

## **TERMS OF REFERENCE OF THE GOVERNANCE AND SEARCH COMMITTEE**

### **Constitution**

**Ex-officio members:** The Deputy Chair of the Board of Governors (as Chair), the Chair of the Board of Governors and the Vice-Chancellor & President.

**Appointed members:** two independent members of the Board of Governors including the Senior Independent Governor

One member appointed from among the co-opted staff members of the Board of Governors

**In attendance:** the University Secretary and the University Governance Officer

**Total Membership: 6**

**Quorum: 50%**

### **Terms of Reference**

Subject to any direction that may be given by the Board of Governors, and subject to the requirements of the Instrument and Articles, the Governance Committee shall have the following responsibilities:

#### **1. Board Members**

To consider, with appropriate recommendation to the Board of Governors, all matters concerning the accountability of Board members, including the proper discharge of responsibilities, safeguards in respect of conflicts of interest and the role of members in relation to managers and staff;

#### **2. Best Practice in Governance**

To consider and recommend to the Board of Governors the adoption of any changes in practice which derive from the reports of bodies such as the Committee on Standards in Public Life, the National Audit Office, the Public Accounts Committee, the Committee of University Chairs, Universities UK and the Office for Students;

#### **3. Legal Instruments**

To recommend to the Board of Governors such changes as may be needed from time to time to the Instrument and Articles of Government and to University Bye-Laws;

#### **4. Membership of the Board, Standing Committees and the Chancellor**

To make recommendations to the Board of Governors concerning the appointment of the Chancellor and the recruitment of independent members and determining the holders of senior posts;

#### **5. Governance reviews**

To consider and make arrangements for regular reviews of the University's systems of governance;

## **6. Senior appointments**

To consider and make recommendations on plans for succession and appointment of the Vice-Chancellor and President and other 'holders of senior posts' as designated in the Instrument and Articles of Government and as determined by resolution of the Board of Governors;

## **7. Monitoring Arrangements**

To ensure the effective management of conflicts of interest and of 'fit and proper persons' tests to the Board of Governors and University Executive Board positions;

### **Chair's action between meetings**

The following categories of business may be conducted by the Chair of the Board of Governors, Academic Board or any of their subcommittees and panels, by chairs of boards of directors of subsidiary companies. Chairs should use reasonable endeavours to contact all other members before taking Chair's action.

The first three delegations are minuted in advance and then reported back at the next meeting of the board or committee.

The fourth to sixth delegation are requested in writing by officers between meetings, supported by background information and then reported back at the next meeting of the board or committee

The relevant board or committee will monitor the use made of Chair's action.

- a. Business which is unfinished at a board or committee meeting for lack of information but on which a clear steer is given to guide the decision when the information becomes available;
- b. Business which is approved at a board or committee subject to certain conditions to be met by the management or other parties and signed off by the chair;
- c. Business involving signature/s to the detailed formal paperwork associated with a prior decision of a board or committee such as the sale of a building;
- d. The signing of routine contracts that commit UEL, or a subsidiary company or UELSU, above a certain level of expenditure;
- e. Routine decisions on senior postholders (Chair of the Board/Remuneration Committee only);
- f. Urgent business between meetings, canvassing the support of other board and committee members as far as possible by phone or email. Such decisions should not involve changes of policy of the board or committee and should only be taken where there is material risk to UEL, or a subsidiary company or UELSU.