

## Governance & Nominations Committee Terms of Reference

*Serviced by: Governance Officer*

*Reports to: Board of Governors*

### **1. Constitution**

1.1 The Board of Governors has established a Committee known as the Governance & Nominations Committee.

### **2. Membership and Quorum**

2.1 An Elected Governor may be a member of the Committee, or may attend meetings (without being a member) at the invitation of the Committee Chair (under Article 27.4 of the Articles of Association).

2.2 Members are nominated by the Governance & Nominations Committee, approved by the Board of Governors and comprise:

- No fewer than three members or co-opted members (inclusive of the Chair of the Committee) provided that the majority of members are Governors.

Members should include:

- Chair of the Board of Governors (Chair)
- Deputy Chair of the Board of Governors (Deputy)
- Vice-Chancellor

In attendance

- University Secretary
- Governance Officer
- Other senior staff, by invitation of the Chair

2.3 A quorum exists when no fewer than three members are present. The majority must be Governors.

### **3. Frequency of meetings**

3.1 The Governance and Nominations Committee shall meet three times per year. Much of the work of the Committee will be undertaken via email discussion and conference calls. Ad-hoc meetings shall be arranged to meet and interview prospective candidates.

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**4. Authority**

4.1 The Board of Governors has delegated authority to the Governance and Nominations Committee to seek out and recommend all new Governors and co-opted members for the Board of Governors and its committees.

4.2 In addition, the Governance and Nominations Committee will:

- a. identify vacancies for directly appointed Governors through succession planning;
- b. identify possible appropriate individuals to fill any such vacancies and in relation to 16.1.3 (b) and (c) of the Articles of Association, act as a consultative body when the Bishop of Exeter is identifying and assessing the suitability of potential nominees;
- c. determine how to publicise vacancies for Governors and holders of senior posts, where appropriate;
- d. having assessed a candidate's skills and experience, and having regard to the need to ensure a balanced and diverse Governing Body, make recommendations to the Governing Body for the relevant appointments;
- e. ensure all Governors are committed to the values and ethos of the University;
- f. pay regard to the balance of membership and the needs of the Board, when making its recommendations to the Board of Governors;
- g. approve and recommend to the Board the renewal of appointments of existing Governors.

4.3 The Governance and Nominations Committee is also responsible to the Board for the following function:

- a. To consider and make recommendations to the Board on any matter(s) of Governance that may be remitted to it or which are brought to its attention from other sources. In this area the Committee should consider appropriate examples of good practice both in the public and private sectors;
- b. To adopt an approach of continuous improvement to governance, in order to enhance the effectiveness of the Board;
- c. To advise the Board on developments and good practice in governance and the conduct of Board business, taking cognisance of national guidelines.

**5. Duties**

5.1 Monitor the membership profile of the Board of Governors by evaluating the balance of skills, knowledge and experience on the Board of Governors and its committees and identifying any areas of weakness by undertaking periodic audits of skills and expertise.

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- 5.2 To be responsible for the timely management of succession planning in respect of the Chancellor, the Chair and the Deputy Chair(s) of the Board of Governors.
  - 5.3 To receive reports from the Governance Officer on the status of membership, equal opportunities data and terms of office.
  - 5.4 Consider and recommend for approval by the Board of Governors the Chair and Deputy Chair of the Finance & Resources Committee and Audit Committee as vacancies arise.
  - 5.5 Consider and recommend for approval by the Board of Governors members of Committees as vacancies arise.
  - 5.6 Nominate for the approval of the Board of Governors, candidates who have been proposed to fill co-opted vacancies on any of the Board's committees.
  - 5.7 Ensure all new Governors receive an appropriate induction following appointment.
  - 5.8 To evaluate, at least annually, the effectiveness of the Board of Governors.
  - 5.9 To undertake work related to governance from time to time which the Board of Governors delegates.
  - 5.10 To receive reports from the Senate regarding Academic Governance. To examine the outcomes of academic governance effectiveness reviews and requesting that they be regularly conducted (nominally every four years).
  - 5.11 To actively encourage student engagement in academic governance through the receiving of regular reports from students' union or association officers and/or institution/student representation committees.
  - 5.12 To contribute to the Annual Corporate Governance Statement describing the work of the key committees.
- 6. Reporting Procedures**
- 6.1 The minutes of meetings of the Committee will be circulated to the Board of Governors.