



## **CONSTITUTION OF THE NOMINATIONS COMMITTEE OF THE BOARD OF GOVERNORS**

### **1. Committee Title**

The Committee shall be called the Nominations Committee<sup>1</sup>.

### **2. Membership**

The Committee membership shall comprise of:

#### **2.1. Ex Officio**

The Vice-Chair of the Board of Governors

The Chair of the Board of Governors

The Vice-Chancellor

#### **2.2. Appointed**

Four members appointed by all the Board of Governors from members of the Board of Governors, at least one of whom shall be a staff member, and at least one of whom shall be a Diocesan member.

#### **2.3. Co-opted Members**

The Chief Executive of the Diocese of Winchester is expected to be a member of the Nominations Committee. If the Diocesan Chief Executive is not a Governor, the Diocesan Chief Executive can be co-opted onto membership of the Committee, subject to approval by the Board of Governors.

#### **2.4. Terms of Office**

The four appointed members shall initially serve for three years. In considering the re-appointment of current members due regard shall be given to the need to ensure a proper rotation of members.

#### **2.5. Chair**

The Chair of the Committee shall be the Vice-Chair of the Board of Governors *ex-officio*.

#### **2.6. Secretary**

The Clerk to the Board of Governors shall act as Secretary to the Committee.

### **3. Terms of Reference**

Under delegated powers and within general policy laid down by the Board of Governors, the Nominations Committee shall:

- 3.1. Keep under review the skills, experience and knowledge required by the Board of Governors and available to it through its current membership, in order to support and develop the culture and behaviour within the institution, and the delivery of the University Strategic Plan.
- 3.2. Approve the arrangements for the recruitment, selection, induction, training, mentoring and appraisal of Governors.
- 3.3. Make recommendations to the Board of Governors for appointments and re-appointments to the Board of Governors, and its Committees, having regard to the skills, experience and aptitudes required of its membership and in line with the University's Equal Opportunities Policy.
- 3.4. Make recommendations to the Board of Governors regarding the arrangements for the selection and appointment of the Former Student Governor.
- 3.5. Make recommendations to the Board of Governors regarding arrangements for the selection and appointment of the Chair and the Vice-Chair of the Board of Governors and the Chairs of Board of Governors' Committees.
- 3.6. Make recommendations to the Board of Governors regarding arrangements for the selection, recruitment, and appointment of the Vice-Chancellor, members of the Senior Management Team, Dean of Spiritual Life, and any other Designated Officers.
- 3.7. Make recommendations to the Board of Governors regarding arrangements for the selection and appointment of the Chancellor of the University.
- 3.8. Satisfy itself that its recommended appointments meet the 'fit and proper' requirements in accordance with the Office for Students Conditions of Registration, specifically [para.IX of the Public Interest Governance Principles](#).
- 3.9. Ensure the arrangements for the recruitment of Governors are in line with the Seven Principles of Public Life.
- 3.10. Approve liaison arrangements with the Diocese of Winchester for the appointment of Diocesan Governors.
- 3.11. Where practicable conduct itself in accordance with the [CUC HE Code of Governance](#).

#### **4. Meetings**

The Committee shall meet as required but normally not less than three meetings per year. The time and place of meetings shall be arranged by the Clerk in consultation with the Chair of the Committee.

#### **5. Quorum**

There shall be a quorum when four members are present at a meeting.

#### **6. Agenda**

The agenda shall be circulated to members at least one week prior to meetings, except in the case of emergency meetings. Members shall be entitled to submit relevant agenda items to the Chair of inclusion in the agenda.

#### **7. Minutes**

Minutes shall be kept of the proceedings of all meetings of the Committee and the Committee Chair will present an update to the next meeting of the Board of Governors. Minutes are available to all Governors on request. Minutes will be made available upon request to non-Governors, subject to compliance with privacy regulations and consultation with the Committee Chair and the Data Protection team.

#### **8. Attendance of Advisers**

The Chair shall be entitled to invite to a meeting a person or persons to act in an advisory capacity.

#### **9. University Officers**

The Chair may call University Officers to attend to provide information or explanation in respect of matters under discussion. If a University Officer is required to attend, the request shall be directed through the Vice-Chancellor.

#### **10. Amendments to the Constitution**

Amendments to this Constitution may be proposed by the Committee and approved at a duly constituted meeting of the Board of Governors.

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<sup>i</sup> The Constitution was originally approved by resolution of the Board of Governors dated 24 November 2004. Subsequent amendments were made by the Nominations Committee on 21 September 2015, 19 September 2016, 19 June 2017 and 18 May 2020. These amendments were approved by the Board of Governors on 18 November 2015, 16 November 2016, 5 July 2017, 8 July 2020 and 7 July 2021..