

## Nominations Committee Terms of Reference 2021/22

<b>Section 1: Purpose</b>		
The Nominations Committee oversees Board of Governors and Committee membership matters, noting that the approval of all Board and Committee appointments (excluding elected, nominated and co-opted members) requires the approval of the Board on the recommendation of the Committee.		
<b>Section 2: Roles and Responsibilities</b>		
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 consider the appropriateness of the University's Instrument and Articles, and related constitutional documents (including Election Regulations) with regards to Board and Committee membership and to recommend amendments to the Board of Governors.	
2.8	To oversee the nomination process for the appointment, and standing down of, of the Chancellor and Pro-Chancellors of the University.	
<b>Section 3: Mode of Operation</b>		
3.1 The Committee will carry out its duties through: <ul style="list-style-type: none"> <li>The consideration of regular reports from the University Executive, including University-wide, faculty and service monitoring reports and commentaries. These will be supplemented by presentations and delivery of reports at meetings, and circulation of information in the intervening period between meetings.</li> <li>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.</li> </ul>		
<b>Section 4: Constitution</b>		
4.1	The Committee shall consist of Independent Governors, plus the Vice-Chancellor and Chief Executive, The Chair of the Board shall Chair the Committee.	
4.2	Membership of the Committee is reviewed annually by Nominations Committee. Membership of the Committee would be up to three years, co-terminus with a Governor/Trustee's term of office, and may be subject to renewal for a further term.	
4.3	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 and 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 physically meet.	
4.4	Committee members' participation in meetings via teleconferencing and video-conferencing facilities will be deemed the equivalent to them being physically in attendance and count towards the quorum for the meeting, although physical attendance is strongly encouraged.	
<b>Section 5: Membership</b>		
Dr Roberta Blackman-Woods (Chair)	Independent Governor	1 <sup>st</sup> term ends: 31/07/23
Peter Judge	Independent Governor	1 <sup>st</sup> term ends: 31/12/22
James Bromiley	Independent Governor	3 <sup>rd</sup> term ends: 18/12/23
Helen Fairfoul	Independent Governor	1 <sup>st</sup> term ends: 17/01/22
Craig Apsey	Independent Governor	3 <sup>rd</sup> term ends: 31/08/22
Professor Andrew Wathey	Vice Chancellor and Chief Executive	N/a (ex-officio)
<b>Secretary:</b>		
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.		