

## GOVERNANCE AND MEMBERSHIP COMMITTEE

### Terms of Reference

#### Purpose

To make recommendations for effective governance arrangements and the appointment of University Council and Committee Members.

#### Membership

The Committee and its Chair shall be appointed by the University Council from among its own Members.

Chair of the University Council, Chair, *ex officio*

Vice-Chancellor, *ex officio*

Normally, up to five members, appointed by and from the University Council, at least three of whom are external members (ideally to include a member of the Audit and Risk Committee)

President of the Students' Union, *ex officio*

#### In attendance

Deputy Vice-Chancellor

Pro Vice-Chancellor, Teaching and Learning

University Secretary

Senior Governance Officer

#### Current membership

Mr J Thornton (Chair of University Council and Chair of the Committee)

Professor B Cryan (Vice-Chancellor, *ex officio*)

Baroness K Pinnock (external Council member)

Mr R Cox (external Council member)

Professor I Pollock-Hulf (external Council member)

Mr W Aijaz (President of Students' Union *ex officio*)

Dr S Eastburn (Council member nominated by Senate)

#### Quorum

Fifty percent (rounded up to the nearest whole number), of whom at least three shall be external members of the University Council.

#### Frequency of Meetings

The Committee shall usually meet three times a year and shall report to the University Council.

#### Delegation of Authority

The Chair shall have authority to act between meetings after consulting with the Vice-Chancellor and the University Secretary. Details of any action taken will then be reported back to the Committee.

## **Duties and Responsibilities**

### **Governance**

1. To keep under review, and advise University Council on, the effectiveness of the University's governance arrangements, ensuring that the University complies with external governance requirements, including the Office for Students' Regulatory Framework.
2. To review and have oversight of the compliance with the governance conditions embedded in the Office for Students Regulatory Framework (Conditions E1 to E5).
3. To review and consider the application of the current codes of practice on good governance and charitable compliance, including the Higher Education Code of Governance, and to make recommendations to University Council.
4. To review induction and on-going development for Council and Committee Members.
5. To review the University's academic assurance mechanisms and comment on this aspect of the University's accountability arrangements to University Council.
6. To review democratic practice and governance arrangements of the Students' Union and advise Council on the effectiveness of those arrangements.

### **Membership**

7. To review the Council and Committee Succession plans.
8. To invite, on a confidential basis, nominations made in response to the notification by the University Council of vacancies for University Council and its Committees, and make recommendations to Council on the appointment of new members having due regard to the perceived skills balance required and the need to promote equality and diversity in relation to Council's operation.
9. To advise University Council on the appointment and re-appointment of members to Committees of the Council and joint Council/Senate Committees.
10. To advise and make recommendations to the University Council concerning an appointment to the office of the Chancellor, Vice-Chancellor and University Secretary.

**27 November 2024**