

## 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 and Deputy 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.
2. The Office for Students (OfS) requires that all members of the Board of Trustees must be 'fit and proper Persons' as defined by OfS<sup>1</sup>. In addition, Her Majesty's Revenue and Customs (HMRC) may remove charity tax reliefs from the University if the members of the Board of Trustees are not fit and proper persons.

### INDEPENDENT MEMBERS

3. In accordance with the Statutes, the Board of Trustees may appoint eleven independent members (meaning members who are neither employed by, nor students of, either the University or a Member Institution, and who are considered by the Board to be independent and impartial).
4. 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 MEMBER INSTITUTIONS

5. The Collegiate Council will choose four Heads of Member Institutions to be members of the Board of Trustees.
6. 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 Institutions and of Bloomsbury and non-Bloomsbury Institutions, to provide the broadest range of experience and expertise.

### PROCEDURES FOR REMOVAL OF MEMBERS

7. Independent Trustees may be removed from the office by the Board of Trustees if there is found to be good cause such as set out in paragraph 10.
8. A Head of a Member Institution on the Board of Trustees may be removed from the office of member of the Board of Trustees by the Board of Trustees following consultation with the Collegiate Council if there is found to be good cause such as set out in paragraph 10.
9. No member may be removed unless that member has been given a reasonable

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<sup>1</sup> <https://www.officeforstudents.org.uk/advice-and-guidance/regulation/public-interest-governance-principles/>

opportunity of being heard by the Board of Trustees.

10. Good cause in this Ordinance means one or more of the following:

- 10.1 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
- 10.2 conduct incompatible with the duties of the office; or
- 10.3 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; or
- 10.4 person being determined by the Board of Trustees to not be a fit and proper person

## **NOMINATIONS COMMITTEE**

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

*The Nominations Committee shall undertake all aspects of its work in accordance with the Equality Act 2010, the University's Diversity and Inclusion Strategy and Ordinance 21 (Equality, Diversity and Inclusion).*

In relation to the Board of Trustees:

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 and determination that members are fit and proper persons. At the time of making a recommendation to the Board of Trustees on the appointment of a member, the Committee will provide the necessary assurances that the proposed member is a fit and proper person.
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 the Deputy Chair of the Board of Trustees, to review and make recommendations on the relevant person specifications for both offices.

In relation to other Committees constituted under the Ordinances:

8. To review and make recommendations to the Board of Trustees on the appointment and re-appointment of members of the Board of Trustees to the committees constituted

under Ordinance 6 and Ordinance 11.

9. To review and make recommendations to the Board of Trustees on the membership of all committees of the Board of Trustees where the Board is responsible for the appointment.
10. To make recommendations to the Board of Trustees for the appointment of Chairs of all committees of the Board of Trustees.
11. 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 of Nominations Committee)

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

The Vice-Chancellor

One Head of a Member Institution

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.

29 January 2020