

# **GOVERNANCE AND NOMINATIONS COMMITTEE**

*CONSTITUTION – 05.03.2024*

---

## **Purpose**

The Governance and Nominations Committee is responsible for recommending to the Council the appointment of external co-opted members to the Council and the Council's Committees. It also makes recommendations to the Council for the appointment of Council members to committees of the Council and to other committees of the University. It monitors the effectiveness of Council membership and advises the Council on matters relating to the role of Council members. It is also responsible to the Council for assuring the effectiveness of the Council's governance arrangements.

## **Terms of Reference**

### **Membership**

1. To recommend the appointment or re-appointment of external co-opted members of the Council, including recommendations on periods of office in accordance with Council Standing Orders.
2. To approve the appointment of Council members to committees of the Council and to other committees of the University, including University Officer and senior staff appointment committees where Council members are to be appointed.
3. To recommend the appointment of externally co-opted members of Council committees where appropriate, after discussion with the relevant Committee Chair.
4. To advise on, monitor and review the processes for appointment and election to the Council, including succession planning processes, ensuring that they match or exceed best practice in the sector for openness, transparency, diversity and equality standards.
5. To maintain role specifications for chairs and members.
6. To conduct an annual review of the Council members' Register of Interests, and to agree its publication on the OU website.

### **Balance and Diversity**

7. To review and assess the composition of the Council, and its committees taking into consideration the balance of knowledge, experience and skills required, diversity and other factors relevant to its effectiveness, and to advise the Council accordingly.
8. To monitor and review the Council members' skills register as an active tool which supports the best use of the skills, expertise and contribution of all Council members.
9. To conduct an annual review of the Council Diversity Policy, to assess its effectiveness and the continuing relevance of the objectives, and to recommend any revisions that may be required.

### **Induction and Development**

10. To develop, monitor and review the processes for induction and development in relation to members of the Council and its committees, including the activities run alongside Council meetings.

## **Performance**

11. To monitor and review the contribution and performance of Council members and chairs of Council committees, and report the outcomes of the assessment of their effectiveness to the Council.

## **Governance**

12. To develop, monitor and review the effectiveness of business handling at meetings of the Council.
13. To develop, monitor and review the University's integrated governance assurance model comprising Council's Statement of Role and Primary responsibilities, Standing Orders and Schedule of Delegation, and make recommendations to the Council as required.
14. To review arrangements for and reports on annual reviews of Council's effectiveness; and to recommend to the Council arrangements for major reviews of Council governance.
15. To approve amendments to constitutions of Council committees (amendments to GNC's own constitution must be recommended to the Council for approval).
16. To review external developments in Higher Education Governance, including the relevant codes of governance, and make recommendations to the Council as required.

## **Membership**

1. The Chair of the Committee shall be the Chair of the Council, Pro-Chancellor, *ex officio*.
2. Vice-Chair Council, *ex officio*
3. Vice-Chancellor, *ex officio*.
4. Three external co-opted members of Council appointed by the Council.
5. Two members from the staff categories of Council membership appointed by the Council
6. One member from the student categories of Council membership appointed by the Council.

## **In attendance**

The University Secretary

The Head of Governance

Secretary: Member of the Governance Team

## **Mode of Operation**

1. The Committee, which is a committee of the Council, should meet at least twice a year, more often if required and as appropriate at other times specified
2. The Committee shall be quorate if five members, of whom at least three are from categories 1, 2 and 4, are present.
3. The Committee will report to the Council after each meeting (via minutes of the meeting)
4. The Chair will have the discretion to establish short-life working groups as required.

## GOVERNANCE AND NOMINATIONS COMMITTEE

### MEMBERSHIP LIST – UPDATED 17.09.2025

---

1. The Chair of the Committee shall be the Chair of the Council, Pro-Chancellor, *ex officio*.  
Malcolm Sweeting
2. Vice-Chair Council, *ex officio*  
Professor Dame Julia Goodfellow CBE, DBE to 31.07.2026
3. Vice-Chancellor, *ex officio*  
Professor David Phoenix
4. Three external co-opted members of Council appointed by the Council.  
Ceri Doyle to 31.07.2028  
Liz Bromley to 31.07.2028  
Kerry Anthony to 31.07.2028
5. Two members from the staff categories of Council membership appointed by the Council.  
Sas Amoah to 31.07.2029  
Gary Elliott-Cirigottis to 31.07.2029
6. One member from the student categories of Council membership appointed by the Council.  
Natalie Baker to 31.07.2026

#### **In attendance**

The University Secretary

The Head of Governance Team

Secretary      Becky Sexton

---