

	PAPER NO: Nom02(12)
Committee:	Nominations Committee
Date:	27 April 2012
Subject:	Nominations Committee terms of reference
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors
Board sponsor:	David Longbottom, Chairman of the Nominations Committee
Recommendation:	That the committee approves revised terms of reference

Executive summary

1. The Nominations Committee currently considers potential independent governors for the Board. The suggested revisions to the committee's terms of reference are to give the committee authority to recommend potential non-executive directors for the University's subsidiary companies to the Board for approval and to approve nominees for the University Court.
2. Proposed amendments are in red.
3. The committee are asked to approve these revised terms of reference.

	Board/Committee	Date
Matter previously considered by:		
Further approval required?	Board of Governors	24 May 2012

Communications – who should be made aware of the decision?	
--	--

Nominations Committee

Terms of Reference

1. Constitution

1.1 Under Article 26 the Board of Governors has established a committee of the Board known as the Nominations Committee.

2. Membership

2.1 The Nominations Committee and its chair shall be appointed by the Board, from among its own members.

2.2 Membership shall consist of at least 3 independent governors, one of whom shall be the Chair of the Board, and the Vice Chancellor

2.3 A quorum shall consist of at least 2 independent governors.

2.4 The chair shall be an independent governor.

2.5 The committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

3. Frequency of meetings

3.1 Meetings shall be held as required.

4. Authority

4.1 The Committee recommends potential independent governors to the Appointments Committee.

4.2 The committee recommends potential directors of the University's subsidiary companies to the Board of Governors for approval.

4.3 The committee approves potential members of the University Court.

5. Secretary

5.1 The secretary to the Nominations Committee will be the Clerk to the Board or other appropriate person nominated by the Clerk.

6. Duties

6.1 The duties of the committee shall be to:

- 6.1.1 identify Board vacancies as and when they arise and to make recommendations to the Appointments Committee for filling them
- 6.1.2 give full consideration to succession planning for governors, taking into account the challenges and opportunities facing the University, and what skills and expertise are needed on the board in the future
- 6.1.3 develop and keep under review the criteria for appointment as an independent governor
- 6.1.4 evaluate the balance of skills, knowledge and experience required for a particular appointment
- 6.1.5 seek the most suitable candidate, whether by open advertising, the use of external consultants, or personal recommendation
- 6.1.6 consider the reappointment of each independent governor at the end of his or her specified term of office, having regard to that governor's performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required, and to recommend as appropriate to the Appointments Committee
- 6.1.7 consider nominations for the post of Chair of the Board of Governors and to make recommendations to the Board of Governors
- 6.1.8 consider potential non-executive directors for the University's subsidiary companies and to make recommendations to the Board of Governors
- 6.1.9 consider and approve potential members for the University Court

7. Reporting Procedures

- 7.1 The minutes (or a report) of meetings of the Nominations Committee will be circulated to all members of the Board.

Membership 2011/12

- David Longbottom Chairman, Independent Governor
- Martin Earwicker Vice Chancellor and Chief Executive
- Anne Montgomery Independent Governor
- Sarah Mullally Independent Governor

Quorum is 2 Independent Governors

Approved by the Nominations Committee on ... 2012

Approved by the Board of Governors on 24 May 2012