

## **ORDINANCE 2**

### **APPOINTMENTS TO THE BOARD OF TRUSTEES**

1. The Statutes provide that:

Statute 9 (extract)

- 9.3.1 Members of the Board of Trustees, apart from the Vice-Chancellor, may hold office for a period of up to four years and may not normally be re-appointed for more than one further consecutive term of up to four years.
- 9.3.2 A member of the Board of Trustees who has served two consecutive four-year terms may be eligible for a further term of up to four years after an interval of at least one year.
- 9.3.3 A member of the Board of Trustees who is appointed to serve as Chair of the Board shall automatically begin a new term of membership linked to the term of that office.

### **INDEPENDENT MEMBERS**

2. In accordance with the Statutes, the Board of Trustees may appoint nine independent members (meaning members who are neither employed by nor students of either the University or a College, and who are considered by the Board to be independent and impartial).
3. The process for appointment of independent members of the Board of Trustees shall be managed by the Nominations Committee (constitution and terms of reference below).

### **HEADS OF COLLEGES**

4. The Collegiate Council will choose four Heads of College to be members of the Board of Trustees.
5. It is a matter for the Collegiate Council to determine the four members but it is expected that the Collegiate Council will seek to achieve a balance of Heads of small and larger Colleges and of Bloomsbury and non-Bloomsbury Colleges, to provide the broadest range of experience and expertise.

### **PROCEDURES FOR REMOVAL OF MEMBERS**

6. An independent member of the Board of Trustees may be removed for good cause by the Board of Trustees.
7. A Head of College on the Board of Trustees may be removed for good cause by the Board of Trustees following consultation with the Collegiate Council.
8. No member may be removed unless that member has been given a reasonable opportunity of being heard by the Board of Trustees.
9. Good cause in this Ordinance means one or more of the following:
  - 9.1 conviction for an offence which may be deemed by the Board of Trustees to be such as to render the person convicted unfit for the execution of the duties of the office; or
  - 9.2 conduct incompatible with the duties of the office; or

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- 9.3 conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office whether such failure results from physical or mental incapacity or otherwise.

### **NOMINATIONS COMMITTEE**

#### ***Terms of Reference***

*The Nominations Committee shall undertake all aspects of its work in accordance with the Equal Opportunities Policy and the Gender Equality Scheme of the University.*

1. To make recommendations to the Board of Trustees on the appointment and re-appointment of independent members of the Board of Trustees.
2. To manage, on behalf of the Board of Trustees, the appointment process for independent members of the Board of Trustees, by such means as the Committee deems appropriate, including public advertisement.
3. To make recommendations to the Board of Trustees on succession planning.
4. To make recommendations to the Board of Trustees on the appropriate balance of experience and expertise on the Board of Trustees to enable it effectively to discharge its functions.
5. To draw up and keep under review a skills matrix for the Board of Trustees.
6. To make recommendations to the Board of Trustees on the skills and experience required for the members of the Board of Trustees and to draw up and recommend appropriate person specifications.
7. In preparation for succession to the Chair and Deputy Chair of the Board of Trustees, to review and make recommendations on the relevant person specifications for both offices.
8. To consider any other matters referred to the Committee by the Board of Trustees.

#### ***Constitution***

The Nominations Committee which shall be appointed by the Board of Trustees shall comprise:

The Chair of the Board of Trustees (Chair)

The Deputy Chair of the Board of Trustees (Deputy Chair)

The Vice-Chancellor

One Head of College

One independent member of the Board of Trustees

#### ***Mode of Operation***

The quorum for the Committee will be three. Independent members must form a majority of those present.

The Secretary to the Board of Trustees shall be Secretary to the Nominations Committee.

1 August 2008