

LASE People and Nominations Committee Terms of Reference

1. Constitution

- 1.1 The People and Nominations Committee is a committee of the Board of Governors, operating under delegated authority.

2. Scope

- 2.1 The role of the People and Nominations Committee is to oversee the succession planning, recruitment, appointment, induction, training, membership, performance review and terms of office for the Board of Governors and its committees. This includes making recommendations on Board of Governors and committee membership, appointments, skillset and performance management. The People and Nominations Committee reviews progress against the University Group's People Strategy, People policy framework and compliance with employment law. It also oversees governance effectiveness (including reviews), compliance with regulatory requirements related to governance and organisational behaviours and culture.

3. Membership

- 3.1 The membership shall comprise no fewer than five and no more than eight members, a majority of whom should be Independent Governors:
- Two Independent Governors (who are not the Chair of the Board of Governors) appointed by the Board of Governors to act as Chair and Vice Chair of the Committee;
 - The Chair of the Board of Governors;
 - The Vice-Chancellor and Chief Executive Officer;
 - 2-3 other Governors appointed by the People and Nominations Committee, at least one of whom should be a Staff Governor;
 - Optionally, an independent co-opted member who is not a member of the Board of Governors with experience relevant to the Committee's remit may be appointed by the Committee from outside the Group.
- 3.2 Independent Governors who are members of the People and Nominations Committee shall normally be appointed to the Committee for a term of three years and shall be eligible for re-appointment. Membership shall cease on expiry of the member's terms of office on the Board of Governors.
- 3.3 Any independent member co-opted from outside the Group shall normally be appointed to the Committee for a term of three years and shall be eligible for re-appointment up to a maximum period of office for nine years.
- 3.4 The quorum is three members, the majority of whom must be Independent Governors.

4. Attendance at meetings

4.1 The following role holders shall normally attend meetings but are not members of the committee:

- Group University Secretary;
- Group Chief People Officer.

4.2 Other staff may be invited to attend for specific items where their attendance can inform and support the Committee.

5. Frequency and format of meetings

5.1 The People and Nominations Committee will meet a minimum of three times each financial year.

5.2 Meetings will be held either in-person, via electronic means (e.g. online) or via a hybrid format, subject to agreement by the Chair. The Committee may also decide matters by email circulation. In between meeting of the Committee, the Chair of the Committee is empowered to decide matters falling within the Committees remit by chair's action; matters decided by chairs action shall be reported to the next meeting of the Committee.

6. Delegated authority

Under the University Group's Delegation Framework, the Committee is authorised by the Board of Governors to approve:

- 6.1 **Recruitment:** the recruitment process for appointing Governors and co-opted committee members and board apprentices;
- 6.2 **Appointments to committees:** the appointment of members (including co-opted members) to Board of Governors committees (other than the chairs and vice-chairs of committees);
- 6.3 **Induction and ongoing development:** the process for the induction and ongoing development of Governors and co-opted members of Board of Governors' committees;
- 6.4 **Performance review:** the process for the performance review of Governors and co-opted members of Board of Governors committees;
- 6.5 **Governance effectiveness:** internal and external reviews of governance effectiveness and oversight of the review process.

7. Other duties

The other duties of the committee shall be to:

GOVERNOR SELECTION AND APPOINTMENT

- 7.1 **Appointments criteria:** review the criteria for Board appointments from time to time, having regard to Board of Governors' policy, and formulate the recruitment process for Governors;
- 7.2 **Board of Governors appointments:** consider candidates and make recommendations to the Board of Governors for the appointment of new Governors;
- 7.3 **Role descriptions:** review and make recommendations to the Board of Governors regarding the role descriptions of Governors, the Vice-Chancellor and Chief Executive Officer, the Chair and Vice-Chair of the Board of Governors, the Senior Independent Governor and co-opted members of Board committees;
- 7.4 **Succession planning:** oversee succession planning for the Board of Governors and its committees, and keep under continuous review the overall profile of the membership of the Board of Governors and its committees, with particular regard to skills and competencies and diversity;

