

# Nominations and Governance Committee

## Terms of Reference

### Board composition, succession planning and recruitment

1. To agree, complete and keep under review a knowledge, skills and experience matrix for the Board of Trustees and to make recommendations to the Board of Trustees on board composition and diversity to support the effective discharge its functions.
2. To monitor board and sub-committee diversity, terms of service and the attendance and engagement of Board members and members of sub-committees.
3. To agree and recommend appropriate person specifications and selection criteria for appointing the Chair, Deputy Chair, independent members and the student member of the Board of Trustees and to oversee the search and selection processes.
4. To review and make recommendations to the Board of Trustees on the appointment and re-appointment of Chairs and members of Committees of the Board of Trustees.
5. To provide appropriate assurance to the Board of Trustees that individuals recommended for membership on the Board of Trustees and its committees are fit and proper persons.
6. To oversee arrangements for the induction and development of members of the Board of Trustees.

### Governance effectiveness

7. To agree and recommend to the Board of Trustees the University's policy and approach to governance effectiveness, including making recommendations on good governance practice and (as necessary) enhancements to the University's corporate and academic governance activities.
8. To recommend to the Board of Trustees plans for reviewing any aspects of governance effectiveness including overseeing arrangements for periodic governance reviews and to make recommendations to the Board of Trustees based on the outcomes of those reviews.
9. To make recommendations on the establishment and disestablishment of committees of the Board of Trustees and their composition.
10. To monitor the University's Management of Conflicts of Interest Policy.
11. To consider any other matters referred to the Committee by the Board of Trustees.

## Constitution

The Nominations and Governance Committee, which shall be appointed by the Board of

Trustees, shall comprise:

Ex-Officio:

The Chair of the Board of Trustees (Chair of Nominations and Governance Committee)

The Deputy Chair of the Board of Trustees (Deputy Chair of Nominations Governance Committee)

The Vice-Chancellor

Appointed

One Head of a Federation Member

One independent member of the Board of Trustees

## **Mode of Operation**

### Quorum

The quorum for the Committee will be three.

### Secretary

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

### Clerk

The Secretary to the Nominations and Governance and Committee will appoint a Clerk to the Committee.

### Frequency

The Nominations and Governance Committee will normally meet three times per academic year.

### Conflicts of interest

Members of the Committee shall normally absent themselves from discussions concerning succession planning for their role.