**BIRMINGHAM NEWMAN UNIVERSITY**

**NOMINATIONS AND GOVERNANCE COMMITTEE – TERMS OF REFERENCE**

*Last reviewed by the Nominations and Governance Committee on 15 May 2024*

1. **Nominations and Governance Committee**
   1. Scope

It is the role of the Nominations and Governance Committee (the ‘Committee’) to advise and assist Council in respect of matters relating to governance and the conduct of governing body business including the appointment of independent Governors, Chair of the Council, the Chancellor and Pro Chancellor(s), Vice-Chancellor and other Senior Post Holders as defined within the Articles.

* 1. Authority

The Committee is authorised by Council to investigate any activity within its terms of reference. It is authorised to seek out any information it requires from any employee and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and/or Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council or the Vice-Chancellor, as appropriate.

* 1. Clerking

The clerk to the Committee will be the Secretary to Council, or their nominee.

* 1. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

* 1. Minutes

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

* 1. Membership

The Committee must have no fewer than six members, including the Chair and the Vice-Chair of the Council, the Vice-Chancellor, at least one other independent Governor , one student Governor and one senior member of staff nominated by the Vice-Chancellor.

* 1. Quorum

The quorum for meetings of the Committee shall be two independent Governors.

* 1. Frequency

The Committee will meet as often as is necessary.

* 1. Attendance at meetings

The Committee has the right, whenever it is satisfied that this is appropriate, to go into confidential session and exclude any, or all, other participants and observers other than the Committee Clerk.

* 1. The Terms of Reference of the Committee are to:
  2. Nominations

1. advise the Council on succession planning and terms of office to ensure a suitable membership and skills balance is maintained on the Council and its committees, taking into account the range of skills, experience, diverse backgrounds, independence and knowledge required to support the University and the work of the Council;
2. approve appropriate induction, update and development processes for Governors and members of Committees;
3. recommend to Council the appointment of members to Committees of Council;
4. subject to any procedures, and on behalf of Council, oversee the recruitment and selection process of candidates to fill vacancies of the Independent, Catholic and non-Catholic Governors , and Staff Governors.
5. advise and recommend to Council the establishment of a time limited Search Committee to support the Council in decisions to select a Vice-Chancellor, Chancellor, Pro-Chancellor(s), Clerk to the Council and other Senior Post Holders as defined within the Articles. Acknowledging that the Council is not permitted to delegate these functions.
6. advise and recommend to Council the establishment of an appropriate time limited Search Committee to support the Council in relation to Article 14.2.4 (suspension or dismissal of the VC and any other Senior Post Holders).
7. maintain a systematic, transparent and proactive process for seeking nominations for appointments to Council and its Committees;
8. consider and recommend to the Council the removal of a Governor from office in accordance with Article 9.6
9. Upon the recommendation of the University’s Senate and the Honorary Degrees Sub-Committee, consider and recommend to the Council the revocation of any honorary award as set out in the Honorary Degrees Sub-Committees Terms of Reference.
   1. Governance
10. monitor the Council’s compliance with the CUC Higher Education Code of Governance and other good practice guidance, as appropriate, and to recommend to the Council any such revisions to the Statement of Primary Responsibilities in accordance with Article 30 (also see iv below);
11. ensure that Council business is conducted in line with the principles of public life drawn up by the Committee on Standards in Public Life;
12. review the requirement for ongoing registration with the Office for Students (OfS) and as amended by it from time to time, advising the Council as appropriate;
13. on behalf of the Council, and prompted by an Audit and Risk Committee which monitor and review OfS regulatory compliance, oversee governance issues in relation to the University's registration as a higher education provider with the OfS under the regulatory framework;
14. oversee periodic reviews of the Instrument and Articles of Government, recommending any necessary revisions to the Council in accordance with Article 30;
15. oversee governance effectiveness reviews, internal and externally facilitated, and monitor and progress actions, escalating areas of concern to the Council as appropriate;
16. oversee the review process of University policies, designating policies to accountable committees for periodic review, making recommendations to Council accordingly as set out in Articles 16-22 and 28;
17. ensure that the University fulfils its safeguarding duties from a general perspective and complements the work of the Audit and Risk Committee who look at safeguarding from a risk and compliance perspective.
18. monitor and report on any governance matters delegated to it by the Council from time to time.
    1. To make recommendations to Council as appropriate, and;
    2. To carry out an annual review of the Committee’s effectiveness.