



NOMINATIONS & GOVERNANCE COMMITTEE

TERMS OF REFERENCE

PARENT BODY: Council

PURPOSE: The Nominations & Governance Committee is a committee of Council and is responsible for considering and making recommendations to Council the membership of Council and its sub-committees; reviewing the Statement of Primary Responsibilities of Council, the role descriptions of the Officers and the members of Council, terms of reference of the sub- committees and of governance effectiveness principles including recommendations changes to instruments of governance e.g. Charter, Ordinances.

1. Nominations

- 1.1. To make recommendations to Council in respect of:
 - 1.1.1 the appointment, reappointment and removal of Members of Council.
 - 1.1.2 the membership needs of the Council and its sub-committees and to solicit, receive and review names of potential members.
- 1.2. To make recommendations to Council in respect of:
 - 1.1.3 the processes for the appointment of the Chair and Deputy Chair of Council.
 - 1.1.4 the processes for the recruitment for the appointment of the Director.
- 1.3. To advise Council on the establishment, terms of reference, composition, membership (including the Chair) and dis-establishment of its sub-committees.
- 1.4. To advise Council on the appointment of Council representatives on other bodies, with which the London School of Hygiene and Tropical Medicine (LSHTM) is affiliated or has an association.
- 1.5. To review the diversity and skills base of Council, collectively and individually, and identify skills and expertise that would be of benefit to the governing body of LSHTM.
- 1.6. To review the role descriptions of and members of Council.
- 1.7. To monitor the contribution made by Council Members.
- 1.8. To oversee the arrangements for Council member succession planning, recruitment, induction, appraisal and development.

2. Governance

- 2.1. To monitor and report to Council on the effectiveness of operation of the Council's sub- committees.



- 2.2. To oversee external reviews of effectiveness of Council and associated actions.
- 2.3. To consider and make recommendations to Council for changes to instruments of governance including the Charter, Ordinances, Statement of Primary Responsibilities and Schedule of Delegation.
- 2.4. To review annually the terms of reference and recommend any changes to Council for approval.
- 2.5. To keep under review and advise the Council on the University's governance arrangements, ensuring adherence to regulatory requirements and best practice.

3. Equality, Diversity & Inclusion

- 3.1. To ensure that EDI considerations including public sector equality responsibilities, are integrated into all aspects of its [the committee] business.

4. Committee evaluation

- 4.1. To review the Committee's effectiveness and the suitability of its terms of reference.

COMPOSITION

Membership:

- The Chair of Council (ex-officio) who will be the Chair of the Committee
- The Director (ex-officio)
- The Deputy Chair of Council (ex-officio)
- The Chair of Audit & Risk Committee (ex-officio)
- The Chair of People, Equality, Diversity & Inclusion Committee (ex-officio)
- The Chair of Finance & Development Committee (ex-officio)
- The Chair of Remuneration Committee (ex-officio)
- The Chair of Senate (ex-officio)
- Independent Member of Council

The Chair will ensure the committee membership reflects the skills and abilities required and that appropriate training is provided.

MODE OF OPERATION

Nominations Committee meets at least once per year.

The Committee reports to the next meeting of Council following each of its meetings in the form of an executive summary of its minutes. Specific proposals requiring Council consideration and approval are identified in the terms of reference.

The quorum is

- at least two independent members of Council; and
- a majority of independent members in attendance.

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The Committee may from time-to-time form task and finish groups to explore specific areas of interest/risk/strategic relevance.

The Nominations & Governance Committee Terms of Reference were approved by Council on 26 March 2024.

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