

The Northern School of Contemporary Dance

Board of Governors

Terms of Reference

NOMINATIONS AND GOVERNANCE COMMITTEE

1.	Membership	1.1	Up to three Board members (one of whom should be Chair of the Board) and the Principal.
		1.2	The Committee may, if it considers it necessary or desirable, co-opt up to two External Expert Members with particular expertise who may count towards the quorum.
2.	Quorum	2.1	Two, with Board members in the majority.
3.	Frequency of Meetings	3.1	Normally once per term.
4.	Authority	4.1	The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any Board Member, Committee or employee of the School and all Board Members and employees of the School are directed to co-operate with any request made by the Committee.
		4.2	The Committee is authorised by the Board to obtain outside legal or other independent professional advice provided that the Committee may not incur direct expenditure in this respect without prior approval of the Board.
5.	Attendance at meetings	5.1	The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
		5.2	Other Board Members shall have the right of attendance, save that the Committee may, when they are satisfied that it is appropriate, meet without staff or student members being in attendance. Such persons shall not have a vote.
6.	Duties	6.1	Initiating searches for potential candidates and considering and advising the Board on the composition and balance of the Board, taking into account a regular audit of the skills of the Board.
		6.2	Interviewing and nominating candidates to fill Governor vacancies on the Board and determining the process whereby candidates are identified and nominated having regard to the most recent skills audit.
		6.3	Considering succession planning for Board postholders, including the Chair, Vice-Chair and Committee Chairs through an open and transparent recruitment process including external advertisement, where appropriate and making recommendations to the Board.

		6.4	Being responsible for identifying and nominating candidates for the approval of the Board to fill vacancies for External Expert members of committees.
		6.5	Being responsible for the oversight of the election processes for the appointment of staff and student members,
		6.6	To be responsible for overseeing the effectiveness of the Governing Body and that of its committees, in accordance with the good practice provisions of the higher education sector Code of Governance, including the appointment of any independent persons to assist in the process;
		6.7	Developing and keeping under review such other policies as required for the effective governance of the School including but not exclusively i. Rules and Bye laws ii. Scheme of Delegation iii. Instrument and Articles iv. Code of Conduct v. Procedures for the appointment of members of the Board of Governors
		6.8	Developing policies and procedures for the recruitment, induction, training and appraisal of Board members and overseeing and reviewing the implementation of such policies and procedures.
		6.9	Monitoring and review of agreed governance KPIs
7.	Performance Monitoring	7.1	The Committee will consider its own performance against agreed performance indicators and report on this to the Board of Governors annually.
8.	Chair	8.1	The Chair of the Board of Governors shall chair the Committee.
9.	Committee Servicing	9.1	The Committee shall be serviced by the Clerk to the Governors.
10.	Reporting Procedures	10.1	Minutes of the meeting will be presented to the next available Board Meeting.
11.	Appointing Authority	11.1	Members shall be appointed by the Board of Governors.
12.	Approval and Reviews	12.1	These Terms of Reference will be reviewed and approved by the Board of Governors biennially. Date approved: October 2020 Review due: October 2022