INDUCTION, DEVELOPMENT AND COMMITTEE MEMBERSHIP

- 7.5 **Skills:** ensure that considerations of skills, competencies and diversity are reflected in recommended appointments to the Board of Governors and its committees. Review the composition of the Board of Governors and its committees to ensure they contain members of the highest calibre with the appropriate skills, competencies and experience necessary for good governance;
- 7.6 **Committee monitoring:** make appointments to the Board of Governors' committees (other than chair and vice chair roles) and keep under review the length of service on committees, in consultation with the chair of the relevant committee;
- 7.7 **Co-opted members:** formulate the recruitment process for co-opted members of committees and consider candidates for co-opted membership, and appoint new co-opted members in consultation with the chair of the relevant committee;
- 7.8 **Positions within the Board of Governors:** make recommendations to the Board of Governors regarding the appointment of the Chair and Vice-Chair of the Board of Governors and the process for appointing the Chair and Vice-Chair;
- 7.9 **Positions within committees:** make recommendations to the Board of Governors regarding the appointments of chairs and vice-chairs of committees and the Senior Independent Governor;
- 7.10 **Induction:** review the induction arrangements for new Board of Governors and committee members and check their efficacy;

- 7.11 **Ongoing development:** oversee the continuing development of Board of Governors and committee members, including the Independent Governor Engagement Framework;
- 7.12 **Board apprentices:** oversee the recruitment of any board apprentices to the Board of Governors and approve their appointment;

PERFORMANCE REVIEW AND TERMS OF OFFICE

- 7.13 **Performance review and terms of office:** determine whether to recommend to the Board of Governors that Governors should be offered a further term of office, subject to satisfactory performance and the requirements of the University Group's Articles of Association; agree the process for the performance review of Governors and co-opted members of committees, and discuss the outcomes of reviews;
- 7.14 **Succession planning:** consider succession planning for the Board of Governors and Board committees; including the roles of the Chairs and Vice-Chairs of committees, the Senior Independent Governor, the Vice Chair and the Chair of the Board of Governors;

PEOPLE

- 7.15 **People Strategy:** consider progress against the University Group's People Strategy and EDI strategic action plan and recommend any changes to the Board of Governors;
- 7.16 **People policy framework:** monitor the development of the Group's People policy framework;
- 7.17 **Employment strategy:** consider matters of strategic significance concerning employment;
- 7.18 **Employment compliance:** monitor compliance with employment legislation and policy;
- 7.19 **Appointment of Vice-Chancellor:** make recommendations to the Board of Governors on the process for appointing the Vice-Chancellor.

GOVERNANCE

- 7.20 **Governance effectiveness** keep under review the effectiveness of the Board of Governors and its committees; agree and oversee and review the results of internal and external effectiveness reviews of the Board of Governors and committees;
- 7.21 **Compliance with regulators:** ensure the Group's compliance with the Higher Education Code of Governance issued by the Committee of University Chairs (CUC) and other relevant governance codes. Ensure the Group's Articles of Association

and governance are compliant with the governance requirements of the Office for Students (OfS registration conditions E1-E2);

- 7.22 **Governing documents:** keep under review the University Group's Articles of Association, the Board of Governors' Statement of Primary Responsibilities and the Group's Delegation Framework and recommend changes to the Board of Governors; consult with other relevant committees over changes to the Delegation Framework;
- 7.23 **Governance behaviours and culture:** keep under review the code of conduct for governors, procedures for investigating allegations against Governors and other governance policies relating to the Board of Governors and its committees and recommend changes to the Board of Governors;
- 7.24 **Terms of reference:** keep under review the composition and terms of reference of the Board of Governors' committees. The Committee should be consulted on any significant changes to committee composition and terms of reference before changes are recommended by the relevant committee to the Board of Governors.

8. Reporting Procedures

- 8.1 The People and Nominations Committee reports to the Board of Governors as follows:
- **Frequently:** through summaries of the minutes of each meeting to the next meeting of the Board. Additionally, the Committee Chair delivers an oral report (along with other committee chairs) as an item on the Board meeting agenda;
 - **Periodically:** via other policies, reports, plans and progress updates which it reviews and/or recommends for Board approval within the business cycle and its terms of reference;
 - **Ad hoc:** where urgent Group-wide matters require direct escalation to the Board of Governors for decision or discussion.

9. Secretarial arrangements

- 9.1 The Committee will be clerked by the Group's University Secretary or their nominee.

10. Review

- 10.1 The Committee will review its own effectiveness annually and in greater depth at a minimum of every three years. Reviews may be performed as part of wider governance effectiveness reviews
- 10.2 These terms of reference will be reviewed annually to ensure their effectiveness and any amendments recommended to the Board of Governors for approval.

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