

TERMS OF REFERENCE

1. DUTIES AND POWERS

- 1.1. To seek nominations for the filling of vacancies in the categories of:
 - 1.1.1. independent and external co-opted members of the Board of Governors;
and
 - 1.1.2. co-opted members of the supporting committees.
- 1.2. In seeking such nominations:
 - 1.2.1. to ensure that the information-gathering processes and the supporting publicity reflect as wide a constituency as is consistent with the balance of membership of the Board and the needs of the University; and
 - 1.2.2. to ensure that such vacancies are publicised within and outside the University as appropriate.
- 1.3. To consider nominations received for membership of the governing body and to make appropriate recommendations thereon to the Board of Governors.
- 1.4. To consider nominees for, and make appointments to, co-opted membership of the supporting committees, and reporting thereon to the Board of Governors.
- 1.5. On behalf of the Board of Governors, to monitor Board and Committee membership matters and make recommendations thereon as necessary, and take any other related action as directed by the Board.

2. REPORTING PROCEDURES

- 2.1. The minutes (or a report) of the meetings of the committee will be provided to all members of the governing body.

3. CLERKING ARRANGEMENTS

- 3.1. The clerk to the Membership and Nominations Committee shall be the clerk to the governing body (or other appropriate independent individual).

4. MEMBERSHIP

- 4.1. The core membership of the Committee shall comprise:
 - the Chair of the governing body
 - the Deputy Chair of the governing body
 - the Chair of the Audit and Risk Management Committee
 - the Chair of the Strategy, Policy, Finance and Resources Committee
 - the Chair of the Remuneration and Employment Policy Committee
 - the Vice-Chancellor.
- 4.2. Other members of the Board of Governors may also be appointed to the Committee where considered necessary to maintain adequate numbers (for example where the Board Chair or Deputy Chair are also Chairs of supporting committees).

4.3. If considered by the Board of Governors to be necessary or desirable, additional non-governor members with particular expertise may also be co-opted.

4.4. The Chair and Deputy Chair of the Committee shall be independent governors unless approved otherwise by the Board of Governors.

5. QUORUM

5.1. The quorum for meetings of the Committee shall be either three, or one-third (whichever is the greater) of the currently serving members, rounded up to the nearest whole number where the calculation of one-third does not produce a whole number. At least one member of the quorum must be an independent governor.

6. ATTENDANCE AT MEETINGS

6.1. Senior officers within the University may be requested to attend where business relevant to them is to be discussed.

7. FREQUENCY OF MEETINGS

7.1. Meetings shall be held at least once each year, and more frequently as required to manage the business of the Committee.

8. AUTHORITY

8.1. The committee is authorised by the governing body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the committee.

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