



Terms of Reference:	
Committee Name:	Governance and Nominations Committee
Reporting:	Reports to Council
Sub-Committees	N/A
Endorsed:	
Governance and Nominations Committee	28 November 2024
Approved:	
Council	10 December 2024

Purpose
<ul style="list-style-type: none">• Within the scope of authority delegated by Council, the purpose of the Governance and Nominations Committee is to make recommendations to Council for:<ul style="list-style-type: none">○ the nomination of the Chancellor○ the nomination of the Pro-Chancellors under Class I of Council membership○ the nomination of the Chair of Council○ nominations for the places under Class II of Council membership○ nominations to Council sub-committees, ad hoc groups and joint committees with Senate○ the establishment and disbanding of Council sub-committees○ nominations to Trusts associated with the University• To ensure that, in making such recommendations, the existing procedures in place in relation to Independent Council Member appointments (Class I and Class II) are sufficiently robust and that appropriate and thorough due diligence is undertaken before recommending appointment, ensuring that members recommended to Council for appointment are 'fit and proper persons'
Responsibilities
<ul style="list-style-type: none">• To review criteria for appointments from time to time, having regard to Council policy;• To promote equality, diversity and inclusion through both the University members appointed to Council and the selection of independent member nominations to Council;• To maintain a useful and up-to-date skills matrix for Council membership, to help ensure an appropriate mix of skills, knowledge and experience on Council;• To review the training and development needs of the governing body, including the induction provided to new members of Council;• To update role descriptions for Council members and chairs of sub-committees• To oversee the reporting and reviewing of conflicts of interest of members of Council

- To ensure robust succession planning for Council and Committees;
- To review the operation and effectiveness of the University's corporate governance arrangements;
- To review, on an annual basis, the Charter, Statutes and Ordinances and provide assurance to Council on compliance;
- To oversee the process for the periodic review of Council's own effectiveness and the implementation of approved recommendations;
- To oversee the process for the annual review of the effectiveness of Council sub-committees;
- To provide assurance to Council regarding compliance with the legal and regulatory requirements, including: CUC Higher Education Code of Governance, OfS Condition E (Good Governance) and Education Act 1994;
- To review the Terms of Reference of Council sub-committees on an annual basis and determine and recommend for Council's approval any changes.

Membership

Chair

Quentin Woodley (Pro-Chancellor and Chair of Council)

Members

Sir Richard Atkins (Pro-Chancellor and Deputy Chair of Council)

Sally Cabrini (Pro-Chancellor and Senior Independent Governor)

Salam Katbi (Independent Member of Council)

Professor Lisa Roberts (President and Vice-Chancellor)

Professor Dan Charman (Senior Vice-President and Provost)

Standing attendees

Mike Shore-Nye (Senior Vice-President and Registrar & Secretary)

Imelda Rogers (Executive Divisional Director of Human Resources)

Secretary

Dr Jeremy Diaper (Assistant Director, Governance)

Additional attendees may be invited to attend for specific agenda items by exception at the request of UEB leads and in prior consultation and agreement with the Chair.

Sub-Committees

- Subject to endorsement by Governance and Nominations Committee and approval by Council, the Governance and Nominations Committee may establish a sub-committee for such purpose as considered appropriate. The remit granted to such sub-committee shall be specifically provided for in its Terms of Reference and approved by Council.

Meetings

- The Governance and Nominations Committee will typically meet 3 times a year.
- Additional meetings may be held in order to meet business requirements at the request of the Chair.

Reporting

- An report on the work and effectiveness of the Committee will be provided to Council annually for information.
- All Council papers and reports related to Governance and Nominations progressing to Council will be endorsed or otherwise commented on by the Sub-Committee prior to their consideration by Council.
- Papers progressing to Council within Part II, will not typically be reviewed by the Governance and Nominations Sub-Committee.

Delegated Authority

- The Governance and Nominations Committee provides an assurance, oversight and advisory function and has no decision-making authority. The Group endorses items for decision making to Council.

Effectiveness

- The effectiveness of the Governance and Nominations Committee will be reviewed annually against its Terms of Reference and any changes will be submitted to Council for approval.