



Nominations and Governance Committee Terms of Reference

Constitution and purpose

1. The Norland Board of Directors is responsible for the statutory oversight of Norland College to ensure it meets the standards of both a company limited by shares and of a higher education institution which has access to public funds.
2. The Board of Directors has established a Nominations and Governance Committee which will follow the good practice set out in the Committee of University Chairs (CUC) Higher Education Code of Governance (2020).
3. The purpose of the Nominations and Governance Committee is to advise the Board of Directors on matters relating to the appointment of independent directors, the Chair of the Board of Directors, the appointment of the Principal and Vice Principal and on governance matters.

Membership

4. The Committee shall have six members.
5. The membership shall include:
 - the Chair of the Board of Directors;
 - at least three further independent members of the Board of Directors; and
 - the Principal

In attendance:

the Governance Manager

6. Members are appointed to the Committee by the Board of Directors.

Remit

7. The Board of Directors has delegated authority to the Nominations and Governance Committee to:
 - seek candidates to fill vacancies on the Board of Directors - taking into account the range of skills, expertise and backgrounds required to support the work of the Board and the College;
 - in pursuance of the above, conduct a regular review of the skills audit criteria to ensure that it matches the current strategic aims of the College;
 - seek candidates for the positions of Principal, Vice Principal and Chair of the Board; and
 - consider candidates for members of the Board and the Executive by reference to any 'fit and proper' test and competency and capability as approved by the Board.

8. The Nominations and Governance Committee:
 - recommends new independent directors, however the appointing body shall take into account the views expressed at a full meeting of the Board of Directors;
 - recommends Directors for Committee membership and Committee Chairs with exception to the Academic Board which is chaired by the Principal;
 - advises the Board of Directors on all matters relating to the terms of appointment of Directors, Committee Chairs, Committee members, the Chair of the Board, the Vice Chair, the Principal and the Vice Principal;
 - takes responsibility for the process of recruiting the Chair and the Vice Chair of the Board in accordance with the Succession Planning and Recruitment Policy;
 - advises the Board of Directors on succession planning for the post of Principal, Vice Principal, Chair of the Board, Vice Chair of the Board, Committee members and Committee Chairs; and
 - monitors and approves succession planning for the senior management team as proposed by the Principal.

Quorum

9. Quorum is three members two of whom must be Independent Directors. If less than three members are present, the business may still take place but any decision will require ratification by the Board of Directors.

Chairship

10. The Committee shall be chaired by the Chair of the Board of Directors.
11. In his or her absence, the chair shall be taken by the Chair's nominee who is a member of the committee.

Frequency of Meetings

12. The Committee will meet at least once a year.
13. Additional meetings may be held with the agreement of the Chair of the Board.

Confidentiality

14. The record of matters which the Chair and the Committee are satisfied should be dealt with on a confidential basis will be recorded separately from the main minutes.

Reporting

15. Confidential minutes of the Committee will only be distributed to the independent members. Matters requiring the approval of the Board will be highlighted in the minutes.
16. The Chair of the Committee reports at appropriate meetings of the Board of Directors on matters considered by the Committee and highlights those matters which require the Board's approval.