

NOMINATIONS COMMITTEE

TERMS OF REFERENCE 2025/2026

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;-committee membership; training and development needs; performance review; and terms of office.

Membership

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

- Chair (External Governor)
- Additional external Governor(s) appointed by and from the Board of Governors (other external governors may be co-opted as necessary)
- Chair of the Board of Governors is an ex-officio
- Vice-Chancellor

Quorum

The quorum for each meeting shall be at least two members

In attendance:

Those present in attendance have the right to speak but not to vote.

Elected Officer of Students' Union

Staff Representative: appointed by Academic Council

Other governors may be invited to participate in specific decisions or discussions

Members of staff and third parties may be invited to attend meetings by agreement with the Chair, either by prior decision of the Board of Governors or by invitation of the Chair.

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 and overseeing the election processes for the Chair, Deputy Chair and Committee Chairs and their respective duties.
- 6 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.
- 7 Advising the Board upon the training and development needs of governors.
- 8 Any additional tasks relating to the recruitment or retention of governors that the Board may request.
- 9 Any other duties as set out in the approved Scheme of Delegation.
- 10 Advising the Board on matters pertaining to the effectiveness of the University's governance arrangements, taking into account regulatory requirements and sector best practice, with a view to promoting a culture of continuous improvement in corporate governance.

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 would normally 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 Governors.