

Governance and Nominations Committee

(Ordinance Appendix B, 1 August 2019)



Terms of Reference

1. Authority

The Committee has responsibility for the effective operation of Council and its committees and for oversight of Council's performance. This includes:

- 1.1 Considering and recommending for Council's approval changes to the College Charter, Statutes, Ordinances, Council meeting processes, standing committee structure and committee terms of reference.
- 1.2 Oversight of member induction and on-going education processes
- 1.3 Development and implementation of Council policies (such as the Conflict of Interest Policy)
- 1.4 Development of programs and agendas for Away Days, special briefings and breakfast briefings
- 1.5 Development and implementation of performance assessment and review processes for Council
- 1.6 Oversight of compliance with members' obligations as charity Trustees
- 1.7 Developing and operating transparent and effective processes for the identification, selection and recommendation to the Council of appropriate candidates for appointment to membership of the Council and Council's Standing Committees
- 1.8 Keep under review the Register of Interests in accordance with Ordinances B5.2 and B8.7, ensuring that the Register is adequate, publicly accessible and properly administered
- 1.9 Keep under review the leadership needs of the College, with a view to ensuring the continued ability of the College to compete effectively in the marketplace
- 1.10 Recommend to Council the processes for selection of the Principal & President.

2. Duties

- 2.1 In carrying out its responsibilities related to Council and committee nominations, the Committee shall:
 - 2.1.1 Subject to the provisions of the College's Charter, Statutes and Ordinances, regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Council and make recommendations to the Council with regard to any changes.

- 2.1.2 Give full consideration to succession planning for Council membership and leadership, taking into account the challenges and opportunities facing the College, and what skills and expertise are therefore needed on the Council in the future.
- 2.1.3 With due regard to the Council-approved statements on the *Role of Council, Responsibilities of Members and Criteria for Membership*, and in accordance with the *Processes for Identifying and Appointing Members of Council and Committees*, nominate for the approval of the Council, candidates to fill Council and Standing Committee vacancies as and when they arise.
- 2.1.4 Regularly review the time required from Independent members of the Council. Members' contribution to the Council in terms of time spent to fulfil their duties should be assessed, taking into account that members are not remunerated and their contributions to the Council and the College extend beyond attendance at formal meetings of the Council.
- 2.1.5 Ensure that on appointment to the Council, members of the Council receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment and attendance at Council meetings, committee service and involvement outside Council meetings.

2.2 The Committee shall also make recommendations to the Council concerning:

- 4.1.1 Formulating plans for succession for the key Council roles of Chair of the Council, Vice-Chair of Council and Chairs of the Council's standing committees.
- 4.1.2 The re-appointment of any independent member at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Council in the light of the knowledge, skills and experience required.
- 4.1.3 Any matters relating to the continuation in office of any member at any time including the suspension or termination of a member's service subject to the provisions of the College's Charter, Statutes and Ordinances, and the law.

3. Composition

- 3.1 All members of the Committee must be serving members of the Council and shall be appointed by the Council on the recommendation of the Governance and Nominations Committee.
- 3.2 The membership will include: the Chair of Council; at least five independent members of the Council, one of whom shall be the Chair of the Committee; a staff member; and a student.
- 3.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 3.4 All Members (other than the Chair of Council) shall normally serve a maximum of two consecutive three-year terms, with the possibility of extension for a further single three-year term (up to a maximum of nine years) in exceptional circumstances.

3.5 The College Secretary or his/her designate shall act as Secretary to the Governance and Nominations Committee.

4. Frequency of Meetings

The Committee will normally meet three times per year and as necessary to consider proposals for Council appointments and other matters within the scope of its terms of reference.

5. Reporting Procedures

A report of each meeting of the Committee will be circulated to all members of College Council.