

Governance and Nominations Committee

Constitution and Terms of Reference 2025-26

The Board of Governors and its committees will conduct their business in a way that is consistent with, and reflects and promotes, the University's Equality, Diversity and Human Rights Policy.

1. Purpose

To advise the Board of Governors on the operation and effectiveness of governance arrangements and to oversee the appointment of Governors and members of Board of Governors' committees.

2. Constitution and membership

| | | Expiration of office (years served on expiration) |
|---|---------------------------|---|
| Chair of the Board of Governors | Julia Unwin DBE | 31/07/2026 (6) |
| Deputy Chair of the Board of Governors, | Neil Braithwaite | 31/07/2027 (6) |
| Vice Chancellor | Professor Karen Bryan OBE | Ex officio |
| Chair of Audit Committee | Jennifer Adams | 31/07/2027 (6) |
| Chair of Foundation Committee | Rt Revd Richard Frith | 31/07/2027 (6) |
| Chair of People Committee | Alison Davies | 31/07/2028 (6) |
| Staff member appointed by Academic Board | Penni Robson | 31/07/2026 (3) |
| Student Governor | Ann-Marie Mafura | Ex officio |
| <i>In attendance:</i> | | |
| University Secretary and Registrar (Executive Officer) | Kathryn Kendon | |
| Head of Governance and Compliance | Mia Bryden | |
| Minuting Secretary | Christopher Howell | |

3. Terms of Reference

3.1 To consider and advise the Board of Governors on:

- Changes to the University's Articles of Association.
- Changes to the Articles of Association for any YSJ wholly-owned subsidiary.
- Changes to the structure and operation of the Board of Governors' committees.
- Outcomes of effectiveness reviews relating to governance, including academic governance. It is expected that any such effectiveness reviews will include the governance related to any YSJ wholly-owned subsidiary.
- Approval of nominees for co-option as Governors.

- Statutory obligations in respect of the Students' Union. Specifically, the review and approval of the Constitution (Memorandum and Articles of Association) and Code of Practice, and consideration of the Memorandum of Understanding between the University and the Students' Union and a report on the conduct of elections.
- The appointment of nominated officers for University subsidiaries.
- The process for the management of conflicts of interest.

3.2 **To be responsible, on behalf of the Board of Governors, for:**

- Monitoring governance developments in the higher education sector and ensuring that governance arrangements meet the expectations of the HE Code of Governance, Statement of Primary Responsibilities and requirements relating to the status of the University as a higher education institution, company limited by guarantee and exempt charity.
- Approving the process for the periodic review of the Board of Governors effectiveness, in line with regulatory expectations.
- Monitoring processes for the induction and ongoing development of members of Board of Governors and its committees.
- The process for the identification and selection of candidates for membership of the Board of Governors and its committees.
- Recommend, for approval by the Board of Governors, appointments to the Board of Governors' committees, including Chairs of those committees, and the recommendation of removal from office of any Governor for breaches of the Governor Code of Conduct.
- Developing appropriate relationships with organisations that nominate Governors, seeking to achieve a balance of skills and diversity on the Board of Governors.
- Annually approving minor updates to the constitution and terms of reference for sub-Committees of the Board of Governors. Any significant changes to a sub-Committee's remit will be approved by the Board of Governors on the recommendation of Governance & Nominations Committee.
- Approving formal University Membership of other organisations within parameters approved by Board of Governors.

3.3 **To refer to**

Other committees (e.g., committees of the Board of Governors, Academic Board, Executive Board), any relevant matters for consideration.

3.4 **Delegated of responsibilities**

The Committee may delegate responsibility for the selection of candidates for membership of the Board of Governors and its committees to a selection committee constituted for this purpose.

4 **Procedural rules**

4.1 **Quorum**

Five (5) members, at least three (3) of whom must be independent Governors.

4.2 **Meetings**

The Committee shall meet three times a year, unless called additionally by the Committee Chair.

4.3 **Agenda**

The agenda shall be the responsibility of the Committee Chair, and the Committee shall be serviced by the Secretary or nominee, who shall normally provide the agenda and supporting papers seven (7) days prior to the meeting.

5 **Reporting**

The unreserved minutes (or a report) of meetings of the Committee will be circulated to all members of the Board of Governors.