

Governance and Nominations Committee

Constitution and Terms of Reference 2023-24

The Board of Governors and its committees will conduct their business in a way that is consistent with, and reflects and promotes, the University's Equality, Diversity and Human Rights Policy.

1. Purpose

To advise the Board of Governors on the operation and effectiveness of governance arrangements and to oversee the appointment of Governors and members of Board of Governors' committees.

2. Constitution and membership

		Expiration of office (years served on expiration)
Chair of the Board of Governors	Julia Unwin DBE	31/07/2026 (6)
Deputy Chair of the Board of Governors,	Neil Braithwaite	31/07/2024 (3)
Vice Chancellor	Professor Karen Bryan OBE	Ex officio
Chair of Audit Committee	Jennifer Adams	31/07/2024 (3)
Chair of Foundation Committee	Rt Revd Richard Frith	31/07/2024 (3)
Chair of People Committee	Alison Davies	31/07/2025 (3)
Staff member appointed by Academic Board	Penni Robson	31/07/2026 (6)
Student Governor	Matt Blackstock	Ex officio
<i>In attendance:</i>		
University Secretary and Registrar (Executive Officer)	Kathryn Kendon	
Head of Governance and Compliance	Mia Bryden	
Minuting Secretary	Christopher Howell	

3. Terms of Reference

3.1 To consider and advise the Board of Governors on:

- Changes to the University's Articles of Association.
- Changes to the structure and operation of the Board of Governors' committees.
- Outcomes of effectiveness reviews relating to governance, including academic governance.
- Approval of nominees for co-option as Governors.
- Statutory obligations in respect of the Students' Union. Specifically, the review and approval of the Constitution (Memorandum and Articles of Association) and Code of Practice, and consideration of the Memorandum of

Understanding between the University and the Students' Union and a report on the conduct of elections.

- The appointment of nominated officers for University subsidiaries.
- The process for the management of conflicts of interest.

3.2 **To be responsible, on behalf of the Board of Governors, for:**

- Monitoring governance developments in the higher education sector and ensuring that governance arrangements meet the expectations of the HE Code of Governance, Statement of Primary Responsibilities and requirements relating to the status of the University as a higher education institution, company limited by guarantee and exempt charity.
- Approving the process for the periodic review of the Board of Governors effectiveness, in line with regulatory expectations.
- Monitoring processes for the induction and ongoing development of members of Board of Governors and its committees.
- The process for the identification and selection of candidates for membership of the Board of Governors and its committees.
- Recommend, for approval by the Board of Governors, appointments to the Board of Governors' committees, including Chairs of those committees.
- Developing appropriate relationships with organisations that nominate Governors, seeking to achieve a balance of skills and diversity on the Board of Governors.
- Annually approving minor updates to the constitution and terms of reference for sub-Committees of the Board of Governors. Any significant changes to a sub-Committee's remit will be approved by the Board of Governors on the recommendation of Governance & Nominations Committee.
- Approving formal University Membership of other organisations within parameters approved by Board of Governors.

3.3 **To refer to**

Other committees (e.g. committees of the Board of Governors, Academic Board, Executive Board), any relevant matters for consideration.

3.4 **Delegated of responsibilities**

The Committee may delegate responsibility for the selection of candidates for membership of the Board of Governors and its committees to a selection committee constituted for this purpose.

4 **Procedural rules**

4.1 **Quorum**

Five (5) members, at least three (3) of whom must be independent Governors.

4.2 **Meetings**

The Committee shall meet twice a year, unless called additionally by the Committee Chair.

4.3 **Agenda**

The agenda shall be the responsibility of the Committee Chair, and the Committee shall be serviced by the Secretary or nominee, who shall normally provide the agenda and supporting papers seven (7) days prior to the meeting.

5 **Reporting**

The unreserved minutes (or a report) of meetings of the Committee will be circulated to all members of the Board of Governors.