

Nominations and Governance Committee – Terms of Reference

2023-24

Parent body

Council

Purpose

To advise Council as to its membership and that of its Committees as well as the operation and effectiveness of the College's governance arrangements.

Equality and diversity shall be considered in all aspects of its discussion and decision making.

Terms of reference

Authority

Nominations and Governance Committee [NGC] determines the criteria for Council membership and is responsible for identifying prospective members, making recommendations to Council on the appointment of candidates both independent and internal.

Its remit also extends to the appointment of Heads and Acting Heads of Department on The Warden's Nomination.

Duties

1. To make recommendations to Council on the appointment of:
 - a. Independent and appointed members of Council, having given due consideration to the skills matrix of Council which it shall be responsible for maintaining.
 - b. Council appointed members of Council Committees, who are not members of Council.
 - c. Independent members, who are members of Council, to Council Committees.

- d. Internal members, who are not members of Council, to Council Committees, having considered the balance of skills on Council and its Committees.
 - e. Independent Members to Council Committees where specific skills such as finance, risk management or Human Resources are required.
2. To maintain and keep under regular review a standing list of recommendations for appointments to Council and its Committees.
 3. To review procedures for appointments from time to time and make recommendations to Council on amendments to the procedures for appointments.
 4. Through its recommendations as to appointments, to ensure that Council realises its commitment to achieving equality and diversity throughout the College.
 5. To make recommendation to Council as to the operation and effective discharge of the College's corporate and academic governance activities.
 6. To make recommendation to Council on developments and good practice in governance having due regard to sector guidelines.
 7. To make recommendation to Council in respect of any required revisions to the College's Charter and Statutes.
 8. To make recommendation to Council on the establishment and disestablishment of Committees as well as the terms of reference and composition of Committees.
 9. At the invitation of Council, to put in place mechanisms for carrying out review of the effectiveness of governance arrangements at the College.

Meetings

1. Terms of office for non-ex-officio members shall be three years, renewable for three further years.
2. Members shall receive an induction to working on the Committee before attending the first meeting.
3. The Committee shall have such meetings per year as are required to fulfil its terms of reference.
4. The minutes, agendas and papers for each meeting shall be sent to members at least five working days in advance. Only exceptionally and with the agreement of the Chair will papers be tabled at meetings.
5. The quorum of the Committee shall be as set out in Paragraph 4 of the Standing Orders.

Reporting

The Committee regularly reports to Council by circulating Minutes of each meeting and by producing periodic reports.

Members

Composition	Member	Term
Chair: Appointed by Council	Susan Dilly	to 2026
The Warden	Professor Frances Corner	<i>ex officio</i>
Chief Financial Officer / Acting Chief Operating Officer	Imran Chughtai	<i>ex officio</i>
Chair of Council	Dinah Caine CBE	<i>ex officio</i>
The President of the Students' Union	Victoria Chwa	<i>ex officio</i>
One of the Academic Board members on Council, or the elected academic staff member on Council, to serve for as long as the individual concerned remains a member of Council	Professor Richard Noble	to 2026
The Member of Council elected by the non-academic staff	Kelly Mills	to 2026
The Member of Council elected by the academic staff	Dr Kiran Grewal	to 2024
Four Independent Members of Council appointed by Council	Aaron Porter	to 2026
	Dr Ronke Akerele	to 2023
	Fiona McLaren	to 2025
	Vacancy	
Secretary	Matthew Brooks	

Terms of office on Committees are for three years, renewable for three further years. If the letters "eot" appear against a person's name in a membership listing, this indicates that they will reach the maximum term as a member of the body concerned on 31 August in the year specified.

VERSION CONTROL

Full revision of ToR	September 2023	Governance Secretariat
Approval	20 September 2023	Nominations and Governance Committee
Approval	4 October 2023	Council
Updated membership	11 December 2023	Governance Secretariat
Updated membership	25 March 2024	Governance Secretariat