

GOVERNANCE & NOMINATIONS COMMITTEE

Terms of Reference

1. Constitution and Purpose	
1.1	In accordance with <i>Statute 4: The Court</i> (paragraph 6), the Court has established the Governance and Nominations Committee (GNC).
1.2	The purpose of the Governance and Nominations Committee is to advise the Court on all matters relating to governance, the conduct and effectiveness of Court business, the appointments of independent lay members to the Court, the established standing committees of the Court and joint committees of the Court and the Senate, and the boards of the University's subsidiary bodies.
2 Remit	
The Court delegates authority to the Governance and Nominations Committee in relation to the following:	
2.1	Court and committee appointments
	<ul style="list-style-type: none"> a) to endorse, for Court approval, the membership of the Chair of Court Selection Committee; b) to agree the selection panel for the Deputy Chair of Court appointment and to endorse, for Court approval, the panel's recommendation regarding the appointment; c) to approve arrangements for the recruitment of independent lay members of the Court and its committees; d) to approve the appointment and renewal of co-opted lay members of the Court Committees, ensuring the appropriate skills mix; e) to endorse, for Court approval, the appointment and renewal of independent lay members of the Court and joint committees of the Court and the Senate, ensuring the appropriate skills mix; f) to make appropriate arrangements in relation to the role of the GNC as set out in <i>Ordinance E3: Graduates' Association</i>; g) to endorse and make recommendations to the Court in relation to the formal appointment of Court members in accordance with <i>Ordinance B13: Appointment of Staff Trade Union Members to the Court</i>. h) to endorse, for Court approval, recommendations on the appointment of Chair of each standing committee of the Court and any joint committee of the Court and the Senate; i) to make appropriate arrangements in relation to the role of the GNC as set out in <i>Ordinance B11: Removal from the Membership of the Court</i>; j) to monitor equality and diversity in relation to protected characteristics represented by members on the Court and Court Committees and provide an annual report on trends to the Court. The Committee shall take reasonable steps to achieve equality and diversity among the prospective new member appointments it recommends to the Court; and k) to ensure that the Committee and the Court operate within the terms of the currently agreed Court and Court Committee Membership Policy.

2.2 Senior University appointments

- a) **Chancellor and Pro-Chancellors:-** to endorse, for Court approval, recommendations on the duties and the responsibilities of the Chancellor of the University and the role of Pro-Chancellor of the University, to provide advice on the recruitment and selection processes and the person specifications, and to make recommendations in relation to Court appointments to the joint Committee of the Court and the Senate as described in *Ordinances G1: Appointment, Removal and Duties of the Chancellor* and *G2: Appointment, Removal and Duties of a Pro-Chancellor of the University*;
- b) **Vice-Chancellor:-** to endorse, for Court approval, recommendations on the duties and responsibilities of the Vice-Chancellor of the University, to provide advice on recruitment and selection processes and the person specification, and to make recommendations in relation to Court appointments to the joint Committee of the Court and the Senate as described in *Ordinance H1: Appointment and Appraisal of the Principal*;
- c) **Vice-Principal and Deputy Vice-Chancellor:-** to endorse, for Court approval, recommendations in relation to Court appointments to the joint Committee of the Court and the Senate as described in *Ordinance J1: Appointment of the Vice-Principal of the University*; and
- d) **Secretary:-** to endorse, for Court approval, recommendations on the Court-related duties and responsibilities of the University Secretary. The Committee shall provide advice on recruitment and selection processes and the person specification, and shall make recommendations in relation to Court appointments to the joint Committee of the Court and the Senate as described in *Ordinance K1: Appointment of the Secretary*.

2.3 Skills and succession planning

- a) to maintain a Skills Register for Court and Court Committee memberships and to consider the appropriate skills mix for the Court and its Committees, including joint committees of the Court and the Senate; and
- b) via three-yearly review of the *Policy on Court and Court Committee Membership*, to provide guidance on the Court induction process, training and development for governors.

