



UK | DUBAI | MALAYSIA

Governance and 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 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 endorse, for Court approval, the appointment of elected and nominated staff members of the Court to the Court Committees;
- g) to make appropriate arrangements in relation to the role of the GNC as set out in *Ordinance E3: Graduates' Association*;
- h) to endorse and make recommendations to the Court in relation to the formal appointment of Court members in accordance with *Ordinance B13: Appointment of Staff Trade Union Members to the Court*;
- i) to endorse, for Court approval, the appointment of the Chair of each standing committee of the Court and any joint committee of the Court and the Senate;
- j) 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*;
- k) 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
- l) 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 responsibilities of the Chancellor and Pro-Chancellors 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 members 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 joint committees of the Court and the Senate*.

(*Note: routine updates to their terms of reference proposed by the committees 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, as well as 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, recommendations on the Court Statement of Primary Responsibilities as and when there are changes to legislation or sector good practice;
- b) 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;
- c) 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 and Court Committee Membership Policy and Court Standing Orders);
- d) 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
- e) 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 Committee shall comprise:

- a) The Chair of the Committee (who will be the Chair of Court *ex officio*)
Mr Bruce Pritchard
- b) The Deputy Chair of Court *ex officio*
Mr Mike Tumilty
- c) The Chair of the Audit and Risk Committee *ex officio*
Mr Mike Tumilty
- d) The Chair of the Finance Committee *ex officio*
Mr Steve Heathcote
- e) The Chair of the Global People and Culture Committee *ex officio*
Ms Dorothy Wright
- f) The Principal and Vice-Chancellor *ex officio* (who may nominate the Vice-Principal to attend when the Principal will be absent from a meeting)
Professor Richard Williams *or* Professor Steve McLaughlin
- g) The Student Union President *ex officio*
Mr Cameron Fields
- h) A staff member of the Court *appointed by the Court*
Mr Bruce Roberts

3.2 The term of office of Court members who are members of the Committee is concurrent with their term of office on the Court. Membership terms for Court members are set out in Statute 4: *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. 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

- 5.1 The quorum necessary to transact business is three members who are members of the Court.
- 5.2 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. 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 usually meets at least twice a year. A third meeting may be held in June each year if the Chair deems that there is business need.
- 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. Reserved Business

- 9.1 There may be occasions when the Committee's business is designated reserved and/or commercially sensitive. On such occasions, with the approval of the Chair, any persons in attendance may be asked to withdraw from the meeting during consideration of a particular reserved item of business.
- 9.2 The record of matters which the Chair and the Committee are satisfied should be dealt with on a reserved basis will be identified within the minutes.

10. Conflict of Interest

- 10.1 Where it is identified that a member of the Committee has a conflict of interest with respect to a 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.
- 10.2 All instances of identified conflicts of interest shall be recorded in the minutes.

11. Reporting Procedures

- 11.1 The Committee will submit regular reports to the Court based on the Committee's minutes. The Chair will approve the content of reports before release.
- 11.2 The Chair will report to 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. These matters will be highlighted in the Committee's report.
- 11.3 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. 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.

12. Forward Planning

- 12.1 The Committee will maintain a forward agenda plan of its business.
- 12.2 The Committee will review its Terms of Reference and submit recommendations on these to the Court annually for approval.
- 12.3 The Committee will set its meeting dates two years in advance, aligned to the schedule of meetings of the Court.

13. Supporting Information

- 13.1 **Groups feeding into the Committee**
None

Effectiveness and lifespan

- 13.2 Lifespan ongoing. Effectiveness reviewed five-yearly as part of the Court's review of its effectiveness.
- The Court and its committees will regularly monitor their own effectiveness and the performance of the institution against its planned strategies and operational targets.

Actions that may be taken by the Committee

- 13.3
- Note; Receive; Consider; Endorse; Approve; Recommend; Reject

Minuting style

- 13.4 Traditional/formal minutes in accordance with internal University guidance.

<u>Resources</u>		
13.5	Secretary	Ms Ruth Moir, University Secretary
	Clerk	Ms Lisa Herlihy, Senior Governance Officer

Version	Amendments	Approved by
V1	Ensuring that the Committee's role (e.g. endorse for Court approval) was clear, and ensuring alignment with the recently approved <i>Policy on Court and Court Committee Membership</i>	The Court, 7 December 2023
V2	Minor amendments to reflect current practice and improve clarity	The Court, 5 December 2024
V3	Removing duplication of effort between different committees by removing the GNC's role in relation to the Charter, Statutes, Ordinances and ORC Terms of Reference.	The Court, 26 March 2026