
TERMS OF REFERENCE OF THE GOVERNANCE COMMITTEE

The Board of Governors and its committees will conduct their business in a way that is consistent with and reflects and promotes the [University's Equality, Diversity and Inclusion Plan](#).

Constitution

1. The Board of Governors has established a committee of the Board of Governors known as the Governance Committee.

Authority

2. The Committee is authorised to consider matters concerning the operation and effectiveness of governance arrangements and to oversee the appointment of Governors and members of Board of Governors' committees.

Membership

3. The membership of the Governance Committee shall comprise:
 - a) the Chair, who shall be the Vice Chair of the Board of Governors;
 - b) at least two (2) and up to four (4) Independent Governors, including the Chair;
 - c) one (1) Staff Governor to serve ex officio;
 - d) the Vice-Chancellor to serve ex officio.

Procedural rules

4. The Chair of the Committee shall, in accordance with the Standing Orders, be the Vice Chair of the Board of Governors.
5. The quorum for the committee shall be three (3) members of whom at least two (2) must be Independent Governors.
6. Meetings of the Committee shall normally be held three (3) times each year unless otherwise agreed by the Committee Chair.
7. The Chair of the Committee, in consultation with the Vice-Chancellor, shall invite others, including members of University staff, to attend meetings in a non-voting capacity, where business relevant to them is to be discussed.
8. The minutes (or a report) of meetings of the Committee will be circulated to all members of the Board of Governors.
9. The Clerk to the Committee shall be the Clerk to the Board of Governors.
10. The constitution and terms of reference of the Committee shall be reviewed on an annual basis by the Governance Committee and recommended to the Board of Governors.

Duties

11. To consider and advise the Board of Governors on:

- a) Arrangements for the recruitment and selection of new governors and the evaluation of the effectiveness of those arrangements;
- b) Arrangements for the appointment of the chairs and members of each Board committee and the evaluation of the effectiveness of those arrangements;
- c) Arrangements for the recruitment and selection of the University Chancellor, ensuring appropriate and effective succession planning, and the evaluation of the effectiveness of those arrangements;
- d) Arrangements for the election of the Chair and Vice-Chair of the Board of Governors and ensure appropriate and effective succession planning for these positions, and the evaluation of the effectiveness of those arrangements;
- e) Arrangements for the recruitment and selection of the Vice-Chancellor and the evaluation of the effectiveness of those arrangements;
- f) Arrangements for the appointment of the Clerk to the Board of Governors and the evaluation of the effectiveness of those arrangements; and
- g) Arrangements for the three yearly review of the effectiveness of the Board and its committees.
- h) The conferment of any Emeritus titles on outgoing Chancellors and Vice-Chancellors of the University.

12. To be responsible, on behalf of the Board of Governors, for:

- a) Undertaking regular skills, experience and diversity audits of the Board of Governors, identifying the skills, experience, characteristics and backgrounds that are needed to provide effective governance and reporting the findings of such audits to the Board;
- b) Overseeing the preparation of job descriptions, person specifications and an information pack for prospective Board and committee members;
- c) Overseeing the induction, support, training and development of the members of the Board of Governors and its committees;
- d) Reviewing the University's governing instruments on a regular basis and make recommendations to the Board of Governors as appropriate;
- e) Ensuring that the Board of Governors and its committees evaluate their own performance on a regular basis and identify training, support and development needs for the Board as a whole and for individual Board members as appropriate; and
- f) Evaluating the work of the Committee annually against its terms of reference and report to the Board of Governors on the outcome of that evaluation.
- g) Considering such other matters as may be referred to the Committee by the Board of Governors, or by another Committee where it is relevant to the terms of reference.