2.4 Effectiveness

- a) to arrange, and oversee on behalf of the Court, regular reviews of the effectiveness of the Court and its standing committees;
- b) to endorse, for Court approval, arrangements for the five-yearly externally facilitated effectiveness reviews of the Court and the Senate;
- c) to receive reports on effectiveness reviews of the Senate; and
- d) to endorse, for Court approval, recommendations in relation to the above.

2.5 Committees

- a) to endorse, for Court approval, recommendations in relation to the composition and terms of reference of committees, sub-committees and boards established by the Court*; and
- b) to endorse, for Court approval, recommendations in relation to the composition and terms of reference of any joint committee of the Court and the Senate.

(*Note: routine updates to their terms of reference proposed by another Court committee may be presented directly by the committee to the Court for approval, unless the changes will impact on other committees' terms of reference.)

2.6 Subsidiary boards

- a) to review and make recommendations to the Court in relation to Articles of Association and other constitutional documents and the Shareholder Agreements established for subsidiary bodies of the University; and
- b) to consider and endorse the candidate selection process that has been undertaken for subsidiary body boards.

2.7 Compliance and good governance

- a) to endorse, for Court approval, recommended modifications to the Charter, Statutes and Ordinances;
- b) to endorse, for Court approval, recommendations on the Court Statement of Primary Responsibilities as and when there are changes to legislation or sector good practice;
- c) to oversee and provide assurance to the Court on the University's compliance with the Charities and Trustee Investment (Scotland) Act 2005, the Scottish Code of Good Higher Education Governance, the Higher Education Governance (Scotland) Act 2016 and any other key relevant pieces of legislation or codification which relate to statutory governance requirements or governance best practice;
- d) to endorse, for Court approval, recommendations in relation to policies directly affecting the operation and conduct of the Court and its membership (e.g. Court/Court Committee Membership Policy and Court Standing Orders);
- e) to review the delegated powers, as set out in *Ordinance B6: Delegation by the Court*, on a three-yearly basis, and to endorse recommendations for Court approval; and
- f) to undertake such other duties and responsibilities associated with governance of the University or a member of the Heriot-Watt Group as may be delegated to the Committee by the Court from time to time.

2.8 While the GNC has no delegated financial authority, any matters that the GNC deem to have associated financial implications will be referred to the relevant Committee with delegated financial authority.

3 Composition and Membership

3.1 The composition of the Committee shall include:

- a) the Chair of Court (as Chair)
- b) the Deputy Chair of Court
- c) at least three members who are members of the Court (to include the Chairs of the Finance Committee, the Audit & Risk Committee and the Staff Committee.)
- d) the Principal & Vice-Chancellor (who may nominate the Vice-Principal and Provost to attend in his place on occasions when the Principal will be absent from a meeting)

- e) one staff member of the Court (elected or nominated category)
- f) one student member of the Court.

3.2 Members are appointed to the Committee by the Court. The Committee's current membership is as follows:

Chair:

- a) Mr Bruce Pritchard, Chair of Court

Ex Officio members:

- b) Mr Mike Tumilty, Deputy Chair of Court and Chair of Audit & Risk Committee
- c) Mr Steve Heathcote, Chair, Finance Committee
- d) Ms Dorothy Wright, Chair, Staff Committee
- e) Professor Richard Williams, Principal & Vice-Chancellor *or* Professor Mark Biggs, Vice-Principal & Provost

Other members who are Court members:

- f) Mr Scott Anderson
- g) Mr Bruce Roberts

3.3 The term of office of Court members who are members of the Committee is concurrent with their term of office on the Court.

3.4 The maximum term of office for members appointed by the Court is nine years. The initial appointment will be for three years with eligibility to be considered for appointment for up to two further periods of up to three years while the member remains a member of the Court.

