

GOVERNANCE AND NOMINATIONS COMMITTEE**Terms of Reference and Composition 2022/23**Terms of ReferenceGovernance

1. To review annually the terms of reference of Committees of Council and recommend any changes to Council for approval.
2. To review the effectiveness of Council, Senate and Committees and to report to Council on the same.
3. To oversee external reviews of effectiveness of Council and associated actions.
4. To receive reports on compliance with the CUC Higher Education Code of Governance and the OfS Ongoing Conditions of Registration.
5. To consider and make recommendations to Council for changes to governing documents including the Charter, Statutes, Ordinances and Regulations, Statement of Primary Responsibilities.
6. To oversee the University's statutory obligations in respect of the activities of the Students' Union, including review and approval of the Constitution; review and approval of the Code of Practice; and the conduct of elections (with review and approval of financial matters covered by the relevant Finance Committee).
7. To recommend any changes to the University Scheme of Delegation to Council.

Nominations

8. To recommend to the Council nominations for appointment to the positions of Pro Chancellor, Chair of Council, and Treasurer or such other offices that the Council may create under its Charter and Statutes.
9. To oversee and approve the appointment of lay and co-opted members of Council and its Committees, having regard to the balance of membership and the needs of the University and having due regard to the equality and diversity characteristics of the Council and Committees.
10. To oversee all matters relating to the process for the appointment of members of Council (including the appointment of, and conduct of elections for members of Council, and Senate) and their induction and development.
11. To consider the re-appointment of lay members and other members of Council at the end of each three-year term of office.
12. To approve University nominated directors to subsidiary and associated companies.
13. To recommend to Council and Senate the arrangements for the appointment of the University Chancellor.

14. To recommend to Council the arrangements for the appointment of the Vice-Chancellor.
15. To recommend to Council the arrangements for the appointment of the University Secretary under the University Statutes.
16. To oversee the arrangements for the appointment of a Senior Independent Governor.

17. In considering nominations to Council, to have due regard to:
 - the powers of Council.
 - the categories of lay membership.
 - the desirable balance of expertise.
 - constituencies which the University serves.
 - the equality and diversity characteristics of the Council.
 - balances of continuity and change in membership.
 - the availability of the nominee to provide a meaningful commitment to the University.
 - succession planning, with particular reference to the positions of Chair of Council and Treasurer.

Composition

Members

No fewer than four lay Council members (one of whom will be Chair)

Vice-Chancellor

Student member of Council

Staff member of Council

In attendance

University Secretary

Director of People and Campus Services

Committee Secretary (Governance Team)

Frequency of meetings

The Committee should meet no less than twice per academic year

Quorum

A quorum comprises no fewer than 50% of the members of the Committee, with a majority of lay Council members, including the Chair or the Chair's nominee.

Membership

Name	Position	End of Office
Eileen Milner	Chair, Chair, Pro-Chancellor and Chair of Council	2025
Carl Chambers	Lay member of Council	2023
Sally Neocosmos	Lay member of Council	2023
John Hinchcliffe	Lay member of Council	2024
Professor Shirley Congdon	Vice-Chancellor	N/A
Ahmed Malik	Student member of Council	2023
Professor Amir Sharif	Staff member of Council	2024
In attendance		
Riley Power	University Secretary	N/A
Joanne Marshall	Director of People and Organisational Development	N/A
Rachel Trawally	Committee Secretary	N/A

Meeting Dates

Date	Venue	Time
GOV1 – 11 November 2022	Room tbc	1200-1400
GOV2 – 7 July 2023	Virtual meeting via MS Teams	1300-1500

Serviced by

Name	Contact Details
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