

## **GOVERNANCE AND NOMINATIONS COMMITTEE**

### **Terms of Reference 2023/24**

The Governance and Nominations Committee is a committee of the Court of Governors.

The purpose of the Committee is to advise the Court on the effectiveness of governance structures and arrangements, appointment of new members, the terms of existing members as well as the perceived skills balance required on the Court and its committees. The Committee also makes nominations for other relevant roles and awards.

Specifically, the Committee will:

1. Provide assurance to the Court of Governors and other stakeholders as appropriate (e.g., Office for Students) that governance arrangements are fit and proper and make recommendations to the Court that will lead to improvements in the effectiveness and efficiency of Court and its committees;
2. Lead the periodic governance effectiveness review, including appointment of an external consultant to conduct an independent review and appointment of any external advisor to the review process;
3. Lead the periodic review of the Articles of Association;
4. Oversee the governance relationship between the University and the Students' Union and between the University and the Quintin Hogg Trust;
5. Review regularly the composition and membership of the Court and its sub-committees. Ensure an appropriate balance of skills and experience and make recommendations on plans for succession;
6. Recommend procedures for recruitment, election, selection and appointment of members of the Court and its sub-committees, ensuring equality, diversity and inclusion is central to the process;
7. Consider and make recommendations on the appointment or re-appointment of governors, the Chair to the Court, Deputy Chairs of the Court and independent committee members, having regard to the balance of membership on the governing body and the needs and values of the institution;
8. Ensure that governors and independent committee members develop and maintain their skills and knowledge of their role and of the ethics of the University;
9. Consider and make recommendations on plans for succession and appointment of the Vice-Chancellor and President and other 'holders of senior posts' as designated in the Articles of Association and as determined by resolution of the Court;
10. Recommend procedures for seeking nominations and consider and recommend appointment of the Chancellor of the University. Maintain and review annually a list of potential future candidates;
11. Recommend procedures for seeking nominations and consider and recommend to the Court conferment of Honorary Degrees and Honorary Fellowships;
12. Review and recommend to the Court, where appropriate, the Equality, Diversity and Inclusion Strategy and any policies required to deliver the Strategy (as designated in the University's strategy and policy matrix). Monitor effective implementation of the Strategy through key performance indicators;
13. Monitor the impact of activities to deliver equity and inclusivity and eradicate racism and harassment within our University.

## **Membership**

### *Ex-officio (3)*

Chair to the Court (Chair)  
University Secretary and Chief Operating Officer/Company Secretary  
Vice-Chancellor and President

### *Nominees (4)*

At least three other independent governors (one of whom will be appointed as Deputy Chair to the Committee)  
One academic colleague governor

## **Secretariat**

Clerk to the Court (or nominee)

## **Quorum**

A quorum of the Committee shall comprise two independent governors including the Chair or Deputy Chair to the Committee.

## **Meetings**

The Committee usually meets three times a year. The work of the Committee may be conducted at additional meetings called by the Chair, outside of meetings by means of electronic communication at the request of the Chair, or by Chair's action.