



## **Governance and Nominations Committee**

### **Purpose**

The Governance and Nominating Committee is a standing committee with two primary roles that serve the Board and its Committees:

1. Oversee and enhance governance integrity and Board organisation, procedures and performance as specified in the Articles of Association; and
2. Assess membership needs, in terms of skills, experience, and the potential to bring a diverse viewpoint and background to the Board, and recommend candidates for appointment..

### **Constitution**

The Council has established a committee of the Council known as the Governance and Nominations committee.

### **Membership**

The Governance and Nominations committee and its chair shall be appointed by the Council, from among its own members. There shall be no fewer than three members; a quorum shall be at least two members.

At least one member should have recent relevant experience in higher education. The committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

### **Term of appointment**

Independent governors have 3 year terms, co-opted governors have 5 year terms.

Induction and ongoing training for committee members will be provided.

### **Attendance at meetings**

The committee has the flexibility to invite anyone appropriate, regularly or by invitation to attend this meeting however no one has the right of attendance.

### **Frequency of meetings**

Meetings shall normally be held at least twice each financial year. It is at the discretion of the Chair to call additional meetings as required.

## **Duties**

### Governance

- a. To review the effectiveness of governance procedures and test compliance with the recommended codes of practice from national bodies such as the Office for Students (OfS), and the Committee of University Chairs (CUC).
- b. To review induction and ongoing development for Council and Committee members.
- c. To instruct an annual self-assessment of the Council and Committees, to include external facilitation typically on a three yearly basis. For the first three years of operation there shall be external consultant review on an annual basis.
- d. Periodically review the Committee's own performance and the ToRs to ensure it is operating adequately and effectively and make recommendations to the Board as necessary.

### Membership

- a. To invite on a confidential basis, nominations made in response to the notification by the UCP Council of vacancies for External, co-opted and Committee members of the Council, and make recommendations to the Council on the appointment of new members having due regard to the perceived skills balance required and the need to promote equality, diversity and inclusion in relation to Council operations.
- b. To make recommendations to the Council on the reappointment of all members of the UCP Council.
- c. To make recommendations to the Council on the appointment and reappointment of members to Committees of the Council.

## **Decision making**

- The quorum for committee decision making will be 2 members or 50% of total members
- Decision making will be based on majority vote.
- The Chair of Committee has a casting vote
- Certain matters must be determined by PRC as they are reserved matters as specified within the Articles of Association.

## **Reporting procedures**

1. The Committee will report to the Council after each meeting; the minutes of the Committee will be circulated to all Committee members and will be reviewed at the next available Committee meeting for approval.
2. The Committee will draw the attention of the Council to significant governance and nominations matters at any time.

## **Clerking and secretarial arrangements**

The committee will have the flexibility to nominate one of their own members or invite a third party to act as secretary/clerk.