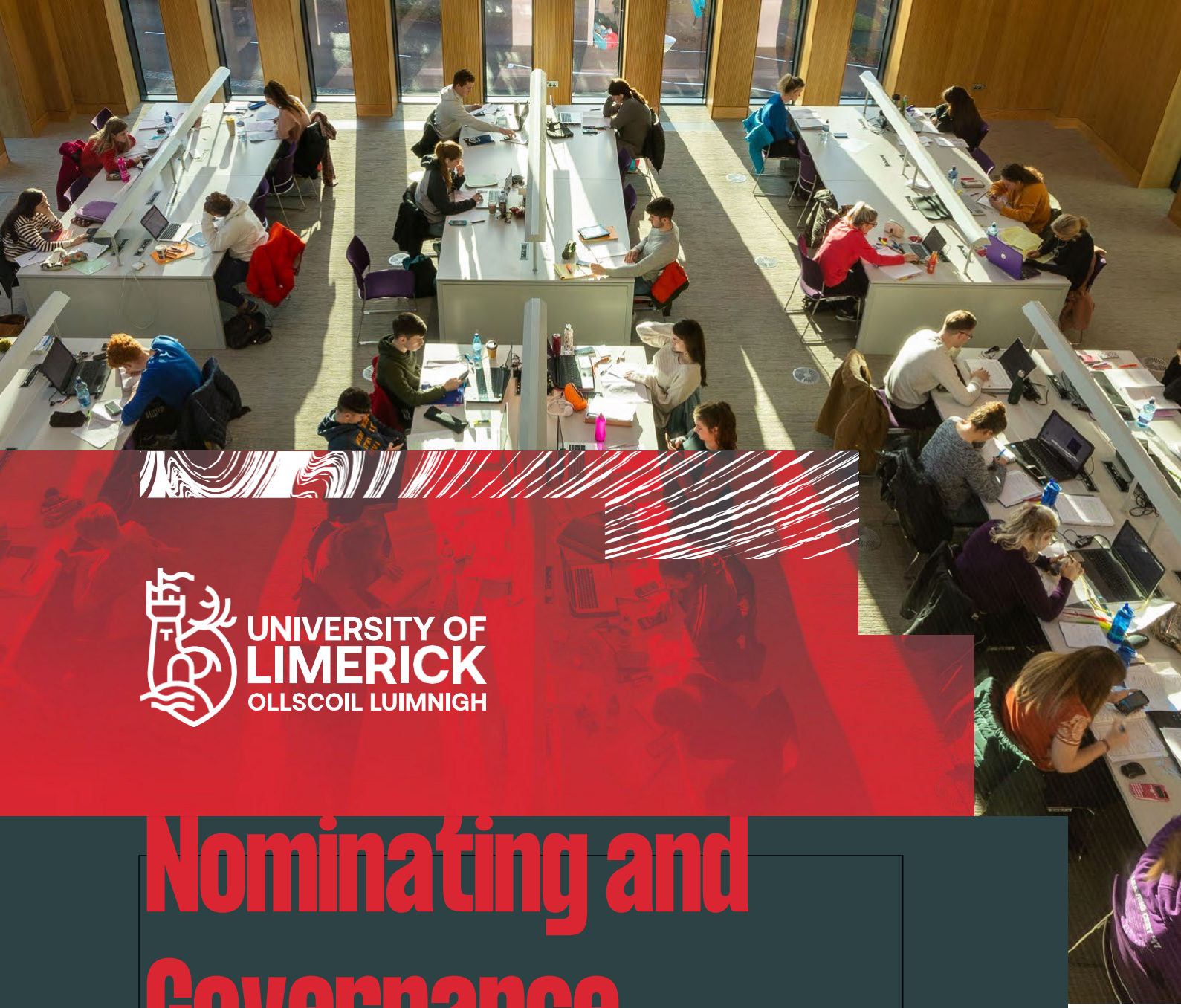


UNIVERSITY OF LIMERICK
OLLSCOIL LUIMNIGH

Nominating and Governance Committee

Terms of Reference
Approved by Governing Authority
1 April 2025

UNIVERSITY *of* LIMERICK

Nominating and Governance Committee

1 April 2025

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PART A:

