# GOVERNANCE & NOMINATIONS COMMITTEE

## Terms of Reference

### 1. Constitution and Purpose

1.1 In accordance with *Statute 4: The Court* (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

a) to advise the Court on the position of Chair of Court and make appropriate arrangements and recommendations to the Court in relation to the authority delegated to the Committee which is described in *Ordinance B10: Appointment of the Chair of Court*;

b) to advise and make recommendations to the Court and make appropriate arrangements in relation to the election of the Deputy Chair of Court;

c) to advise and make recommendations to the Court and make appropriate arrangements in relation to publicity, recruitment and selection processes associated with independent lay members of the Court and members of committees of Court and joint committees of the Court and the Senate;

d) to seek candidates and make recommendations to the Court in relation to the independent lay membership of the Court as described in Paragraph 1 (a) ii of *Statute 4*, including terms of appointment and membership renewals;

e) to make appropriate arrangements in relation to the role of the GNC as set out in *Ordinance E3: Graduates’ Association*;

f) to endorse and make recommendations to the Court in relation to the formal appointment of Court members in the elected and nominated member categories;

g) to consider and make recommendations to the Court on the appointment of Chair of each standing committee of the Court and any joint committee of the Court and the Senate;

h) to make appropriate arrangements in relation to the role of the GNC as set out in *Ordinance B11: Removal from the Membership of the Court*;

i) to monitor equality and diversity in relation to protected characteristics represented by members on the Court and committees of Court 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

j) 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 advise and make recommendations to the Court 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 advise and make recommendations to the Court 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 make recommendations to the Court 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;

d) **Secretary**: to advise and make recommendations to the Court on the duties and the responsibilities of the University Secretary in so far as these relate to the Secretary’s Court duties and responsibilities. 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;

e) **Senior executive**: to maintain oversight of the appointment terms and succession planning arrangements in relation to the University’s senior executive team (as framed by the University Executive).

2.3 Skills and succession planning

a) to undertake evaluation of skills and experience, advise on and make recommendations to the Court on skills representation and succession planning arrangements for Court, committees of Court, and joint committees of the Court and the Senate;

b) to maintain a Skills Register for Court and Court Committee memberships; and

c) to devise the criteria for, advise on, and make recommendations to the Court on, support provided to Court and Court committee members (e.g. through induction, training and development, other knowledge gaining and engagement opportunities, and communications/information sharing).

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 oversee and advise the Court on 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 report findings and make recommendations to the Court in relation to the above.

2.5 Committees

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

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 receive reports of shortlisted candidates to be interviewed for vacancies arising on subsidiary body boards and consider and endorse the candidate selection process that has been undertaken.

2.7 Compliance and good governance

a) to oversee, provide assurance and make recommendations to the Court in relation to the University Charter and Statutes and compliance with these, and to make recommendations to the Court in relation to Ordinances, in particular where these relate to the powers and functions of the Court;
b) to review annually and make recommendations to the Court on the Court Statement of Primary Responsibilities;
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 oversee and make recommendations to the Court in relation to policies of direct reference to the operation and conduct of the Court and its membership (e.g. Ethical Business: Conflict of Interest Policy, Court/Court Committee Membership Policy and Court Standing Orders);
e) to review annually the delegated powers, as set out in Ordinance B6: Delegation by the Court, and to provide advice and make recommendations to the Court on delegated powers of the Court; 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.

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
e) the Vice-Principal and Provost
f) one staff member of the Court (elected or nominated category)
g) 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 Grant Innes, Chair of Court

Ex Officio members:
b) Ms M McNeill, Deputy Chair of Court
c) Mr G Watson, Chair, Finance Committee
d) Ms T Ashworth-Davies, Chair, Staff Committee
e) Ms J Stevenson, Chair, Audit & Risk Committee
f) Professor R A Williams, Principal & Vice-Chancellor
g) Professor Mark Biggs, Vice-Principal and Provost

Other members who are Court members:
h) VACANCY
i) Ms Emily Lucy King

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 and Diversity

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 or committee for which the GNC is responsible for making appointment recommendations to the Court. 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.

<table>
<thead>
<tr>
<th>6</th>
<th>Committee Chair</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.1</td>
<td>The Chair of the Committee shall be the Chair of Court.</td>
</tr>
<tr>
<td>6.2</td>
<td>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.</td>
</tr>
<tr>
<td>6.3</td>
<td>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.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>7</th>
<th>Frequency of Meetings</th>
</tr>
</thead>
<tbody>
<tr>
<td>7.1</td>
<td>The Committee will usually meet at least three times per academic year.</td>
</tr>
<tr>
<td>7.2</td>
<td>Additional meetings may be held in order to meet business requirements at the request of the Chair of the Committee.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>8</th>
<th>Attendance at Meetings</th>
</tr>
</thead>
<tbody>
<tr>
<td>8.1</td>
<td>The following officers are expected to be in attendance at meetings:</td>
</tr>
<tr>
<td></td>
<td>a) The University Secretary;</td>
</tr>
<tr>
<td></td>
<td>b) The Director of Governance and Legal Services;</td>
</tr>
<tr>
<td></td>
<td>c) The Committee Clerk.</td>
</tr>
<tr>
<td>8.2</td>
<td>The Committee will maintain a record of attendance at each of its meetings and will include this information in its annual report to the Court.</td>
</tr>
<tr>
<td>8.3</td>
<td>A member participating in a meeting remotely by way of video or audio conferencing or other means which enables that member to communicate with each of the other members simultaneously shall be accounted for as being present and shall be included in the quorum.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>9 a)</th>
<th>Reserved Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>9.1</td>
<td>There may be occasions when the Committee’s business is designated reserved (confidential).</td>
</tr>
</tbody>
</table>
9.2 The record of matters with which the Chair and the Committee are satisfied should be dealt with on a reserved basis and 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:

- Note
- Receive
- Consider
- Endorse
- Approve
- Recommend
- Reject

Minuting style

Traditional / formal minutes in accordance with internal University guidance.

Resources

Secretary Ms Ruth Moir, University Secretary

Clerk Ms Lorna Kirkwood-Smith, Head of Corporate Governance