

# NORWICH UNIVERSITY OF THE ARTS

## NOMINATIONS COMMITTEE: TERMS OF REFERENCE

### **Constitution**

The governing body has established a committee of the Council known as the Nominations Committee.

### **Purpose**

The purpose of the Nominations Committee is to advise Council on the appointment of new members, terms of office, renewal of existing members, skills, succession planning and committee memberships.

### **Membership**

The Chair of the Committee should be an independent member and will normally be the Chair of the Council.

Membership shall consist of the Chair of the Council, 2 independent or co-opted members, a member of the University's teaching staff and the Vice Chancellor.

A quorum shall be at least three members and for a meeting to be quorate there must always be two independent members present.

### **Attendance at Meetings**

Other Council members shall have the right to attend.

### **Frequency of Meetings**

The Nominations Committee normally meets once per year and at other times as determined by the Chair.

### **Authority**

The Committee is authorised by the Council to undertake any activity within its terms of reference.

The Committee is authorised by the Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the designated officer and/or Chair of the Council. However, it may not incur direct expenditure in this respect in excess of £3000, without the prior approval of the governing body.

### **Duties**

The duties of the committee shall be:

1. To exercise oversight and to advise and make recommendations to Council in relation to:
  - a. the overall balance of knowledge, skills and expertise available amongst the membership of the governing body
  - b. opportunities to refresh and extend the knowledge and skills of members of the governing body
  - c. the appointment of new governors for those categories of membership for which the Council is the appointing body
  - d. the re-appointment of members, for whom the Council is the appointing body, who are eligible to be re-appointed and who's term of office is ending
  - e. succession plans for the members of the Council and its committees, including the Chair of Council, Deputy Chair and Chairs of Committees
  - f. consider any matters relating to a governor continuing to be considered a "fit and proper" person and make appropriate recommendations to Council
  
2. To make recommendations to the Council for each variable membership category for the determination of numbers of the Governing Body for the forthcoming academic year.

### **Reporting Procedures**

The minutes of meetings of the Committee will be circulated to all members of the Council.

### **Clerking Arrangements**

The clerk to the Nominations Committee will be the clerk to the Council (or other appropriate independent person).

March 2024