

Nominations and Governance Committee – Terms of Reference

1. Purpose

1.1. The Nominations and Governance Committee is a Council committee. It is responsible for reviewing and advising Council on governance matters, including the governance framework, good practice, and membership of Council and its committees. The Committee also reviews and makes recommendations for Honorary Awards.

2. Duties

2.1. To review and advise on the University’s governance arrangements, including in terms of good practice and compliance requirements, committee arrangements and amendments to the governing documents.

2.2. To make recommendations in order to ensure regular effectiveness reviews of Council, its committees, broader governance arrangements (including those for academic governance) are undertaken. To establish and oversee review processes and to oversee the implementation of approved recommendations.

2.3. To make recommendations to Council for the appointment and re-appointment of members of Council and Council committees ensuring they have the necessary balance of skills and experience to discharge their responsibilities.

2.4. To make recommendations to Council for the appointment and re-appointment of the Chair and Deputy Chair of Council and Chairs of Council committees.

2.5. To undertake membership succession planning.

2.6. To oversee a transparent selection process for the appointment of members of Council and Council committees, including for the Chair and the Deputy Chair of Council and Chairs of Council Committees.

2.7. To ensure the development and delivery of support and materials for members, including: role descriptions; induction and development; appraisal arrangements.

2.8. To review and make recommendations on proposals for the award of honorary degrees and fellowships.

2.9. To review and advise on any matter it could reasonably be considered to be within the purview of the Committee.

2.10. To take full account of equality, diversity and inclusion in all aspects of its work.

3. Membership

3.1. All members of the Nominations and Governance Committee and its Chair shall be appointed by Council.

Composition
Independent Member, Chair
Independent Member
Independent Member
Independent Member
Independent Member
Co-opted Member
Vice Chancellor

President of the Students' Union
One Academic Board member on Council
Professional Services member of Council

4. **Quorum**

- 4.1. The quorum for a meeting of the Nominations and Governance Committee will be at least half of the appointed membership with a minimum of two independent Council members.

5. **Attendance at meetings**

University Secretary
Committee Secretary

6. **Frequency and Format of meetings**

- 6.1. Nominations and Governance Committee shall normally be held four times each financial year. The Nominations and Governance Committee are able to invite individuals to meetings as required.

- 6.2. The minutes, agendas and papers for each meeting shall normally be sent to members at least seven days in advance.

7. **Reporting Procedures**

- 7.1. A report produced by the Nominations and Governance Committee will be circulated to Council after each meeting.

VERSION CONTROL

Approval	20 September 2023	Nominations and Governance Committee
Approval	4 October 2023	Council
Updates to attendees	11 December 2023	Governance Secretariat
Updates to membership	25 March 2024	Governance Secretariat
Updates to membership	December 2024	Governance Secretariat
Recommendation	September 2025	Nominations and Governance Committee
Approval	October 2025	Council

Review date: Autumn term 2026