

# **Nominations, Staffing and Governance Committee**

## **1. Constitution**

- 1.1 The Governing Body has established a Committee of the Governing Body known as the Nominations, Staffing and Governance (NSG) Committee.

## **2. Scope**

- 2.1 It is the role of the NSG Committee to:

- Oversee succession planning for the Governing Body and its committees;
- Oversee Governing Body and committee membership issues, including recruitment, membership, performance review and terms of office;
- Make recommendations to the Governing Body for appointments to the Governing Body;
- Appoint members of Governing Body committees;
- Provide governance oversight for strategic staffing matters;
- Keep under review the effectiveness of the Governing Body and its committees and ensure the University's compliance with relevant governance codes and requirements.

## **3. Membership**

- 3.1 All members of the NSG Committee and its Chair shall be appointed by the Governing Body. There shall be no fewer than five members and not more than eight members, comprising:

- An Independent Governor who is not the Chair of the Governing Body (to act as Chair);
- The Chair of the Governing Body;
- The Vice-Chancellor;
- Between two and four other Governors, at least one of whom should be a Staff Governor;
- Optionally, an independent co-opted member who is not a Governor with experience relevant to the Committee's remit may be appointed from outside the University.

A quorum shall be at least three members.

- 3.2 Members of the Committee shall normally be appointed to the Committee for a term of three years and are eligible for re-appointment. Membership shall cease on expiry of the member's term of office on the Governing Body.

## **4. Attendance at meetings**

- 4.1 The Director of Human Resources and the University Secretary shall normally attend meetings but are not members of the Committee. Other staff may be

invited to attend for specific items where their attendance can inform and support the Committee.

## **5. Frequency and format of meetings**

- 5.1 Meetings shall normally be held at least three times each financial year. Additional meetings may be called by the Chair of the Committee as required.
- 5.2 The Committee may meet in person, by virtual means or through a combination of in person and virtual attendance at the discretion of the Chair. The Committee may also decide matters by email circulation. In between meetings of the Committee, the Chair of the Committee is empowered to decide matters falling within the Committee's remit by chair's action; matters decided by chair's action shall be reported to the next meeting of the Committee.

## **6. Delegated authority**

Under the Governing Body Delegation Framework, the Committee is authorised by the Governing Body to approve:

- 6.1 The recruitment process for appointing Governors and co-opted committee members;
- 6.2 The appointment of members (including co-opted members) to Governing Body committees;
- 6.3 The process for the performance review of Governors and co-opted members of Governing Body committees;
- 6.4 Internal and external reviews of governance effectiveness and oversee reviews.

## **7. Other duties**

The other duties of the Committee shall be to:

### **7.1 Nominations**

#### ***Governor selection and appointment:***

- 7.1.1 Review the criteria for appointments from time to time, having regard to Governing Body policy, and formulate the recruitment process for Governors;
- 7.1.2 Review and make recommendations to the Governing Body regarding the role descriptions of Governors, the Vice-Chancellor, the Chair and Vice-chair of the Governing Body, the Senior Independent Governor and co-opted members of Governing Body committees;
- 7.1.3 Consider candidates and make recommendations to the Governing Body for the appointment of new Governors;

- 7.1.4 Oversee succession planning for the Governing Body and committees; keep under continuous review the overall profile of the membership of the Governing Body and committees with particular regard to skills and competencies and diversity;
- 7.1.5 Ensure that considerations of skills and competencies and diversity are reflected in recommended appointments to the Governing Body;

***Induction and committee membership:***

- 7.1.6 Review the composition of the Governing Body and committees to ensure they contain members of the highest calibre with the appropriate skills, competencies and experience necessary for good governance;
- 7.1.7 Make appointments to the Governing Body's committees and keep under review the length of service on committees, in consultation with the chair of the relevant committee;
- 7.1.8 Formulate the recruitment process for co-opted members of committees, to consider candidates for co-opted membership and appoint new co-opted members in consultation with the chair of the relevant committee;
- 7.1.9 Make recommendations to the Governing Body regarding the appointments of chairs and vice-chairs of committees and the Senior Independent Governor (if not the chair of the Nominations, Staffing and Governance Committee);
- 7.1.10 Make recommendations to the Governing Body regarding the appointment of the Chair and Vice-Chair of the Governing Body and the process for appointing the Chair and Vice-Chair;
- 7.1.11 Review the induction arrangements for new Governing Body and committee members and check their efficacy;
- 7.1.12 Oversee the continuing development of Governing Body and committee members, including the Independent Governor Engagement Framework;

***Performance review and terms of office:***

- 7.1.13 Determine whether to recommend to the Governing Body that Governors should be offered a further term of office subject to satisfactory performance and the requirements of the University's Articles of Association;
- 7.1.14 Agree the process for the performance review of Governors and co-opted members of committees and discuss the outcomes of reviews;

7.1.15 Consider succession arrangements for the chairs of committees, the Senior Independent Governor, the Vice-Chair and the Chair of the Governing Body;

## **7.2 Staffing**

7.2.1 Consider progress on the University's People Strategy and recommend any changes to the Governing Body;

7.2.2 Monitor the development of the University's human resources policy framework;

7.2.3 Consider matters of strategic significance concerning employment;

7.2.4 Monitor compliance with employment legislation and policy;

7.2.5 Make recommendations to the Governing Body on the process for appointing the Vice-Chancellor.

## **7.3 Governance**

7.3.1 Keep under review the effectiveness of the Governing Body and its committees;

7.3.2 Agree and oversee and review the results of internal and external effectiveness reviews of the Governing Body and committees;

7.3.3 Ensure the University's compliance with the *Higher Education Code of Governance* issued by the Committee of University Chairs (CUC) and other relevant governance codes. Ensure the University's Articles of Association and governance are compliant with the governance requirements of the Office for Students (OfS registration conditions E1-E2);

7.3.4 Keep under review the University's Articles of Association, the Governing Body's statement of primary responsibilities and the University's Delegation Framework and recommend changes to the Governing Body. Consult with other relevant committees over changes to the Delegation Framework;

7.3.5 Keep under review the composition and terms of reference of the Governing Body's committees. The Committee should be consulted on any significant changes to committee composition and terms of reference before changes are recommended by the relevant committee to the Governing Body.

## **8. Reporting procedures**

8.1 The minutes of the Committee will be circulated to all members of the Governing Body.

**9. Secretarial arrangements**

9.1 The secretary to the Committee will be the University Secretary or their nominee.

**10. Review**

10.1 The Committee will review its terms of reference annually and as necessary and recommend any necessary changes to the Governing Body.

10.2 The Committee will review its own effectiveness annually and in greater depth at a minimum of every three years. Reviews may be performed as part of a wider governance effectiveness review.