

# **Governance, Risk and Nominations Committee**

## **Terms of Reference**

### **1 Membership**

The membership of the Committee shall comprise at least four independent members of the Board.

The following shall be ex officio members of the Committee:

The Chair of the Board;  
The Chair of the Resources Committee;  
The Chair of the Remuneration Committee;  
The Chair of the Audit Committee;  
The Vice Chancellor; and  
if not holding one of the above posts, the Deputy Chair of the Board;

Other independent members may be appointed to the Committee as required.

Chair

The Chair of the Committee shall be the Chair of the Board.

Quorum

The quorum shall be three independent members.

Secretary

The University Secretary (Clerk to the Board) or his or her nominee shall act as Secretary to the Committee.

### **2 Remit and Key Functions**

The key functions of the Committee are as follows:

#### **2.1 Governance, Compliance and Risk**

- (a) To keep under review and advise the Board on matters relating to the corporate governance of the University in order to ensure compliance with the public interest governance principles;
- (b) To keep under review the University's arrangements for risk management, including the University Risk Register and advise the Board on the production and content of the Risk Register and on any related documents and corporate risk issue(s);

- (c) To keep under review the University's compliance with the Office for Students' Conditions of Registration and other relevant statutory regulatory requirements and provide reports to the Board as necessary;
- (d) To consider and agree on behalf of the Board the annual Corporate Governance Statement for inclusion in the Financial Statements;
- (e) To monitor developments in relevant corporate governance best practice generally and the Higher Education Code of Governance issued from time to time by the Committee of University Chairs ("CUC") and other CUC guidance relating to University governance and make recommendations to the Board as necessary;
- (f) To agree and oversee the process for periodic independent review of the University's corporate governance arrangements, including Committee structure and provide a full report and any recommendations to the Board;
- (g) To monitor the implementation of any actions agreed by the Board following the periodic Governance Effectiveness Review of the Board and advise the Board as necessary;
- (h) To agree and manage the process for the periodic self assessment of the effectiveness of the Board and/or its Committees and to advise and make recommendations to the Board and/or Committee(s) as necessary;
- (i) To ensure the proper recording and effective management of employee and governor conflicts of interest and advise the Board as necessary;
- (j) To keep under review and advise the Board in respect of the constitutional relationship between the University and the Students' Union;
- (k) To oversee and keep under review on behalf of the Board the University's arrangements to ensure freedom of speech and academic freedom;
- (l) To oversee and keep under review on behalf of the Board matters relating to the electoral registration of students.

## **2.2 Nominations Issues**

- (a) To prepare from time to time written descriptions of the role and capabilities essential and/or desirable in a Board member based on a full evaluation of the balance of skills and experience of the Board;
- (b) To agree documentation, guidance skills matrices, protocols and processes etc necessary or conducive for the identification and appointment of fit and proper persons as Board and Committee members or co-optees;

- (c) To identify and nominate suitable candidates for consideration by the Board as full or co-opted members of the Board or its Committees;
- (d) To consider and agree on behalf of the Board the temporary co-option of Board members or other individuals as non-voting members of Committees of the Board to advise and/or assist that Committee in respect of a particular matter or issue(s);
- (e) To ensure appropriate arrangements are in place for the induction and briefing of new members of the Board and its Committees and keep such arrangements under review;
- (f) To make such recommendations to the Board as considered appropriate regarding the re-appointment of Board/Committee members at the conclusion of their specified terms of office, having given due regard to their performance, ability and willingness to contribute to the Board;
- (g) To propose any revisions to the membership of the Board and/or Board member terms of office as considered appropriate;
- (h) To keep under review the policies, procedures and processes which support the appointment and development of Board members, including membership policy, succession planning and skills and make recommendations to the Board accordingly;
- (i) To keep under review Board diversity, in line with the University's Equality, Diversity and Inclusion Policy and make such recommendations to the Board as considered appropriate.

### **2.3 Chancellor of the University**

To identify and consider potential candidates for the role of Chancellor of the University and make such recommendations as the Committee consider appropriate to the Board.

### **2.4 Other Matters**

To undertake such other duties as may be referred to the Committee by the Board.

## **3 Meetings and Decisions**

3.1 The Committee shall meet as required from time to time.

3.2 Subject to the agreement of the Chair, the Committee can take decisions by Written Resolution provided the Resolution is supported by all members of the Committee.

#### **4 Reporting**

The Committee shall provide reports to the Board on a regular basis.