



UNIVERSITY OF DUNDEE UNIVERSITY COURT

GOVERNANCE & NOMINATIONS COMMITTEE

Remit, Terms of Reference and Membership

Summary

The Committee has a general responsibility, in exercising its specific duties as set out in this document, to embrace and promote the underlying purpose of good governance, which is to support the University's success and sustainability through a decision-making framework that exhibits integrity, probity and accountability and is in the best interests of the University.

In particular, it is the responsibility of the Committee to:

- advise Court on any matter pertaining to the University's framework for corporate governance, its operation and the University's and Court's compliance with that framework;
- oversee the University's compliance with external governance requirements;
- regularly review the membership of the Court in relation to skills; equality, diversity and inclusion; and succession planning, and to make recommendations to Court on the appointment of Court members who are not elected; nor ex officio in terms of the Statutes;
- recommend to the Court the membership of Court committees and the appointment of members to other bodies, as appropriate, for instance as an employer-nominated Trustee of the pension scheme; and
- oversee the regular review of the effectiveness of the Court and its committees and monitor the implementation of resulting recommendations.

Remit and Terms of Reference

Membership

The Committee shall comprise not less than seven members of the Court, including the Chairperson of Court, at least three other lay members (at least one of whom must be a Convener of a Court Committee), the Principal, at least one other member of staff and at least one student.

The Chairperson of Court shall be the Convener. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint one of its members as Acting Convener for that meeting.

Quorum

The quorum for any meeting is 50% of the total membership rounded up. The quorum for any given year is likewise set out in the attached schedule. To be quorate at least two lay members and one elected/nominated member must be present. Elected/nominated members include both staff and students.

The following skills/experience are particularly valued by the Committee:

- General understanding of, and commitment to, good governance;
- Experience or qualifications relating to legal, governance, statutory or compliance matters;
- Experience in appointments processes, for example in the field of HR;
- Experience of running elections or acting as a returning officer;
- Experience of working in academia;
- Experience of working in public sector;
- Experience of working in a non-academic setting within higher education;
- Awareness of sector-wide legislation and requirements;
- Knowledge/experience and understanding of enhancing approach to equality, diversity and inclusion on governing boards;
- Interest/experience in compliance areas including whistleblowing, declarations of interests, and gifts and hospitality; and
- Awareness of good governance and fairness in relation to elections and appointments.

In addition, the following abilities and attributes would be valued

- Ability to challenge based on material and data presented;
- Ability to interpret the Committee's remit within the wider context of the University Strategy; and
- Ability to add value through the consideration of management proposals, and to reach a balanced view.

The above skills should be covered by the Committee as a whole, with individual skill-sets contributing towards this.

Meetings

The Committee shall meet at least twice in any one year, but shall normally meet four times, and shall report, through submission of the minutes of each meeting, to the next available meeting of the Court.

Each meeting of the Committee shall normally be attended by the University Secretary and the Deputy University Secretary.

The Committee's Secretary shall normally be the Senior Policy Officer (Corporate Governance).

Terms of Reference Constitution and Operation

Authority

The powers delegated to the Committee by the Court shall be as defined in the Schedule of Delegation.

The Committee shall have full authority to undertake and review activities associated with any matters within its terms of reference. For the purpose of such activities it shall be provided with adequate resources and full access to information and University personnel.

