

## **Nominations and Governance Committee**

*(a standing committee of the Council)*

### **Terms of reference**

1. To make recommendations to Council about the appointment or reappointment of lay members of Council, having identified suitable candidates.
2. To make recommendations to Council about the appointment or reappointment of lay and co-opted members of Council sub-committees in consultation with the chair of that committee.
3. To make recommendations to Council about the reappointment of Senate-appointed members (note: a separate process is in place for the appointment of Senate-appointed members).
4. To make recommendations to Council about the appointment of the Deputy Pro-Chancellors and chairs of Council sub-committees and joint Council/Senate sub-committees. (The Appointment Committee is responsible for the appointment or reappointment of the Pro-Chancellor.)
5. To review and monitor the skills, knowledge and experience requirements of Council and its sub-committees, and ensure appointment or reappointment recommendations are made to optimise the membership in this regard.
6. To review the diversity of Council and sub-committee membership in relation to the current membership and ensure recommendations for appointment or reappointment of members take into account the relevant governance codes and the University's aspirations and objectives in this regard.
7. To keep under review and make recommendations to Council about the optimal size of Council as part of considerations about membership requirements.
8. To be responsible for the person specifications and recruitment processes for the recruitment of lay Council and sub-committee members.
9. To make recommendations to Council about the person specifications and recruitment processes for senior Council members (i.e. the Pro-Chancellor, where this is not undertaken by the Appointment Committee, and Deputy Pro-Chancellors).
10. To keep under review and make recommendations where appropriate with regard to the effectiveness of the appraisal process for Council members.
11. To keep under review and make recommendations where appropriate with regard to the induction process for new members.

(Note: the term 'sub-committees' refers to both Council sub-committees and joint Council/Senate sub-committees.)

## **Committee Composition**

### *ex officio*

Pro-Chancellor (in the Chair)  
Vice-Chancellor (Vice-Chair)  
a Deputy Pro-Chancellor  
President of the Students' Union

### *appointed*

up to three lay members of the Council, appointed by the Council  
up to two academic members, appointed by the Senate

### *co-opted*

The Committee may co-opt members as and when necessary

### *in attendance*

Registrar, Secretary and Chief Operating Officer  
Head of Governance Services

## **Procedure**

There shall be a lay majority in the membership of the Committee.

The membership of the Nominations and Governance Committee shall include individuals with experience of serving on the University Council or other governing bodies from any sector; and who have an understanding of contemporary standards of governance in universities.

The Committee shall also be able to co-opt any other person, or persons, onto the Committee for the purpose of a particular appointment, should they believe that the quality of the appointments process would be better assured as a result of so doing.

In fulfilling its responsibilities, the Committee will:

- give due consideration to the skills, knowledge and experience required to enable the Council to undertake its role in setting the strategic direction of the University and advise on which attributes should be emphasised in forthcoming appointments, including with a view to succession planning;
- in order to identify suitable candidates for appointment, consult widely, using whatever other means it determines as appropriate;
- seek to ensure that the Council has a diverse and balanced membership;
- all other things being equal, give preference to Lancaster alumni.

The Standing Orders set out a standardised approach to committee procedural arrangements, including membership terms, quoracy and declaring interests. All members are encouraged to read the Standing Orders available on the [Governance website](#).

The Registrar, Secretary and Chief Operating Officer or nominee shall carry out due diligence on persons suggested for Council membership, and shall ensure that new members of Council are properly inducted, including briefings on internal University procedures and external governance guidance.

As per the University's Code of Practice on Freedom of Speech and Academic Freedom, all committees considering business that could affect compliance with free speech duties, in line with their delegated authority, are expected to have due regard for any impact on the University's duties to secure and promote the importance of freedom of speech and academic freedom. Any enquiries regarding this should be directed to the Director of Strategic Planning and Governance in the first instance.