and Committee members, and the extension or termination of terms of office in accordance with the need to sustain and enhance the Board's effectiveness.
- 5 Making recommendations to the Board on recruitment processes for the Chair, Deputy Chair and Committee Chairs and their respective duties.
- 6 Making recommendations to the Board on processes for allocating governors to project boards and determining the duties of project board members.
- 7 Monitoring and identifying the current and future skills needs of the Board and its committees and identifying and implementing appropriate succession strategies to address these issues.
- 8 Advising the Board upon the training and development needs of governors.
- 9 Any additional tasks relating to the recruitment or retention of governors that the Board may request.

## **Conduct of Business**

The Committee may conduct its business via any communication method that is deemed suitable by its Chair.

## **Frequency of Meetings**

The Committee should meet on at least three occasions per annum.

## **Clerking**

The Clerk to the Board of Governors will be responsible for the organisation of meetings, facilitating communication and for the provision of clerking services to the Group.

## **Records of Decisions**

Formal minutes shall be taken of all meetings and made available to the Board of Governors.

## **Amendments to the Terms of Reference**

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

## **Review of the Terms of Reference**

The membership and terms of reference of the Committee shall be formally reviewed on an annual basis by the Board of Governor