

## **MEMBERSHIP AND NOMINATIONS COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. OVERVIEW**

- 1.1. The Committee is responsible to the Board of Governors to seek and consider nominees for membership of the Board of Governors. The Committee is also responsible for making appointments to co-opted membership of the supporting committees and, on behalf of the Board of Governors, to monitor Board and Committee membership matters and attendance levels and make recommendations thereon to the Board.

#### **2. DUTIES AND POWERS**

- 2.1. To seek nominations for the filling of vacancies in the categories of:
  - 2.1.1. independent and external co-opted members of the Board of Governors; and
  - 2.1.2. co-opted members of the supporting committees.
- 2.2. In seeking such nominations:
  - 2.2.1. 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
  - 2.2.2. to ensure that such vacancies are publicised within and outside the University as appropriate.
- 2.3. To consider nominations received for membership of the Board of Governors and to make appropriate recommendations thereon to the Board of Governors.
- 2.4. To consider nominees for, and make appointments to, co-opted membership of the supporting committees, and reporting thereon to the Board of Governors.
- 2.5. 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.

#### **3. REPORTING PROCEDURES**

- 3.1. A report from the meetings of the committee will be provided to all members of the Board of Governors.

#### **4. CLERKING ARRANGEMENTS**

- 4.1. The clerk to the Membership and Nominations Committee shall be the clerk to the Board of Governors (or other appropriate independent individual).

#### **5. MEMBERSHIP**

- 5.1. The core membership of the Committee shall comprise:
  - the Pro-Chancellor and Chair of the Board of Governors;
  - the Deputy Pro-Chancellor and Deputy Chair of the Board of Governors;



- the Senior Independent Governor; and
  - the Vice-Chancellor.
- 5.2. Other members of the Board of Governors may also be appointed to the Committee where considered appropriate.
- 5.3. If considered by the Board of Governors to be necessary or desirable, additional non-governor members with particular expertise may also be co-opted.
- 5.4. The Chair and Deputy Chair of the Committee shall be independent governors unless approved otherwise by the Board of Governors.

## **6. QUORUM**

- 6.1. 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. The quorum should include at minimum the Chair or Deputy Chair and one other independent governor.

## **7. ATTENDANCE AT MEETINGS**

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

## **8. FREQUENCY OF MEETINGS**

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

## **9. AUTHORITY**

- 9.1. The Committee is authorised by the Board of Governors 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.

2 July 2024