4 Equality, Diversity and Inclusion

4.1 The Committee will exercise its responsibility, as far as possible, to promote diversity of representation within its membership and the membership of any working group or committee established by the Committee. This will extend to committees for which the GNC endorses or approves appointments. The Committee will also act to promote equality of opportunity for all colleagues who are involved in carrying out the business of the Committee.

5 Quorum and Voting

5.1 The quorum is three members who are members of the Court.

5.2 The Chair of the Committee shall have a deliberative and casting vote.

5.3 Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.

6 Committee Chair

- 6.1 The Chair of the Committee shall be the Chair of Court.
- 6.2 In the absence of the Chair of the Committee, the Deputy Chair of Court shall chair the meeting. In the absence of both the Chair of Court and the Deputy Chair of Court, members shall elect from among the independent lay members of the Committee who are present at the meeting a person to act as Chair for the meeting or until such time as the Chair of the Committee arrives.
- 6.3 At times when the Committee is considering the appointment of the successor to the Chair, Chairing of the Committee shall pass to the Deputy Chair or, as per arrangements set out in 6.2, above, another independent lay member of the Committee.

7 Frequency of Meetings

- 7.1 The Committee will usually meet at least three times per academic year.
- 7.2 Additional meetings may be held in order to meet business requirements at the request of the Chair of the Committee.

8 Attendance at Meetings

- 8.1 The following officers are expected to be in attendance at meetings:
- a) The University Secretary;
 - b) The Global Director of Governance and Legal Services;
 - c) The Committee Clerk.
- 8.2 Other officers and members of the University community may be asked to attend when appropriate, with the agreement of the Chair.
- 8.3 The Committee will maintain a record of attendance at each of its meetings and will include this information in its reports to the Court.

9 a) Reserved Business

- 9.1 There may be occasions when the Committee's business is designated reserved (confidential).
- 9.2 The record of matters which the Chair and the Committee are satisfied should be dealt with on a reserved basis will be recorded separately.

9 b) Conflict of Interest

- 9.3 Where it is identified that a member of the Committee has a conflict of interest with respect to a given matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in

discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting.

9.4 All instances of identified conflicts of interest shall be recorded in the minutes.

10 Reporting Procedures

10.1 The Committee will submit reports to the Court based on the Committee's minutes. The Chair will approve the content of reports before release including the redaction of any information deemed necessary for reasons of confidentiality.

10.2 The Chair of the Committee will report to appropriate meetings of the Court on any matters which the Committee considers ought to be brought to the attention of the Court and on any matters requiring the approval of the Court.

10.3 Matters requiring the approval of the Court will be highlighted in the Committee's report.

10.4 The Committee's records (agenda, papers, minutes) are included in the University's Freedom of Information Publication Scheme. Information will be readily accessible on request to members of the public under the terms of the Freedom of Information (Scotland) Act (FOI(S)A) with the exception of information which is deemed to be covered by a specific exemption under the Act.

10.5 Minutes and reports of the Committee will denote those areas of reported business which are deemed to fall within the designation of information which is 'exempt' under the FOI(S)A.

11 Forward Planning

11.1 The Committee will maintain a forward agenda plan of its business.

11.2 The Committee will review its Terms of Reference and submit recommendations on these to the Court annually for approval.

11.3 The Committee will set its meeting dates two years in advance, aligned to the schedule of meetings of the Court, and will maintain an annual workload plan for the Committee.

Supporting Information

Groups feeding into the Governance & Nominations Committee	
None	
Effectiveness and lifespan	
Lifespan ongoing. Effectiveness reviewed five-yearly as part of the Court's review of its effectiveness.	
Actions that may be taken by the Committee	
The Governance and Nominations Committee may:	
<ul style="list-style-type: none"> • Note • Receive • Consider • Endorse 	<ul style="list-style-type: none"> • Approve • Recommend • Reject
Minuting style	
Traditional / formal minutes in accordance with internal University guidance.	
Resources	
Secretary	Ms Ruth Moir, University Secretary
Clerk	Ms Lisa Herlihy, Senior Governance Officer