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| **TERMS OF REFERENCE**  |
| **Purpose** |
| To make recommendations for effective governance arrangements and the appointment of members to the Board of Governors and its Committees |
| **Duties****Governance** |
| 1 To act on behalf of the Board of Governors to ensure that proportionate arrangements are in place to support the operation of the Board and its Committees in accordance with the Instrument and Articles of Government.  |
| 2 To support the Board in its role to promote a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the University. This includes review of the Board’s own operation and composition in accordance with the University’s commitment to advancing equality of opportunity, experience and outcome. |
| 3 To review and have oversight of the compliance with the governance conditions embedded in the Office for Students Regulatory Framework (Conditions E1 to E5). |
| 4 To review and consider the application of Codes of practice on good governance and charitable compliance, including the Higher Education Code of Governance, and to make recommendations to the Board of Governors. |
| 5a To review and monitor the effectiveness of the governance arrangements which support the operation of the Students’ Union in accordance with its constitution including compliance with the requirements of the Education Act 1994.5b To approve the Students’ Union constitution and Code of Practice.5c To advise the Board on the effectiveness of these arrangements. |
| 6 To review induction and continuing development for the members of the Board and its Committees. |
| **Nominations** |
| 7 To maintain oversight, carry out timely review, advise and make recommendations to the Board of Governors in relation to:i) succession plans for the Board and committees’ memberships. This includes succession plans for the roles of Chair of the Board, Deputy Chair of the Board and Chairs of Committees.ii) the appointment and re-appointment of members of the Board and its Committees in accordance with procedures recommended to and approved by the Board |
| 8 To make recommendations to the Board:1. and lead the search, for the process of appointing the Chancellor in accordance with procedures recommended to and approved by the Board.
2. for the appointment and re-appointment of Pro-Chancellor(s).
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| **General** |
| 9 To review and report annually to the Board on the effectiveness of the Committee’s operation including any measures of performance against statutory, governance and regulatory requirements.  |
| 10 To report on any matter referred to it by the Board and/or the Committees. |
| 11 **Delegated Authority Chair’s Action** In exceptional circumstances, the Chair shall have the authority to act between meetings after consulting with the University Secretary. Details of any action taken will then be reported back to the Committee. |
| **CONSTITUTION** |
| **MEMBERS** |
| Chair of the Academic Assurance Committee |
| Chair of the Audit and Risk Committee |
| Chair of the Board of Governors (Chair) |
| Deputy Chair of the Board of Governors  |
| Chair of the Finance and Employment Committee  |
| Chair of the Remuneration Committee |
| One of the staff members of the Board of Governors |
| President of the Students’ Union: ex-officio |
| Vice-Chancellor |
| **Total Membership** | 9  |
| **Quorum** | 3 of whom at least 2 must be Independent governors |

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| **CURRENT MEMBERSHIP (3 April 2024)** |  |
| Tim Smith (Chair) | Chair of the Board of Governors |
| Jo Allen | Chair of the Audit and Risk Committee |
| To be confirmed  | Chair of the Academic Assurance Committee |
| John Cowling | Chair of the Finance and Employment Committee |
| Prof Liz Mossop  | Vice-Chancellor |
| Abiola Fasipe | President of the Students’ Union: ex-officio |
| Dr Jia Liu | One of the staff members of the Board of Governors  |
| Giles Searby | Deputy Chair of the Board |
| Penny Thompson | Chair of the Remuneration Committee (Deputy Chair GNC) |
| **IN ATTENDANCE** |
| Clair Marlow | Acting University Secretary and Clerk to the Board |
| Ruth Thei | Committee Secretary |
| As advised by the Committee from time to time |