

# Nominations and Governance Committee

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## Terms of Reference

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## Nominations and Governance Committee – Terms of Reference

### Approval History

Version	Date	Comments	Approver
1.00	08/09/2015	Existing format	Nominations & Governance Committee
1.01	22/02/2017	Reviewed to comply with CUC Higher Education Code of Governance and re-formatted	Nominations & Governance Committee
1.02	08/03/2017	Incorporating changes from Nominations & Governance Committee	Nominations & Governance Committee
2.00	30/03/2017	Reviewed by Board of Trustees for approval	Board of Trustees
3.00	08/03/2018	Updated membership	Nominations & Governance Committee
4.00	07/06/2018	Updated membership to reflect anticipated appointment on 28/06/18 and minor edits, annual reapproval	Nominations & Governance Committee
4.01	10/01/2019	Updated membership	Nominations & Governance Committee
5.00	25/01/2019	Approved with a further small amendment	Nominations & Governance Committee
6.00	11/10/2019	Minor amendments proposed	Nominations & Governance Committee
7.00	22/01/2020	Minor amendments	Nominations & Governance Committee
8.00	28/01/2021	Annual re-approval, minor amendments to membership	Nominations & Governance Committee
9.00	08/09/2022	Minor membership update	Nominations & Governance Committee
10.00	06/09/2023	Annual review & minor update	Nominations & Governance Committee
11.00	22/02/2024	Updates to membership and nomenclature	Nominations & Governance Committee

## Nominations and Governance Committee – Terms of Reference

### 1. Key Purpose

The Nominations and Governance Committee is established as a sub-committee of members of the Board of Trustees. Its remit is to advise the Board on corporate governance and oversee the nominations process to ensure the appropriate skills, diversity and succession planning for the Board.

The Nominations Committee adheres to the University College of Estate Management Regulations.

Its responsibilities are subject to the over-arching governance of UCEM led by the Vice Chancellor and the powers and functions of the Board of Trustees.

### 2. Terms of Reference

Subject to its overall guidance and approval, the Board of University College of Estate Management charges the Nominations and Governance Committee with the following functions:

- 2.1 To advise the Board on governance requirements, ensuring the Board complies with the Office for Students Condition of Registration E (good governance) and the governance expectations of the CUC Higher Education Code of Governance.<sup>1</sup>
- 2.2 To monitor the ongoing effectiveness of the Board and Sub-Committees with regard to the governance requirements of the Office for Students and recommend actions to the Board where required.
- 2.3 The Committee shall ensure that appropriate succession planning is undertaken for Board Members so that the Board will benefit from the appointment of Trustees who can provide the appropriate skills and experience as deemed necessary from time to time by the Board.
- 2.4 The Committee should consider the composition of the Board, primarily focusing on the skills required, the diversity of the Board, the total number of members, the length of service, and the selection procedure for new members.
- 2.5 The Committee will also ensure appropriate succession planning is in place for the Chairman and for Senior Staff posts and will deal with any such appointments in accordance with the Succession Plan Protocols as appropriate.
- 2.6 The Committee will make recommendations to the Board in respect of the following nominations: -
  - (i) Appointment of The Chair
  - (i) Appointment of the Vice Chair

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<sup>1</sup> <http://www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf>

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- (ii) Appointment of Officers of the University College (UCEM)
- (iii) Appointment of Board Members under Bye Laws 6 and 7
- (iv) Appointment of Vice Chancellor (and other Senior Executives of UCEM as appropriate from time to time)
- (v) The University College of Estate Management Property Award
- (vi) Honorary and Associate Fellowship of UCEM
- (vii) Any other appointments on which the views of UCEM may be Invited

The Board may, however, consider nominations other than those recommended by the Committee.

- 2.7 The Committee shall from time to time review the Charter, Bye-Laws and Regulations of the University College to ensure they remain up to date and fit for purpose. The Committee will make recommendations to update the wording of these documents to the Board.
- 2.8 To annually review the Terms of Reference for all Sub-Committees and Working Groups of the Board
- 2.9 To prepare an Annual Report to the Board on the UCEM governance arrangements with regard to regulatory requirements.
- 2.10 The Committee shall recommend best practice in Trustee training and appraisal.

## **3. Reporting**

The Committee reports to the Board of Trustees after each meeting in relation to its terms of reference, and provides an annual report to the Board.

## 4. Membership of the Nominations and Governance Committee

Name	Title
Chris Turley	Chair, Independent Trustee (to September 2024)
Amanda Clack	Chair of the Board of Trustees (Chair Designate of Nominations & Governance Committee, from Sept 2024)
Chris Costigan	Independent Trustee
Dr. Stephen Jackson	Independent Trustee
Gareth Ralphs	Independent Trustee
Misa Von Tunzelman	Independent Trustee
Ashley Wheaton	Principal and Ex-Officio Trustee

## 5. Attending As Observer/Invitee

Name	Title
Jane Fawkes	Deputy Vice Chancellor and University Secretary
TBC	Periodic invitations will be issued to Trustees, University College Staff and/or advisers where relevant for a specific agenda item

## 6. Quorum/Decision Making

For the Nominations and Governance Committee to be quorate, not less than 50% of those entitled to vote must be present, along with the Chair (or a nominated designate). This excludes those attending as observer or by invitation.

Decisions will be made by way of consensus, with the Chair carrying the casting vote.

## 7. Frequency of Meetings

The Nominations and Governance Committee will normally meet a minimum of twice in each calendar year. Dates of meeting will be appropriate to the cycle of business and, where relevant, to UCEM Board of Trustees meetings.