

NEWMAN UNIVERSITY
NOMINATIONS AND GOVERNANCE COMMITTEE
TERMS OF REFERENCE

20. Nominations and Governance Committee

20.1. 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 Member of the Council, one student Member of the Council and one senior member of staff nominated by the Vice-Chancellor.

20.2. The quorum for meetings of the Committee shall be two Independent Council Members. The Committee will meet as often as necessary.

The Terms of Reference of the Committee are to:

20.3. Nominations

- i. 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;
- ii. approve appropriate induction, update and development processes for Council Members and members of Committees;
- iii. recommend to Council the appointment of members to Committees of Council;
- iv. 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 Council Members, and Staff Council Members.
- v. 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, 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.
- vi. advise and recommend to Council to 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).
- vii. maintain a systematic, transparent and proactive process for seeking nominations for appointments to Council and its Committees;
- viii. consider and recommend to the Council the removal of a Council Member from office in accordance with Article 9.6
- ix. Upon the recommendation of the University's Senate and the Honorary Degrees

Sub-Committee, to consider and recommend to the Council the revocation of any honorary award as set out in the Honorary Degrees Sub-Committees Terms of Reference.

20.4. Governance

- i. 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);
- ii. ensure that Council business is conducted in line with the principles of public life drawn up by the Committee on Standards in Public Life;
- iii. review the requirement for ongoing registration with the Office for Students (as amended by it from time to time), advising the Council as appropriate;
- iv. on behalf of the Council and prompted by an Audit and Risk Committee who monitor and review OfS regulatory compliance, oversee governance issues in relation to the University's registration as a higher education provider with the Office for Students under the regulatory framework;
- v. oversee periodic reviews of the Instrument and Articles of Government, recommending any necessary revisions to the Council in accordance with Article 30;
- vi. oversee governance effectiveness reviews, internal and externally facilitated, and monitor and progress actions, escalating areas of concern to the Council as appropriate;
- vii. 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;
- viii. 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.
- ix. monitor and report on any governance matters delegated to it by the Council from time to time.