
Governing Authority

Governance and Nominations Committee Terms of Reference

1.0 Constitution

The Governance and Nominations Committee is appointed by the DCU Governing Authority. It is a Sub-Committee of the Governing Authority.

2.0 Term of Committee

The Governance and Nominations Committee shall remain in place for the duration of the Governing Authority's term. The reappointment of the Committee will be subject to the determination of the new Governing Authority.

3.0 Membership

- 3.1 The membership of the Governance and Nominations Committee shall be appointed by the Governing Authority.
- 3.2 The Committee shall consist of a minimum of six members including the following members:
 - Chancellor (Chair)
 - University President
 - Two members of the Authority of whom, a minimum of one, will be an external member
 - One member of staff of the University
 - Chief Operations Officer (Secretary to the Authority)
- 3.3 In appointing members, consideration shall be given to the skills of the proposed members in relation to the functions of the Committee.
- 3.5 In addition to these terms of reference the Committee may draw up its own working procedures.

4.0 Frequency of meetings

- 4.1 The Committee shall meet as frequently as required but will meet at least once a year.

5.0 Quorum

- 5.1 The quorum required for the transaction of business shall consist of at least three members of the Committee.

6.0 Attendance at meetings

- 6.1 Any employee or external person relevant to the work of the Committee may attend for all or part of the meetings at the invitation of the Committee.
- 6.2 The Secretary to Governing Authority shall act as secretary of the Committee with his/her office providing secretarial services.

7.0 Authority

- 7.1 The Committee is authorised by the Governing Authority to investigate any activities within its terms of reference and to seek any information it may require from any employee of the University or its subsidiaries.
- 7.2 All employees are directed to co-operate with any request made by the Committee.
- 7.3 The Committee is authorised by the Governing Authority to obtain outside legal or other independent professional advice, if it considers this necessary.

8.0 Terms of Reference

The overall objective of the Committee is to assist and advise on the effectiveness of Corporate Governance arrangements and to ensure the effective and efficient implementations of the Authority's responsibilities in accordance with the Universities Act 1997.

The specific terms of reference of the Committee are as follows:

- i. To advise Authority on the operation and effective discharge of the University arrangements for corporate governance and the appropriate delegation of the Authorities responsibilities.
- ii. To advise the Authority on the University's compliance with the HEA/IUA Code of Governance.
- iii. To review and propose changes to the Authority's Governance Handbook.
- iv. To recommend new members to the Authority and recommend candidates to fill vacancies on the Authority, taking into account the range of skills, expertise and backgrounds required to support the work of the Authority.
- v. To review and monitor the membership needs of the Authority and its sub-committees and to solicit, receive and review names of potential members.
- vi. To advise the Authority on the establishment, terms of reference, composition, membership and disestablishment of its sub-committees.
- vii. To monitor and report to the Authority on the effective operation of the Authority's sub-committees.

9.0 Reporting arrangements

- 9.1 The Committee shall report at least annually on its activities to the Governing Authority.
- 9.2 The Committee shall arrange for the periodic review of its terms of reference and shall report any changes necessary to the Governing Authority.