**Oxford University Student Union**

 **Terms of Reference for Nominations Committee**

1. **Purpose and Powers**

The purpose of the Nominations Committee is to support and assist the organisation to make sound decisions in relation to the appointment of External Trustees and to advise the Board and Council on appropriate courses of action in this area.

The Nominations Committee is a subcommittee of the Board which compromises of a range of stakeholders.

This business of the committee will include, but not exclusively:

* Criteria against which potential nominees for External Trustee must be considered
* The procedure for identifying potential new trustees
1. **Membership**

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| **Role** | **Appointment / Terms** | **Position** |
| Sabbatical Trustee  | * Appointed annually by Board at June meeting.
 | Chair |
| Sabbatical Trustee  | * Appointed by Board as needed, based on recommendation of Chair of the Board.
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| External Trustee | * Appointed by Board as needed, based on recommendation of Chair of the Board.
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| Student Trustee  | * Appointed by Board as needed, based on recommendation of Chair of the Board
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| A member of the Executive (other than a Sabbatical Trustee) | * Appointed by the Executive as needed.
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| Two Student Members (other than a member of the Executive) | * Appointed by Council as needed.
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| Registrar of the University (or nominee) | * Appointed by Registrar as needed.
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1. **Other Attendees**
* Chief Executive Officer;
* People and Compliance Manager (minutes);
* External Advisers (as required);
* Other staff (as required).
1. **Activities**

The committee is to discuss and will be required to approve or reject items that come to the meetings in relation to:

* The criteria, process and timeline for the recruitment of external trustees.

The committee will present a nominee to Council for an approval via a simple majority vote. Should Council not approve the nominee put forward, the Nominations Committee must put forward two nominees (one of whom may be the nominee not approved). Council must then decide between the nominees and elect by a simple majority vote.

1. **Reporting**

Following a meeting the committee will submit its minutes for information and a short report to the Board of Trustees, outlining the key actions and decisions it has taken on behalf of the Board as well as any points of information or recommendations for the Board.

1. **Committee Proceedings**
* Meetings will usually only when an external trustee vacancy arises. Additional meetings may be called as required to support succession planning;
* The scheduling of meetings should allow for decisions and recommendations agreed to be reported to the next available meeting of the Board;
* Papers will be communicated electronically at least one full week prior to the meeting wherever possible;
* Guests or Observers can attend the meetings at the discretion of the Chair;
* Attendees are entitled to attend the meeting through telephone or videoconference if they are unable to attend in person, this does not affect quorum;
* Minutes of the committee shall be circulated promptly to all members, and once agreed to the Board.
* Between meetings decisions can be made via electronic or virtual communication provided quorum is still met.
1. **Quorum**

The quorum of the committee for the transaction of business shall be two members. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Committee.

The Nominations Committee may act without holding a meeting. A determination or decision is valid and effective if

1. In the reasonable opinion of the Nominations Committee members, it is unable to meet within a reasonable time, and
2. Members have had a reasonable opportunity to communicate their views on the matter to each other.
3. **Resources, Budget and Data**
* Meetings will usually be held in the Students’ Union offices;
* Travel and other expenses will be reimbursed provided they are submitted in time to the relevant staff support and follow the agreed procedure;
* Training will be provided for new members and on an ongoing basis for all members;
* The committee shall have access to sufficient resources in order to carry out its duties.
1. **Review**

The committee shall review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.