SWANSEA UNIVERSITY

GOVERNANCE AND NOMINATIONS COMMITTEE
TERMS OF REFERENCE

1. *Reporting*

   The Governance and Nominations Committee reports to the Council.

2. *Occurrence*

   The Committee should meet at least four times a year. Special meetings may be called by the Chair of the Committee. The Committee shall use email circulation or telephone/video conferencing as appropriate to progress its business effectively. Meetings will be conducted in line with best practice as set out in the University's Regulations for the Conduct of Meetings approved by Council.

3. *Composition*

   The Committee membership consists of:
   - Pro-Chancellor and Chair of Council (Chair);
   - Pro-Chancellor;
   - The Vice-Chancellor;
   - Three lay members of Council;
   - One staff member appointed by Senate;
   - One staff member of Council;
   - President of Students' Union (or another student member of Council).

   Additional members with particular expertise may be co-opted via recommendation to Council via the Governance and Nominations Committee.

   Co-opted members are not members of Council, and therefore are not Trustees of the University. However, they are full members of the Committee on which they sit and make a pivotal contribution to the business of the committee.

   Co-opted members of Council sub-committees are independent, lay individuals, appointed to bring specialist advice and input to the business of the sub-committees. The purpose of the role-holders is to provide additional expert advice within the corporate governance framework of the University, without increasing the number of lay members on Council.

   Lay committee members should not have significant financial interests in the University.

   There should be 'due regard' to the provisions of the Equality Act 2010.

4. *Privileged Communications with Members and co-opted members of Council Committees and Sub-Committees*

Privilege allows individuals and entities to resist disclosure of confidential material in the context of legal advice, arbitration, litigation, and investigations. Privilege can apply to legal advice and litigation matters and includes discussions, decisions, instructions, and receipt of legal advice (written and oral). There are strict rules on when privilege applies, and privilege can be lost by circulating privileged material without adequate safeguards.

It is anticipated that it will be necessary for all Committee and Sub-Committee Members, during their term of office, to be party to privileged communications/information and they must act in accordance with the University Council's Code of Practice for Members and the Regulations for the Conduct of Meetings in such matters.

5. *Terms of Office*

Members shall be appointed for 4 years in the first instance, with the possibility of appointment for a second term of no more than 4 years.

6. *Attendance*

The Registrar and Chief Operating Officer and Secretary to Council should attend meetings.

At the discretion of the Chair other University officers, as may be appropriate, shall be invited to attend meetings.

7. *Quorum*

Five members of the Committee will form a quorum subject to at least three of whom being lay members of Council *(i.e. The Pro-Chancellor and Chair of Council, the Pro-Chancellor and/or Lay members of Council)*.

8. *Purpose*

The purpose of the Governance and Nominations Committee is to keep under review and advise Council on the University's governance arrangements, ensuring the University pursues good practice, and complies with external governance requirements.

9. *Terms of Reference*

The duties of the Committee shall be:

1. *University Governance arrangements*
   (i) To keep under review and advise Council on the University's corporate governance arrangements, including the conduct of Council business;
   (ii) To keep under review and make recommendations to Council on policies and processes relating to the Committee's role;
   (iii) To monitor developments in governance good practice and make recommendations to Council;

(iv) To monitor and receive assurance from the Vice-Chancellor about succession planning for key University roles.

2. *Membership of Council*
   (i) To keep under review the membership and profile of Council, ensuring it has the necessary balance of skills and experience to enable it to fulfil its responsibilities;
   (ii) To keep under review Council member succession planning;
   (iii) To oversee a systematic and transparent selection process for the appointment of members of Council;
   (iv) To make recommendations to Council for the appointment and re-appointment of members;
   (v) To oversee the processes for the selection of Lay Officers of the University and to make recommendations to Council for their appointment;
   (vi) To regularly review the role descriptions for the Lay Officers and Council members;
   (vii) To oversee and monitor the induction, mentoring, development and appraisal of Council members and committee chairs;
   (viii) To keep under review the deployment of Council members and their time commitments in respect of Council related activity;
   (ix) To monitor Council members' compliance with the Council Code of Conduct;
   (x) To review annually the Council Register of Interests and to ensure that potential conflicts of interest of Council members are published online;
   (xi) To be mindful of diversity characteristics in addition to gender balance in the membership.

3. *Committees*
   (i) To make recommendations to Council for the establishment and disestablishment of all committees of Council and to recommend to Council changes to the terms of reference of Council's committees;
   (ii) To review and make recommendations annually to Council for the membership of all committees of Council;
   (iii) To make recommendations to Council for the appointment of Chairs of all committees of Council;
   (iv) To make recommendations to Council for a role descriptor for chairs and members of committees.

4. *Governance documents*
   (i) To review and make recommendations to Council and, where appropriate, Senate on proposed changes to governance documents, including the Charter, Statutes, Ordinances, Statement of Primary Responsibilities of Council and Statement of Council's delegations.

5. *Other*
   (i) To approve on behalf of Council the naming of University buildings, rooms, open spaces and other facilities;
   (ii) To oversee Council's statutory obligations in respect of the University's Students' Union;

(iii) To oversee the constitutional arrangements of University subsidiary companies and the proper conduct of their business, and to recommend to Council the appointment of Council members to subsidiary and associated companies;
(iv) To consider any other matters referred to the Committee by Council.

6. Effectiveness Review

(i) To develop processes and make recommendations to Council, for the periodic review of Council's own effectiveness and that of its committees and the implementation of approved recommendations;
(ii) To review annually the effectiveness of the Committee against its terms of reference and propose any recommendations for change to Council.

7. Powers

(i) To act with authority delegated by Council;
(ii) To set up such task and finish groups as are necessary to expedite the Committee's business;

Last Review Date: September 2024
Next Review Date: September 2025
Approved by Council: 29 November 2021
Amendments approved by Council: 09 October 2023