MAIN OBJECT, SCOPE OF AUTHORITY, WORKPLAN

1. PREFACE

1.1 The terms of reference of the Nominating and Governance Committee (the **"NGC"**) have been drafted having regard to the requirements of:

- the Universities Act 1997, as amended (**"the 1997 Act"**);
- the University of Limerick (Selection, Election, Nomination and Appointment of Governing Authority Members) Regulations (the **"Regulations"**), prepared in accordance with Section 16(6) of the 1997 Act, and approved by the Governing Authority and by the Minister for Further and Higher Education, Research, Innovation and Science (the **"Minister"**).
- the Process for appointment of external members (the "**Process"**), prepared in accordance with Section 16(5) of the 1997 Act, and approved by the Governing Authority, and by the Minister; and
- the Code of Practice for the Governance of State Bodies 2016, or as subsequently amended (the **"State Code"**);

1.2 The NGC is a governance committee of the University's Governing Authority.

2. MAIN OBJECT AND SCOPE OF AUTHORITY

2.1 Main Object

2.1.1 The NGC performs two specific roles as follows:

(a) The NGC recommends persons for appointment to External Member positions on the Governing Authority, including the Chancellor position, and persons for appointment to the Governing Authority's committees. The NGC is also responsible for recommending persons for appointment to subsidiary boards where any such positions are to be filled at the nomination of the Governing Authority.

(b) to oversee the process for the annual self-assessment of the Governing Authority and of its committees, the external evaluation of the performance of the Governing Authority once every four years, and the preparation (and periodic review) of a skills / competency matrix for the Governing Authority.

2.2 Scope of Authority

2.2.1 The NGC's authority derives from the Governing Authority, the Regulations and the Process, and the scope of that authority is subject to the Schedule of Matters Reserved to the Governing Authority and the functions assigned to it within these terms of reference. The NGC is an advisory committee, invested with no executive functions, and its acts or recommendations are subject to the approval of the Governing Authority.

2.2.2 For the avoidance of doubt, the NGC has no remit in the appointment or reappointment of Internal Members or Student Union Members to the Governing Authority, or for the filling of casual vacancies within these member cohorts. These are reserved matters, to be undertaken in accordance with Regulations for the time being in place, or as subsequently amended by the Governing Authority.

2.2.3 In relation to the appointment or reappointment of persons to any committee of the Governing Authority, the Chair of the NGC will coordinate with the Chair of the relevant committee (or with the Deputy Chair if the Chair is indisposed or if the position is vacant), in relation to vacancies arising for the purposes of informing any recommendation by the NGC to the Governing Authority that a vacancy should or should not be filled.

2.3 The NGC may:

(a) obtain independent legal or other independent professional advice at the University's expense and in accordance with procurement rules, and secure the attendance of persons with relevant experience and expertise at the NGC meeting if such would be of assistance to the NGC;

(b) if deemed necessary in relation to any vacancy, and subject to the prior approval of the Governing Authority, arrange for the procurement of an executive search agency to assist in the identification and selection of candidates of the highest quality for appointment to the Governing Authority and/or its committees.

(c) procure specialist ad-hoc advice at the reasonable expense of the University, subject to budgets agreed by the Governing Authority.

3. WORKPLAN

3.1 The NGC shall propose to the Governing Authority the date or dates in each year on which the annual self-assessment of the Governing Authority and of the committees will be undertaken and the date or dates on which the results will be presented to the Governing Authority and to the committees.

3.2 The NGC shall propose the date of dates on which an external review of the Governing Authority will be undertaken (which shall be once every four years, commencing from 1 October 2023), and the date on which the outcome of the review will be presented to the Governing Authority.

3.3 The NGC may at any time submit a revised workplan to the Governing Authority.

PART B:

RESPONSIBILITIES:

NOMINATING AND GOVERNANCE

4. NOMINATING

4.1 **External Member vacancies:** Recommend to the Governing Authority persons external to the University (which may include serving members of committees who are External Persons) for appointment to the Governing Authority. The NGC will also be responsible for the Process of selection on behalf of the Governing Authority.

