



Swansea University
Prifysgol Abertawe

GOVERNANCE AND NOMINATIONS COMMITTEE

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.

3. Composition

The Committee membership consists of:

- Pro-Chancellor and Chair of Council (Chair);
- Pro-Chancellor;
- The Vice-Chancellor;
- Three lay members of Council;
- Two staff members appointed by Senate;
- President of Students' Union (or nominee);

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

Committee Members should not have significant interests in the University.

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

4. 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.

5. 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.

6. Quorum

One third of the membership of the Committee will form a quorum.

7. 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.

8. 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;

Approved by Council: 6 July 2020

Next Review Date: October 2021