STAFFORDSHIRE UNIVERSITY BOARD OF GOVERNORS

COMMITTEE TERMS OF REFERENCE 2022-23

NOMINATIONS AND GOVERNANCE COMMITTEE

Composition

- 4 independent Governors (Chair of the Board, Chairs of Sustainability & Resources and Strategy & Performance, plus Deputy Chair of the Board)
- 1 staff Governor
- 1 student Governor
- Vice Chancellor (Professor Martin Jones)

In Attendance

- Chief Operating Officer and Clerk to the Board (Ian Blachford)

Quoracy

- For a meeting to be quorate, two independent Governors must be present.
- If a meeting is quorate but fewer than half the members present are independent Governors, a majority of those independent Governors present shall be able to require a decision to be deferred to the next meeting. No decision shall be deferred more than once under this process.
- "Independent Governor" refers to a Governor who is not a staff or student Governor.

Special Conditions

- The Chair of the Committee is the Deputy Chair of the Board.

No. of Scheduled Meetings Per Year

Two

Monitoring of University-level Risk

The University is committed to implementing a risk management framework, to enable an appropriate and proportionate level of risk management across the University and to ensure that key risk related issues are addressed in a timely fashion.

The objectives are to:
- Continuously develop risk management to raise its profile across the University
- Further integrate risk management into the culture and decision making of the University
- Manage risk, including the University's risk appetite

The following risks are overseen by this Committee:

Risk	Risk Appetite Level
Civic engagement	Hungry
Legal compliance	Cautious
People and organisational development	Open

	Approach to achieving aims and objectives	Potential Reward/Benefit from Risk taking
Avoid	Safe; exposure to only the very lowest levels of risk	Very Low
Cautious	Guarded; as little risk as reasonably possible	Low
Moderate	Balanced; exposure to middle-ground risks	Medium
Open	Creative; elevated levels of risk exposure	High
Hungry	Pioneering; substantial levels or risk exposure	Extremely High

Appointment and Re-appointment to the Board

(a) To consider and make recommendations to the Board regarding the appointment of independent members of the Board and co-opted committee members when vacancies arise whilst reviewing and maintaining a range of suitable applicants to be considered on an ongoing basis.

(b) To review the skills and diversity of all members to ensure that the Board composition is balanced appropriately.

(c) To review on an annual basis the attendance of members at Board and sub-committee meetings during the previous twelve-month period and report as necessary to the Board.

(d) To consider and make recommendations to the Board regarding the possible re-appointment to office of independent members and co-opted committee members once their existing period of office has expired.

Sub-committees of the Board

(e) To review annually the composition of the Board's sub-committees and to make recommendations, as appropriate, to the Board.

(f) To review annually the Board's Sub-committee structure and terms of reference to ensure that:

- it meets the current needs of the institution, taking into account any specific major issues, such as abnormally large capital projects;
- sub-committees work effectively as individual units, within a clear, defined and integrated structure;
- there is no unnecessary duplication or referrals back and forth;
- there are no gaps in coverage;
- each committee is aware of the major opportunities and key risks for which it is responsible;
- each sub-committee has the correct balance of skills and experience;
- each sub-committee is clear about its reporting requirements.

(g) To make recommendations to the Board in regard to the Chairs and Deputy Chairs of sub-committees for the following academic year.

Chancellor

(h) To consider and make recommendations to the Board regarding the appointment and re-appointment of the Chancellor.

Governance Effectiveness Review

(i) To oversee, on behalf of the Board, the Board's triennial Governance Effectiveness Reviews, in accordance with the Committee of University Chairs (CUC) Code of Governance and other good practice.

Chair and Deputy Chair of Board

(j) To oversee the process of the election/appointment of the Chair and Deputy Chair of the Board and make recommendations to the Board in regard to the appointment of the Chair and Deputy Chair to the Board.

(k) To consider, as necessary, succession planning in regard to the Chair and Deputy Chair of the Board and of its sub-committees.

Other

(l) To consider, on behalf of the Board of the Governors, any other matters as referred to the Committee from time to time by the Board.

(m) To be aware that the Board of Governors and its sub-committees continue to have oversight and governance of all appropriate matters for Staffordshire University and for Staffordshire University Services Limited.

Appendix: Risk Appetites (Autumn 2021)

Financial	Operational	Student Experience	Strategy and Reputation	Infrastructure
Financial Sustainability/ Investment Strategy Cautious	**Health and Safety** Avoid-Cautious	**Quality Assurance** Cautious	**Academic Portfolio Development** Hungry	**Business Transformation** Hungry
Procurement Cautious	**Critical Incident Management and Business Continuity** Avoid-Cautious	**Employability** Open-Hungry	**Research Capacity and Performance** Hungry	**Digital Capacity and Innovation** Hungry
Pensions Avoid	**People, Organisational Development and Culture** Open	**Student Support** Open-Hungry	**Civic Engagement** Hungry	**Estates** Moderate - Open
Financial compliance/ control Cautious	**Legal Compliance** Cautious	**Student Attraction and Recruitment** Hungry	**Internationalisation** Hungry	**Cyber Security** Avoid
Insurance Cautious	**Equality Diversity and Inclusion** Open-Hungry	**Student Satisfaction** Moderate-Open		**Environmental Sustainability** Moderate-Open
Fraud Avoid	**Governance, Regulation and Compliance** Avoid	**Learning and Teaching Enhancement** Hungry		
Employer Enterprise Hungry	**Industrial Relations** Open	**Partnership Progression** Open		
Commercial Open-Hungry				