4.2 **Chancellor:** Except in the circumstances outlined in Regulation 19, recommend an External Member suitable to be considered by the Governing Authority as the Chancellor of the University, to be appointed in the manner provided for in Section 17 of the Act.

4.3 **External Member casual vacancies:** Recommend to the Governing Authority person(s) external to the University (which may include External Persons who are serving members of committees), for appointment to fill any casual vacancy arising where an External Member dies, resigns, is removed from or otherwise ceases to hold office, for the remainder of the term of office.

4.4 **Committee vacancies:** Recommend persons, whether Internal Members, External Members, Student Union Members or External Appointments to the Governing Authority for appointment to vacancies on any of its committees, other the NGC itself.

4.5 **Committee Chair vacancies:** Following the first filling of the position, recommend to the Governing Authority a person suitable to be the Chair of any committee of the Governing Authority, other than of the NGC itself.

4.6 **Committees' size:** Upon a vacancy arising on any committee and following consultation between the Chair of the NGC Chair and the Chair of the committee in question, (or Deputy Chair, if the Chair is indisposed or if the position is vacant), determine whether or not the vacancy should be filled. Where there is agreement between the two Chairs that the vacancy should not be filled, this will be put to the NGC, which consider the matter and provide a recommendation to the Governing Authority.[1]

4.7 **Composition:** In performing its functions under these terms of reference the NGC shall consider the objectives stated in the 1997 Act that regard be had to the following:

(a) not less than 40% of the members of the Governing Authority shall be women and not less than 40% of them shall not be men.

(b) the members of the Governing Authority shall broadly reflect the composition of Irish society, including persons who are competent in the Irish language.

[1] This clause has been included to address observations by Deloitte as part of the Section 64 review, that committee memberships are considered high, relative to the sector. However, the overarching consideration for the NGC shall be to ensure that each committee possess the in aggregate the necessary skills / competencies to discharge their functions.

4.7.2 Although the foregoing provisions (a) and (b) above are prescribed in the 1997 Act in respect of members of the Governing Authority only, the NGC shall endeavour to ensure that it similarly has regard to these provisions in recommending persons for appointment or reappointment to the committees of the Governing Authority.

4.8 **Subsidiary Companies:** Subject to any decisions made by the Governing Authority concerning the number of subsidiaries, subsidiary governance, or the structure of subsidiary boards, recommend persons for appointment to any positions on subsidiary boards which fall to be filled at the nomination of the Governing Authority.

5. GOVERNANCE

5.1 **Governing Authority annual self-assessment:** Agree the content of an annual self-assessment survey of the Governing Authority and present the survey's findings to the Governing Authority.

5.2 **Governing Authority Committees annual self-assessment:** Agree the content of an annual self-assessment survey of each of the committees of the Governing Authority, including of the NGC itself, and present the survey's findings to the relevant committee and to the Governing Authority.

5.3 **Governing Authority external review of performance:** Arrange for an independent, external review of the Governing Authority's effectiveness once every four years, or more frequently if directed to do so by the Governing Authority. The scope of the review shall be agreed in advance with the Governing Authority but shall, at the least, evaluate the Governing Authority's performance, composition, dynamics, diversity, skills matrix, and alignment with principles of good governance.

5.4 **Skills / Competency Matrix:** Develop, maintain, and periodically review a skills / competency matrix (or such other name as may be adopted) to ensure that the Governing Authority and its committees maintain an appropriate composition aligned with its statutory functions, governance challenges, and strategic outlook. The skills / competency matrix shall identify the key competencies, expertise, and attributes required for effective oversight and strategic decision-making. The skills / competency matrix shall be capable of assessing the Governing Authority's collective strengths and gaps, guiding succession planning and the nomination of suitable candidates to support the university's evolving needs and challenges.

5.5 **Complementarity of functions:** Should the NGC determine that the undertaking of any governance function outlined under this Section 5 is complimentary with the undertaking of any other of its governance functions, it may determine to undertake these functions together and at the same time.

6. CONFLICT OF INTERPRETATION

6.1 In the event of any ambiguity or inconsistency of interpretation as between these Terms of Reference and the Regulations concerning the functions of the NGC in relation to recommending persons for appointment or reappointment as External Members of the Governing Authority, the Regulations shall take precedence.

