

## CHAIRS' COMMITTEE TERMS OF REFERENCE FROM 1 AUGUST 2018

### Background

1. In June 2018 Council agreed that Chairs' Committee would be set up to ensure coordination of the activities of Council sub-committees. This Committee will also carry out the functions of Nominations Committee.

### Guidance

2. The CUC Code of Governance <https://www.universitychairs.ac.uk/wp-content/uploads/2018/06/HE-Code-of-Governance-Updated-2018.pdf> sets out the following requirements regarding Nominations Committees:
  - a) The governing body must establish a Nominations Committee (or similar) to advise it on the appointment of new members and the terms of existing members as well as the perceived skills balance required on the governing body. Normally final decisions on appointments are taken by the governing body. *The University is compliant with this.*
  - b) The governing body will need to ensure suitable arrangements exist for the continuation of business in the absence of the Chair. In some cases arrangements for a Deputy Chair are codified within institutions governing instruments; where they are not, the Nominations Committee can advise the governing body on what arrangements should be. *The University is compliant with this, we need to agree a role description for the new Vice-Chair which will include deputising for the Chair in her absence.*
  - c) The governing body must also routinely reflect on its own composition and consider taking steps to ensure that it reflects societal norms and values. *The University is compliant with this, Nominations Committee receives an annual report on the E&D statistics for the governing body.*
3. The CUC also issued an illustrative practice note in November 2017 with the following best practice guidance:
  - a) A Nominations Committee should typically number anywhere between four and 12, always with a lay majority. It should be chaired by a lay member of the governing body (often the Chair) and populated with other lay members. The head of the institution is always almost a full member, and typically the University Secretary would be in attendance. *The University is compliant with this.*
  - b) A number of higher education institutions (HEIs) have chosen to use their Nominations Committee to encompass wider governance matters. This would typically give it a broader remit which would consider the membership of committees, their role and structure, wider development for governors and other features of corporate setup.
  - c) It is also important that the Nominations Committee considers any equality and diversity targets the institution has set itself when developing both the skills matrix and the specific approach to be used in filling posts. *The University is compliant with this, the Committee will receive an annual report on EDI statistics.*

- d) The Nominations Committee is expected to own and maintain a skills matrix which captures the key strengths of individual members and the requirements of the governing body or committee. This is perhaps best generated as a part or consequence of an effectiveness review. *The Committee reviewed a skills matrix in January 2018 and an effectiveness review is planned for 2018/19 which will include an assessment of current skills on Council.*
- e) Nominations Committees usually review the results of their skills matrices holistically, and consider how they inform individual and collective governor induction, training and development, and appraisal and review. *The University is compliant with this.*
- f) The scheduling of meetings needs to be coordinated with that of the governing body so that their business can proceed in a timely fashion and be ratified or agreed by the governing body. *The University is compliant with this.*
- g) The institution will need to ensure that a process is in place to allow members of the governing body and sub-committees to declare any conflicts of interest or wider business interests. Institutions often ask the Nominations Committee to have oversight of this process. *The University is compliant with this, the Committee will reviews Council declarations on an annual basis.*
- h) It is standard and accepted practice that conflict of interest registers are published, usually online, and updated on annual basis (or when a major change arises for an individual member). *This information will be published on our website from 2018/19.*
- i) While the governing body will be routinely informed on issues relating to equality and diversity, much of the more detailed scrutiny will be undertaken by the Nominations Committee. As well as regular items considering the detailed performance of the institution regarding equality and diversity matters, the Nominations Committee should always be mindful of ensuring this is central to their deliberations, particularly in relation to recruitment. *The University is compliant with this.*
- j) Particularly where a Nominations Committee is also responsible for governance within its terms of reference, they would also consider training and development opportunities for the governing body, individual governors and members of sub-committees. In part, this may well be informed by the skills matrix, but also by horizon-scanning to consider topical or new responsibilities that are being placed on the governing body and would therefore lend themselves as topics for training or briefing. Some institutions have in place formal appraisal schemes for governing body members, while others rely on annual informal discussions with the Chair on progress and future contributions to the work of the governing body. Nominations Committees can be useful places where all of this is brought together to establish a consolidated development programme. *The University is compliant with this, Chairs' Committee will advise the Chair on these matters.*
- k) The governing body will also wish to routinely assess their own effectiveness, since the Code says governing bodies must conduct a regular, full and robust review of their effectiveness and that of their committees every four years. While ultimately the responsibility of the governing body, some of the detailed work is often delegated to the Nominations Committee, particularly in those committees that have explicitly

widened their terms of reference to consider governance and nominations. *The University is compliant with this.*

- l) Central to all business for the Nominations Committee needs to be attention to transparency.....Transparency will normally extend to the publishing of the minutes of Nominations Committee meetings, including (where possible) the rationale and objective of any decisions taken. The commitment to transparency also covers the actions they are overseeing, particularly in relation to recruitment. *From 2018/19 minutes of Council and its sub-committees (redacted where appropriate) will be published on the University's website.*

Rowena Rowley  
Head of Governance Services  
19 July 2018

Appendix 1: Draft ToR for Chairs' Committee

## **Chairs' Committee**

### **Key Role**

To coordinate the activities of all Council sub-committees and to fulfil the functions of a Nominations Committee, as required by the CUC Code of Governance.

### **Terms of Reference**

- (a) To coordinate the activities of all Council subcommittees to ensure a smooth flow of information and a joined up approach to any issues requiring Council oversight.
- (b) To provide an early sounding board for both the Executive and individual sub-committees as policies are developed for presentation to Council.
- (c) to recommend the appointment of independent members of Council to Council for approval and to advise the Chair on the allocation of independent members of Council to Committees or Task Groups.
- (d) led by the Vice Chair, to advise the Chair on:
  - i. individual performance and effectiveness reviews of all members of Council;
  - ii. appraisal, training and development programmes for Council members (individually or collectively)
  - iii. to monitor the induction of new Council members including the continuation of the buddy scheme.
- (e) to maintain and monitor:
  - i. skills matrices for Council and its committees to enable the recommendation of appointments to Council.
  - ii. the composition of Council and its sub-committees from an equalities and diversity perspective
  - iii. the implementation of recommendations following Council or committee effectiveness reviews.
- (f) to review and recommend any changes to the Council Code of Conduct.
- (g) to appoint members of the University to serve on relevant bodies outside the University.
- (h) to appoint members to Court (Sussex Annual Forum) in accordance with the Regulations for Court as required.

### **Composition**

#### *Membership*

- Chair of Council (Chair)
- Vice-Chair
- Chair of Strategic Performance and Resources Committee
- Chair of Audit and Risk Committee

- Chair of Remuneration Committee (A and B)
- Chair of Student Experience Committee
- Chair of Capital Programmes Committee
- Vice-Chancellor

*In attendance*

Chief Operating Officer, Deputy Vice-Chancellor

Deputising for members is not permitted without explicit agreement of the Chair.  
The Committee cannot further delegate its responsibilities as set out above.

**Committee Management**

*Secretary*

Head of Governance Services

*Quorum*

Four members for the purposes of any decisions (to include one of Chair and Vice-Chair, Vice-Chancellor (or Deputy Vice-Chancellor) and two further members)

*Frequency of meetings*

Three times per year and otherwise at request of the Chair

**Reports to**

Council