Constitution and Nominations Committee: Terms of Reference 2022/23

1) COMMITTEE OBJECTIVES AND OUTCOMES

Constitution and Nominations Committee’s primary objectives are to ensure that the University’s constitutional and corporate governance framework is effective. A second strand of the Committee’s work is recommending for Council approval, nominations for honorary degrees and other non-academic honorary awards of the University.

A key outcome of the Committee’s work is to engender confidence on behalf of Council and the Court, to the wider University community, stakeholders and external regulatory and membership bodies (including the Office for Students (OfS) and the Committee of University Chairs (CUC)) that transparent, accountable and responsible constitutional and nominations arrangements exist.

2) COMMITTEE REMIT

The remit of the Committee under the following core, agenda-aligned headings, is:

2a) Strategic Development, Planning, Performance Monitoring and Resourcing items for consideration and/or decision

i. To advise Council on an effective nominations framework and succession and recruitment strategy in relation to the Chair of Council and all independent/external role-holders on Council and Court;

ii. To ensure that Equality, Diversion and Inclusion (EDI) considerations are explicitly designed into recruitment specifications, to ensure the make-up of Council and its committees model and represent the actual and desired diversity of the student and staff body;

iii. To recommend for Council approval new independent/external appointments and re-appointments to Council and its committees (including co-opted committee members who are not Council members), and the Court;

iv. To recommend for Council approval proposed Council committee membership changes in liaison with the Committee Chairs, as well as other University and related bodies to which independent/external Council and committee co-opted members are appointed;

v. To recommend for Council approval the award of Honorary Degrees and additional non-academic honorary awards by the University;

vi. To oversee current and future skills development needs and the balance of these amongst Council and its committee members, and monitor skills and experience profiles to inform recruitment strategy;

vii. To oversee succession planning, and the search and recruitment governance and (re)appointment for the University Chancellor to recommend to Council for appointment by the Court;

viii. To periodically consider how best to maximise the contributions of honorary degree recipients to champion and advance the interests of University;

ix. To ensure the corporate and specific risk factors associated with the Committee’s membership and nonacademic honorary awards nominations and governance portfolio are understood, assessed and managed, from ensuring that corporate risk monitoring features in the terms of reference of Council and its committees, through to reputational implications for the University.¹

¹ See Section 4.10 of the Risk Management Policy and Framework.
2b) Policy and Regulatory Matters

i To consider and recommend for Council approval, material changes to the University’s corporate governance and constitutional arrangements, including in relation to amendments to the Charter and Statutes of the University, for onward Privy Council approval;

ii To consider and recommend for Council approval, material changes to corporate governance and constitutional regulation and policy arising from internal or external effectiveness reviews and other evaluations;

iii To advise Council on compliance with internal and external corporate governance policy and regulation, including that of the Office for Students (OfS) and its ‘public interest governance principles’, and to ensure that Council’s own size, composition, diversity, skills mix, terms of offices is appropriate and its members are ‘fit and proper’;

iv To consider and recommend for Council approval changes to the Students’ Unions Code of Practice and related constitutional matters;

v To comply with the University’s Policy on non-academic honorary degrees and fellowships, and seek Council approval for any amendments or variations to it.

3) COMMITTEE AUTHORITY

Constitution and Nominations Committee is not usually empowered to take decisions on behalf of Council, given its principal role is monitoring and recommendatory to Council in relation to the matters within its remit.

4) REPORTING AND FREQUENCY OF MEETINGS

Reporting to Council: Constitution and Nominations Committee is a committee of Council and reports directly to it:

- **Frequently:** through summaries of the minutes and other reports arising from each of its meetings to the next Council meeting, and specific membership recommendations regarding Council and its committees on an ad hoc basis.
- **Annually:** through honorary degree and Court (re)appointment or non-renewal recommendations.
- **Periodically** via other policies, reports and membership proposals which it recommends for Council approval within the business cycle and its terms of reference.

Reporting to the Committee

Constitution and Nominations Committee has no sub-committees reporting into it, but may convene task and finish and other groups to discharge time-limited activities (e.g, Search Committee for University Chancellor). The Committee advises and provides and seeks assurance from other Council committees in relation to its remit.

**Meeting frequency:** a minimum of three times per year, with decisions also being able to transacted and recorded by written resolution or, where necessary, Chair’s Action.

**Meeting Modes:** physical or virtual convening of members and attendees, or meetings which simultaneous enable both modes.
5) **CONSTITUTION AND MEMBERSHIP**

Core Committee
Denise Jagger (Chair) (Chair of Council and Pro-Chancellor) *Ex Officio*
Professor Charlie Jeffery (Vice-Chancellor and President) *Ex officio*
Professor Saul Tendler (Deputy Vice-Chancellor and Provost) *Ex officio*
Mr Philip Carpenter (Pro Chancellor and Chair of Remuneration Committee) *Ex officio*
Mr Chris Thompson (Pro-Chancellor, Treasurer and Chair of Finance Committee) *Ex officio*
Mr David Watson (Chair, Audit and Risk Committee) *Ex officio*
YUSU President
GSA President

All of the above *plus* the following members for the meeting(s) which address the Honorary Associations aspect of the remit:

3 members of academic staff (one from each Faculty) appointed by the Senate:
- Professor Ian Hamilton, Department of Health Sciences (until 31 July 2025)
- Professor Richard Ogden, Director, Humanities Research Centre (until 31 July 2025)
- **VACANCY (Social Sciences)**

In attendance
Director of External Relations, Ms Joan Concannon
University Secretary, Dr Adam Dawkins
Secretary to the Committee: Senior Governance and Assurance Officer, Dr Philip Evans