

Terms of Reference for Nominations & Governance Committee

Scope: To advise Council on matters relating to corporate governance arrangements ensuring that the University pursues best practice and complies with external governance requirements. To advise Council on the appointment of new members, members of the College of Fellows and the Chancellor.

(a) Terms of reference

1. Corporate Governance Arrangements

- (i) To keep under review and advise Council on the University's governance arrangements.
- (ii) To monitor developments in governance best practice and make recommendations to Council regarding compliance.
- (iii) To oversee the periodic effectiveness reviews of Council, including the appointment of any independent persons to assist in the process and to monitor implementation of actions.
- (iv) To oversee the University's compliance with the Committee of University Chairs Higher Education Code of Practice.

2. External Governance Requirements

- (i) To review the Corporate Governance Statement for inclusion in the Statutory Year End Accounts and to recommend approval to Council.
- (ii) To keep under review the University's compliance with Section E 'Good Governance' of the general conditions of registration with the Office for Students (OfS) and recommend any appropriate action to Council.
- (iii) To review and monitor all instances of reportable events to the OfS to ensure they have been properly investigated, resolved and appropriate action has been taken.
- (iv) To monitor the University's compliance with the Charities Act and recommend any appropriate action to Council.
- (v) To oversee the requirements of the Education Act 1994 in relation to the Students' Unions.
- (vi) To make recommendations to Council on amendments to the Constitution of the Students' Union and the Keele Postgraduate Association.
- (vii) To receive and note the Annual Letter from the Office of the Independent Adjudicator for Higher Education and an annual report of University student casework.

3. Membership of Council and its Committees

- (i) To keep under review the membership and profile of Council and its committees to ensure it has the necessary balance of skills and experience to enable it to fulfil the full range of its responsibilities.
- (ii) To make recommendations to Council on all matters relating to the appointment of new lay, co-opted and independent members, ensuring that Council and its committees reflect both the diversity of society and the needs of the University.

- (iii) To oversee the election process for staff governors.
- (iv) To make recommendations to Council on all matters relating to the appointment of the Chancellor, Pro-Chancellor, Deputy Pro-Chancellors and the Honorary Treasurer.
- (v) To make recommendations to Council on the membership and Chairs of Council committees.

4. Induction, Development and Review

- (i) To oversee the implementation of the induction of new members, including the assigning of mentors.
- (ii) To oversee the training and development of all members.
- (iii) To keep under review the role descriptions of members of Council and its committees.
- (iv) To oversee the annual review of members and ensure that appropriate follow-up action is taken.

5. Subsidiary Companies

- (i) To oversee the constitutional arrangements of the University's subsidiary companies and the proper conduct of their business.
- (ii) To make recommendations to Council on the appointment of Directors to the University's subsidiary companies.

6. College of Fellows

- (i) To make recommendations to Council on the appointment of new members of the College of Fellows
- (ii) To receive an annual report on the College of Fellows.

7. Other Responsibilities

- (i) To receive an annual report of fundraising and donations and to consider all prospective donations of £1m or more and any other prospective donations with the potential for significant ethical or public interest issues and to advise Council on those issues as appropriate.
- (ii) To monitor the operation of the University's Management of Conflicts of Interest Policy, including an annual report on declarations of interest and the fit and proper person declarations.

The Committee will have regard for the promotion of equality and diversity and will ensure equality of opportunity in the way it conducts itself and in the transaction of its business.

(b) Constitution

3 lay members of Council (one in the Chair)

Pro-Chancellor

Vice-Chancellor

Deputy Vice-Chancellor and Provost

2 Independent members appointed by the Council

2 members of Council

1 student member of Council

Total: 11

Secretary: Governance Team

Quoracy: For the transaction of business there must be 5 (five) full members present, providing that there is a lay majority.

(c) Sub-committees

None

(d) Principal management information needs

Council effectiveness review reports and action plans

Skills and knowledge matrix

Analysis of Council members' annual reviews

Corporate Governance Statement

Annual report on compliance with the OfS conditions of registration

Education Act compliance register

Report on SU/KPA elections

SU/KPA Constitution

Serious incident reports

Annual Letter of the OIA

Student casework annual report

Annual report of the College of Fellows

Annual report on the Data Protection Act and Freedom of Information Act

Annual report on fundraising and donations

Annual report on declarations of interest

(e) Frequency and timing of meetings

Three times a year (normally October, January and June)