

1 Constitution

A Committee of the Council to be known as the Nominations Committee (the Committee) established with the following terms of reference and standing orders by a resolution of the Council dated the 21 March 2018.

2 Terms of Reference

2.1 The Committee shall contribute to the effectiveness of the Council by appointing to the Council's committees Council members and non-Council members of suitable expertise, as relevant to the terms of reference of the committees, and seeking to ensure that recruitment is open, fair and promotes equality of opportunity. Except for the chairs of committees, which are appointed by the Chair of Council in consultation with Council members, the Nominations Committee shall:

- a) Make Council member appointments to committees, having regard to the balance of skills, experience, knowledge and interests of members, and report them to the Council.
- b) Make non-Council appointments to committees with appropriate terms of office in each case, having regard to the outcome of recruitment exercises, where appropriate, and to the recommendations of the relevant committee chair, and report them to the Council.
- c) Make reappointments to committees, having regard to the outcomes of the appraisals by the relevant committee chair and the changing needs of committees.
- d) Make appointments and reappointments of Council members or third parties as HEFCW nominees to external committees and panels, having regard to the recommendations of the relevant committee/panel chair or HEFCW officer and the changing needs of committees/panels and report them to Council.
- e) Agree and keep under review the person specifications, advertisements for vacancies and other recruitment practices, having regard to the terms of reference of each committee.
- f) Consider any matters concerning committee or panel appointments and membership referred to the Committee by the Council.

2.2 The Committee shall consider the future needs to refresh Council membership and, via the Council Chair, communicate these views to the Welsh Government appointments process.

3 Standing Orders

3.1 The standard HEFCW Committee Standing Orders shall apply.

3.2 Membership and Attendance

3.2.1 The Committee shall comprise:

- The Chair of the Council;
- The Chairs of each of the Council's committees;
- The Chief Executive; and
- An independent member appointed by the Council as a person with expertise in recruitment and in equalities good practice in the higher education or public sectors. The independent member will not be a member of Council, its committees (other than the Human Resources and/or Remuneration Committees). The independent member will be appointed for an initial period of 2 years. The independent member shall be excluded from any discussions relating to their appointment to the Human Resources and/or Remuneration committees.

3.2.2 The roles of the Committee members will be as follows:

- a. Chair of Council – will chair the Committee
- b. The independent member - will receive all Committee papers, advise the Committee on good practice, give independent assurance as to the Committee's standards and to this end may countersign any report from the Committee and its annual report.
- c. Chief Executive - will advise the Committee on the impact of HEFCW's Corporate Strategy and Operational Plan on the requirements of the committees, including with respect to the range of knowledge and expertise needed to ensure the committees effectively fulfil their remits.
- d. Committee chairs – will review the terms of reference and person specification of their respective committees and make proposals to Council for any changes, appraise serving members, and shortlist new applications to be recommended to the Nominations Committee. To support the committee chair, the secretary may prepare a long list of applications and advise on a shortlist prepared against the person specification agreed with the committee/panel chair.

3.2.3 Chairs of committees may nominate from Council members of their committee a member to attend a physical meeting of the Nominations Committee on their behalf.

3.2.4 The quorum for a physical meeting of the Committee will be the Chair or his/her nominee; the chair of each committee to which appointments are being made or his/her nominee; and the Chief Executive.

3.2.5 The Council Secretary shall service the Committee.

3.3 Frequency of Meetings

3.3.1 Meetings shall normally take place by e-mail correspondence, but may be held face-to-face as and when deemed appropriate. In such cases the quorum comprises the Chair of the Council, the appropriate committee/panel chair(s), the Chief Executive, with all other members of the Committee copied into the correspondence.

3.4 Authority

3.4.1 The Committee has delegated authority to make appointments and re-appointments of Council and non-council members to the committees of the Council, as set out in paragraph 2 above.

Reviewed and updated: November 2020