

Nominations and Governance Committee – Terms of Reference

2024-2025

Parent body

Council

Purpose

To advise Council as to its membership and that of its Committees as well as the operation and effectiveness of the University's governance arrangements.

Equality and diversity shall be considered in all aspects of its discussion and decision making.

Terms of reference

Authority

Nominations and Governance Committee [NGC] determines the criteria for Council membership and is responsible for identifying prospective members, making recommendations to Council on the appointment of candidates both independent and internal.

Its remit also extends to the appointment of Heads and Acting Heads of Department on the Vice Chancellor 's Nomination.

Duties

1. To make recommendations to Council on the appointment, and re-appointment, of:
 - a. Independent and appointed members of Council, having given due consideration to the skills matrix of Council which it shall be responsible for maintaining.
 - b. Council appointed members of Council Committees, who are not members of Council.
 - c. Independent members, who are members of Council, to Council Committees.
 - d. Internal members, who are not members of Council, to Council Committees, having considered the balance of skills on Council and its Committees.
 - e. Independent Members to Council Committees where specific skills such as finance, risk management or Human Resources are required.
2. To maintain and keep under regular review a standing list of recommendations for appointments to Council and its Committees.

3. To review procedures for appointments from time to time and make recommendations to Council on amendments to the procedures for appointments.
4. Through its recommendations as to appointments, to ensure that Council realises its commitment to achieving equality and diversity throughout the University.
5. To make recommendation to Council as to the operation and effective discharge of the University's corporate and academic governance activities.
6. To make recommendation to Council on developments and good practice in governance having due regard to sector guidelines.
7. To make recommendation to Council in respect of any required revisions to the University's Charter and Statutes.
8. To make recommendation to Council on the establishment and disestablishment of Committees as well as the terms of reference and composition of Committees.

At the invitation of Council, to put in place mechanisms for carrying out review of the effectiveness of governance arrangements at the University.

Meetings

1. The Committee shall have such meetings per year as are required to fulfil its terms of reference.
2. The minutes, agendas and papers for each meeting shall be sent to members at least five working days in advance. Only exceptionally and with the agreement of the Chair will papers be tabled at meetings.
3. The quorum of the Committee shall be as set out in Paragraph 4 of the Standing Orders.

Reporting

1. The Committee regularly reports to Council by circulating by producing periodic reports on matters within its duties and responsibilities.
2. The Committee shall work and liaise with other Council committees as necessary.

Membership

1. Terms of office for non-ex-officio members shall be three years, renewable for three further years.
2. Members shall receive an induction to working on the Committee before attending the first meeting.

Composition	Member	Term
Chair: Appointed by Council	Professor Susan Dilly	to 2026
Vice Chancellor	Professor Frances Corner	<i>ex officio</i>
Chair of Council	Tom Sleigh	<i>ex officio</i>
The President of the Students' Union	Luca Di-Mambro Moor	<i>ex officio</i>
One of the Academic Board members on Council, or the elected academic staff member on Council, to serve for as long as the individual concerned remains a member of Council	Professor Richard Noble	to 2026
The Member of Council elected by the non-academic staff	Flora Cipullo	<i>Ex officio</i>
The Member of Council elected by the academic staff	Professor Kirsten Campbell	<i>Ex officio</i>
Four Independent Members of Council appointed by Council	Aaron Porter	to 2026
	Dr Ronke Akerele	to 2026
	Fiona McLaren	to 2025
	Vacancy	
Secretary to Council	Philip Henry	<i>Ex officio</i>
Secretary	Sarah Martyn	Head of Secretariat
Attendees (do not have authority to make committee decision and are not eligible to vote in meetings):		
Chief Finance and Infrastructure Officer	Imran Chughtai	<i>Ex officio</i>

Terms of office on Committees are for three years, renewable for three further years. If the letters "eot" appear against a person's name in a membership listing, this indicates that they will reach the maximum term as a member of the body concerned on 31 August in the year specified.

VERSION CONTROL

Full revision of ToR	September 2023	Governance Secretariat
Approval	20 September 2023	Nominations and Governance Committee
Approval	4 October 2023	Council
Updated membership	11 December 2023	Governance Secretariat
Updated membership	25 March 2024	Governance Secretariat
Updated membership	October 2024	Governance Secretariat
Updated membership	6 March 2025	Secretariat