
TERMS OF REFERENCE AND MEMBERSHIP OF THE GOVERNANCE COMMITTEE**Constitution**

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

Membership

2. The Committee and its Chairman shall be appointed by the Board of Governors, from among its own members.
3. The membership of the Committee shall comprise at least four members of the Board of Governors.
4. The Chairman of the Committee shall be appointed by the Board of Governors.
5. At least 50 per cent of the Committee's members should be present for a meeting to be quorate.

Attendance at meetings

6. The Chairman of the Committee, in consultation with the Chairman of the Board of Governors and 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.

Frequency of meetings

7. Meetings of the Committee shall normally be held at least three times each academic year.

Duties

8. The Committee will:
 - i. carry out 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 report the findings of such audits to the Board;
 - ii. recommend to the Board of Governors arrangements for the recruitment and selection of new governors and evaluate the effectiveness of those arrangements;
 - iii. recommend to the Board of Governors and evaluate the effectiveness of arrangements for the appointment of the chairs and members of each Board committee;

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- iv. recommend to the Board of Governors and evaluate the effectiveness of arrangements for the recruitment and selection of the University Chancellor and ensure appropriate and effective succession planning;
 - v. recommend to the Board of Governors and evaluate the effectiveness of arrangements for the election of the Chairman and Vice-Chairman of the Board of Governors and ensure appropriate and effective succession planning for these positions;
 - vi. oversee the preparation of job descriptions, person specifications and an information pack for prospective Board and committee members;
 - vii. oversee the induction, support, training and development of the members of the Board of Governors and its committees;
 - viii. recommend to the Board of Governors arrangements for the recruitment and selection of the Vice-Chancellor and evaluate the effectiveness of those arrangements;
 - ix. recommend to the Board of Governors arrangements for the appointment of the Clerk to the Board of Governors and evaluate the effectiveness of those arrangements;
 - x. review the University's governing instruments on a regular basis and make recommendations to the Board of Governors as appropriate;
 - xi. ensure 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;
 - xii. review the structure and content of the Committee of University Chairs (CUC) Higher Education *Code of Corporate Governance and Governors Handbook* on a periodic basis and recommend changes to the Board of Governors as appropriate;
 - xiii. evaluate the work of the Committee annually against its terms of reference and report to the Board of Governors on the outcome of that evaluation; and
 - xiv. recommend to the Board of Governors arrangements for the four yearly review of the effectiveness of the Board and its committees.

Report procedures

9. The minutes (or a report) of meetings of the Committee will be circulated to all members of the Board of Governors.

Committee Clerk

10. The Clerk to the Governance Committee shall be the Clerk to the Governors.
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