Duties and Responsibilities

General

- Oversight of Governance Arrangements and Governing Instruments

- To act as the guardian of the University's governing instruments, including the Charter, the Statutes and the Ordinances and the Schedule of Delegation and Decision-making ensuring they:
 - are fit for purpose;
 - exhibit best practice;
 - comply with legislation and relevant codes of practice; and moreover
 - support the ability of the Court and its Committees to make decisions that are in the best interests of the University.
- To maintain, through horizon scanning activities, an overview of emerging best practice with respect to governance, and to make recommendations to Court for the adoption of changes to the governing instruments or of new instruments (ensuring consultation with the Senate and any other relevant bodies and stakeholders) as appropriate.
- To review the University's compliance with the Main Principles of the Scottish Code of Good HE Governance and the primary elements of the Committee of University Chairs' Higher Education Code of Governance.
- To review Court's approach to upholding its Statement of Primary Responsibilities and to devise mechanisms to demonstrate that Court embraces its responsibilities in a context of continuous improvement.
- To ensure that the Corporate Governance Statement contained in the Financial Statements accurately reflects the governance arrangements in place for the year in question, taking due regard of the requirements of the Financial Memorandum from the Scottish Funding Council.
- To develop and maintain appropriate mechanisms to enable Court to be assured of the quality of the academic provision of the University.

Operation of Court and its Committees

- To oversee and make recommendations for change to the Standing Orders of Court and any other documents relating to the role, conduct, and to the mechanisms for the smooth operation of Court and its Committees.
- To ensure that Court and its Committees operate effectively in a way which exhibits best practice, and to make recommendations for improvement.
- To oversee the induction and training of individual members of the Court.
- To receive reports from the Chair on the key themes and issues raised during the Chair's regular meetings with members of Court, and identify any resulting actions.

Appointments

- To oversee and make arrangements for the advertisement, recruitment and selection of:
 - Members of Court who are not nominated or elected;
 - Any additional lay members to Committees of Court who are not members of the Court.
- To oversee the nomination process of nominated members of Court (where appropriate, in discussion with the relevant nominating body);
- To oversee the election arrangements for elected members of the Court (where appropriate, in discussion with the relevant electing body);
- For its part, and as may be delegated to it by the Court, to oversee and make arrangements for the appointment of the Chairperson of Court;
- To make a recommendation to the Court for the appointment of a Deputy Chairperson;
- To make recommendations for the re-appointment of members of Court who are not nominated or elected, ensuring that account is taken of an individual member's commitment to the work of the Court, their attendance and their performance before a decision on whether to recommend re-appointment is made;
- To make recommendations to the Court for the appointment of Conveners and members to the Committees of Court;

- To make recommendations for the appointment of employer-nominated Trustees to the University of Dundee Superannuation Scheme;
- To ensure due regard is made to accepted principles of equality, diversity and inclusion in the appointment of members to the Court and in the appointment of members to Committees, and furthermore to ensure that the Court abides by its own statement on equality, diversity and inclusion;
- To maintain and review a register of interests of members of the Court, to highlight to the Court any material conflicts of interest and to agree mechanisms to manage any highlighted conflict.

Effectiveness Reviews

- To be responsible for the development of arrangements to review annually:
 - The effectiveness of the Court in accordance with the main principles of the Scottish Code of Good HE Governance;
 - The effectiveness of the committees of the Court;
 - The performance of the Chairperson of Court.
- To be responsible for the development of arrangements for the periodic externally-facilitated review of the Court and its Committees in accordance with the main principles of the Scottish Code of Good HE Governance.
- To ensure suitable arrangements are in place for the parallel review of the effectiveness of the Senatus Academicus and its Committees in accordance with the main principles of the Scottish Code of Good HE Governance.
- To review its own remit and terms of reference on an annual basis.

**Governance & Nominations Committee (G&NC)
Membership 2022/23**

Name	Category for the Purpose of Determining Quorum
Amanda Millar (Convener)	(Lay Member)
Principal & Vice-Chancellor	(Ex Officio)
Tricia Bey	(Lay Member)
Adam Robertson	(Nominated Student Member)
Jane Marshall	(Lay Member)
Professor Anna Notaro	(Elected Member)
Sharon Sweeney	(Nominated Member)

Officers and others in regular attendance:

Name	Role
Dr Neale Laker	(Deputy University Secretary, Director of Academic & Corporate Governance)
Dr Alison Ramsay	(Senior Policy Officer (Corporate Governance) as Secretary to the Committee)
Professor Blair Grubb	(Vice-Principal (Education))

Quorum 2022/23

The quorum for any meeting shall be four, at least two lay members and one elected/nominated member must be present. Elected/nominated members include both staff and students.