

# **Nominations Committee Terms of Reference**

## **Introduction**

The Higher Education Code of Governance stipulates that there should be a formal, rigorous and transparent procedure for the appointment of new governors to the board. There should be a nomination committee which should lead the process for Council appointments and make recommendations to the Council. The Code states that every University should be headed by an effective board which is collectively responsible for the long-term success of the University.

In the context of the University, we use the term 'governor' to also mean the responsibilities and accountabilities as directors and trustees of the company and charity respectively.

## **Membership**

The Committee shall comprise at least three Governors, the Vice-Chancellor and the Student Governor. A majority of the members of the Committee shall be Independent Governors and shall include the Chair and the Deputy Chair of Governing Council. Independent Governors may serve for up to three years, with eligibility, following a rigorous re-appointment process for re-appointment for a further three years, however in exceptional circumstances the Articles of Association allow an absolute maximum of a total of nine years (by exception for those members with significant committee chair responsibility) membership.

The Governing Council shall appoint the Committee Chair who shall be the Deputy Chair of Governing Council. In the absence of the Chair the other members of the Committee shall select an alternative chair for that meeting from amongst their number.

## **In attendance**

The Head of Governance and others by invitation to attend for all or part of any meeting, as and when appropriate and necessary.

## **Secretary**

Secretarial support will be provided by the Governance office. The Committee will receive information and papers in a timely manner to enable full and proper consideration to be given to issues.

## **Quorum**

The quorum necessary for the transaction of business shall be two, both of whom must be Independent Governors.

## **Frequency of meetings**

The Committee shall meet at least twice a year and otherwise as required. Meetings of the Committee shall be called at the request of the Committee Chair. The Committee may also meet electronically.

## **Reporting to**

The Committee reports to the Governing Council. The Committee Chair shall report to the Council on its proceedings after each meeting on all matters within its duties and responsibilities.

## **Key purpose / overview of role of the Committee**

To oversee the recruitment of the University's Independent Governors and its Vice-Chancellor. In addition it will determine and make recommendations to Governing Council for the membership of the Governing Council's committees, monitor the effectiveness of the RAU governance structures and ensure that Council has the appropriate skills, expertise, gender balance and diversity to call upon in order to deliver these objectives.

## **Duties**

The Committee should carry out the duties below for the University and shall:

1. At least annually, review the membership of Governing Council and its committees ensuring that membership adheres to the Universities Articles of Association and committees' terms of reference approved by Council.
2. As required, oversee the recruitment of Independent Governors / Co-opted Governors including the preparation of a job specification for Council members (including the Chair) listing the duties to be performed and the time commitment required and make appointment recommendations to Governing Council.
3. Annually review Council's membership and re-appointment schedule against the mix of skills, expertise, experience and diversity to ensure that they are fully compatible with the delivery of the University's strategic objectives and wider responsibilities.
4. Prior to the appointment of a Governor, require the proposed appointee to disclose any interests that may result in a conflict of interest and be required to report any future interests that could result in a conflict of interest.

5. Oversee the recruitment of the President and Vice-Presidents and make recommendations to Council.
6. Annually review the Nominations Committee terms of reference and recommend any changes to Council.
7. Ensure an effective process for induction and training is provided to Governors including receiving information from the Chair of Governing Council on any development, training and development requests identified by the Chair when carrying out annual 1 to 1 conversations with all members.
8. Receive and consider a report from the Deputy Chair (or the independent member who conducted the review) on the annual review / conversation of the Chair's performance.
9. Produce a report to be included in the University's annual report about its activities, the process used to make Council appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the company. The report should include a statement of the Council's policy on equality, diversity and inclusion, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives in the context of the Governing Council membership.
10. Annually review the declarations of interests.

### **Authority**

The committee is authorised by the Council to obtain, at the University's expense, outside legal or other professional advice on any matters within its terms of reference.

Approved by Nominations Committee

Date 12 September 2022

Approved by Governing Council

Date 23 November 2022

