

Terms of Reference for the Governing Authority and Subsidiary Board Nominations Committee

Context

The Nominations Committee is established in accordance with Section 4.1.1 of The Regulation on the Appointments and Elections to Governing Body:

“The process of selection of members shall be specified in a Regulation of Governing Body and the Governing Body may establish such committee(s) as it thinks necessary to assist it in the performance of this function and may assign to such committee(s) such of its functions as it thinks fit in this respect.”

The same Committee will make recommendations on the appointment of individuals to the boards of Subsidiaries.

Purpose

The Nominations Committee will ensure the appointment of members to Governing Authority and directors to boards of subsidiary companies is an open, transparent and accountable process. It will seek to ensure that vacancies are filled by individuals with the appropriate skills and competencies required.

Membership

The committee will consist of the following eight members:

- Chair of Governing Authority (Chair);
- University President;
- One internal member of Governing Authority;
- Four external members of Governing Authority;
- Students’ Union President.

Diversity of gender, age profile, ethnicity and experience should be considered in the composition. Membership of the Committee should not be comprised of more than 60% of any one gender where possible.

Meetings

The quorum necessary for the transaction of business shall be five, one of whom must be the chair of the Nominations Committee and one of whom must be an external member of Governing Authority.

The committee will meet as required. Meetings of the committee will be called by the Chair.

Responsibilities

The Governing Authority Nominations Committee will make recommendations to Governing Authority on individuals to fill vacancies on Governing Authority and Subsidiary Boards.

As part of its remit, the Committee shall:

- analyse the completed relevant skills, experience and diversity 'matrix';
- review and amend the written description of the role and skills required for the vacancy;
- taking into account the range of skills of existing members, prepare an ideal candidate profile to include:
 - necessary skills, knowledge and expertise;
 - breadth of experience and required sectoral / stakeholder expertise;
 - other desirable qualifications;
 - diversity and other matters for considerations (e.g. geographical balance, international membership);
 - personal attributes.
- seek expressions of interest for the vacancy;
- review the expressions of interest received and recommend to Governing Authority the most suitable candidate;
- send a letter of appointment to the successful candidate setting out the requirements to be met for the duration of their term;
- review a candidate's other commitments and ensure that on appointment, a candidate has sufficient time to undertake the role;
- ensure that the Corporate Secretary has formally written to any new member or director proposing an induction plan, produced in conjunction with the Chair.

Reporting Responsibilities

The Chair of the Nominations Committee shall report to the Governing Authority.

Conflicts of Interest

Committee members shall take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Committee meetings.

Where a conflict of interest arises, a Committee member shall bring this to the attention of the Chair (where possible, prior to the meeting) and where necessary absent themselves from the meeting for the duration of the discussion and shall not take part in any decisions in relation to the matter in question. Relevant meeting documentation on a given agenda item shall not be made available to a Committee member who has already disclosed a conflict of interest in respect of that agenda item. Where a conflict of interest is identified subsequent to the circulation of meeting documentation, the member of the Committee for whom the conflict of interest arises in respect of an agenda item shall not refer further to the meeting documentation for such agenda item. Conflicts of interest shall be noted in the minutes of the Committee meeting.

Version	Changes	Date	Approved by
1		18/04/2024	Governing Authority