

## **Nominations Committee**

### **Terms of Reference**

#### **1. Constitution**

1.1 Under Article 26 the Board of Governors has established a committee of the Board known as the Nominations Committee.

#### **2. Membership**

2.1 The Nominations Committee and its chair shall be appointed by the Board, from among its own members.

2.2 Membership shall consist of: at least 3 independent governors, one of whom shall be the Chair of the Board; and the Vice Chancellor.

2.3 A quorum shall consist of at least 2 independent governors.

2.4 The chair shall be an independent governor.

2.5 The committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

#### **3. Frequency of meetings**

3.1 Meetings shall be held as required.

#### **4. Authority**

4.1 The committee recommends potential independent governors to the Appointments Committee.

4.2 The committee is the appointing authority for LSBU appointees to subsidiary company boards as appropriate under the relevant company's articles.

## **5. Secretary**

5.1 The secretary to the Nominations Committee will be the Clerk to the Board or other appropriate person nominated by the Clerk.

## **6. Duties**

6.1 The duties of the committee shall be to:

- 6.1.1 identify Board vacancies as and when they arise and to make recommendations to the Appointments Committee for filling them;
- 6.1.2 give full consideration to succession planning for governors, taking into account the challenges and opportunities facing the University, and what skills and expertise are needed on the board in the future;
- 6.1.3 in the exercise of its functions, have due regard to the benefit of equality and diversity in the composition of the Board;
- 6.1.4 develop and keep under review the criteria for appointment as an independent governor;
- 6.1.5 evaluate the balance of skills, knowledge and experience required for a particular appointment;
- 6.1.6 seek the most suitable candidate, whether by open advertising, the use of external consultants, or personal recommendation;
- 6.1.7 consider the reappointment of each independent governor at the end of his or her specified term of office, having regard to that governor's performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required, and to recommend as appropriate to the Appointments Committee;
- 6.1.8 consider nominations for the post of Chair of the Board of Governors and to make recommendations to the Board of Governors;

- 6.1.9 consider and appoint potential non-executive directors for the University's subsidiary companies and to make recommendations to the Board of Governors.

## **7. Reporting Procedures**

- 7.1 The minutes (or a report) of meetings of the Nominations Committee will be circulated to all members of the Board.

*Approved by the Board of Governors on 18 July 2019*