

Nominations Committee Terms of Reference 2023/24

Section 1: Purpose		
The Nominations Committee oversees Board of Governors and Committee membership matters and the University's governance framework, noting that all Board and Committee appointments (excluding elected and nominated members) and changes to governing documents require the approval of the Board on the recommendation of the Committee.		
Section 2: Roles and Responsibilities		
2.1	To establish and keep under review a fair process for the nomination and selection of new Independent Governors/Trustees and make recommendations to the Board of Governors.	
2.2	To consider the balance of membership on the Board and the needs of the University, taking into account the skills, knowledge and experience of potential members and of the Board as a whole.	
2.3	To monitor and keep under review the diversity of the Board across a range of demographics and equality indicators as a whole, with a view to securing a Board membership which is representative of the wider community.	
2.4	To keep under review the processes in operation within the University for the selection of members to other categories of Board membership, including Academic Board nominees and staff and student members.	
2.5	To review the membership of Committees of the Board and make recommendations of any changes to the Board of Governors.	
2.6	To manage the process for the consideration of the recruitment and renewal of membership terms of Independent Governors/Trustees.	
2.7	To manage the process for the appointment of the Vice-Chancellor and Chief Executive via a Senior Post Appointment Committee.	
2.8	To consider the appropriateness of the University's Instrument and Articles, and related constitutional documents (including Election Regulations) and to recommend amendments to the Board of Governors.	
2.9	To oversee the nomination process for the appointment, and standing down of, of the Chancellor and Pro- Chancellors of the University.	
Section 3: Mode of Operation		
3.1	The Committee will carry out its duties through: <ul style="list-style-type: none"> • The consideration of regular reports from the University Executive. These will be supplemented as necessary by presentations at meetings, and circulation of information in the intervening period between meetings. • Cross-Committee working, including the referral of matters brought before it to another committee or body where specialist consideration or investigation is required. Referral of business should be made under the authority of the Board of Governors. Cross-committee interactions, including off-committee working groups will be established where required to take forward matters which span the remits of more than one body. 	
Section 4: Constitution		
4.1	The Committee shall consist of the Chair of the Board and the Chairs of the Board's Committees, plus the Vice-Chancellor and Chief Executive. The Chair of the Board shall Chair the Committee.	
4.2	The quorum for the Committee is 50% of its members, plus one, thereby amounting to a simple majority. Attendees from the Board of Governors and other committees, or senior management attendees do not form part of the quorum, nor do they have the right to vote. The Committee meets at least two times per year either on campus or online at the discretion and judgement of the Chair with this set in advance of the first meeting of the year. Where a Committee member or regular attendee is genuinely unable to attend an on campus meeting in person but could join it online, arrangements will be made for them to do so. Also at the discretion and judgement of the Chair it may transact decisions, where considered acceptable by the Chair, by written resolution by a simple majority of members where it is not possible or expedient to meet either physically or virtually.	
Section 5: Membership		
Dr Roberta Blackman-Woods (Chair)	Independent Governor	2 nd term ends: 31/07/26
Peter Judge	Independent Governor	2 nd term ends: 31/12/25
James Bromiley	Independent Governor	3 rd term ends: 18/12/23
Helen Fairfoul	Independent Governor	2 nd term ends: 28/02/26
Dr Stuart Fancey	Independent Governor	2 nd term ends: 31/12/25

Professor Andy Long	Vice Chancellor and Chief Executive	N/a (ex-officio)
Secretary:		
Georgina Bailes	Secretary	
Richard Elliott	Assistant Secretary	
Individuals with a standing invitation to attend each meeting:		
Jane Embley	Director of Human Resources and Organisational Development	
Other management role-holders may be invited as required for specific items.		