7. RISK

7.1 The NGC will consider material risks relevant to its remit and satisfy itself that: (a) such risks are reflected on the University's risk register(s); and (b) appropriate measures are being taken to mitigate impacts on matters relevant to its functions.

PART C:

MEMBERSHIP, ATTENDANCE AND FUNCTIONING

8. MEMBERSHIP AND ATTENDANCE

8.1 The membership of the NGC shall be constituted as set out hereunder[2]:

- A Chairperson who shall be an **External Member** (which may include the Chancellor);
- Four **External Members** of the Governing Authority (including the Chairperson);
- Two **Internal Members** of the Governing Authority;
- One **Student Union** Representative of the Governing Authority.

8.2 As between the membership as a whole, the NGC should have knowledge of and/or a willingness to procure a good understanding of:

(a) board governance, including board composition, succession planning and the principles of effective governance practices.

(b) evaluation of board and committee effectiveness, including familiarity with frameworks for assessing good governance performance.

(c) understanding of organisational strategy, risk management and compliance within the context of the higher education sector, or similarly complex organisational environments.

(d) best practices in identifying, recruiting, and retaining diverse and highly qualified board and committee members.

9. APPOINTMENT OF CHAIRPERSON AND MEMBERS

9.1 The NGC and its Chairperson shall be appointed directly by the Governing Authority.

9.2 The term of office of a member of the NGC shall be for a period not exceeding four years or for such lesser period not exceeding their term of office as a member of the Governing Authority.

9.3 A member of the NG may not serve more than two consecutive terms of office and shall not hold office for a consecutive period of more than 8 years.

9.4 A member may, for good and valid reason, be removed from office by resolution of the Governing Authority, requiring a simple majority vote of appointed members.

9.5 Any vacancy on the NGC (including for the position of Chairperson) shall be notified to the Governing Authority, which shall nominate a replacement.

[2] The membership of the NGC as set out in these terms of reference reflects the Regulations as drafted at the time the terms of reference were approved. If there any changes made to the membership of the NGC in the Regulations, the Regulations shall take precedence over the membership specified in these terms of reference.

10. FREQUENCY OF MEETINGS

10.1 The NGC shall meet at least three times a year, and thereafter as often as is necessary to perform its functions.

10.2 The Governing Authority may request the NGC to convene additional meetings to consider particular issues of concern.

11. QUORUM

11.1 The quorum for of a meeting of the NGC shall be five members, subject to there being no less than three External Members (including the Chairperson) present at all meetings.

11.2 The participation of the members by teleconferencing and/or video conferencing will be counted for the purposes of a quorum.

12. CONFLICTS OF INTEREST

12.1 No member of the NGC whose own reappointment is being considered by the NGC for recommendation to the Governing Authority shall sit on the NGC in respect of that recommendation.

12.2 Should it prove necessary in order to comply with Paragraph 12.1 the Governing Authority may, subject to the Regulations, amend the composition of the Committee as it thinks fit.

12.3 NGC members and persons in attendance shall take personal responsibility for the declaration of any potential conflict of interest, perceived or otherwise. To facilitate this, the declaration of conflicts of interests will be the first agenda item for each meeting. Where such a conflict is declared, the member will absent him/herself from the meeting during consideration of the agenda item. In addition, any additional documentation will not be made available to the member following the declaration of interest. These matters will be recorded in the minutes.

13. QUESTIONS / DECISION-MAKING

13.1 Questions arising at any NGC meeting shall be decided by consensus where possible. Where, in the opinion of the Chair, consensus is not possible, then questions will be decided by a majority of the votes of the members present, either in person or by tele conferencing and/or video conferencing. Where there is an equality of votes, the Chair shall have an extra casting vote.

13.2 Where decisions are unanimous, they shall be recorded as such in the minutes. Dissensions and negative votes shall be noted in the minutes.

14. MINUTES

14.1 Draft minutes will be provided to the Chair of the NGC within ten working days following the meeting end and shall be circulated to the members no later than 15 working days following the meeting end.

14.2 With the approval of the members, the secretariat may use approved technology applications (e.g., Microsoft Teams, Microsoft 365 Copilot etc.) to assist in the prompt

preparation of minutes, subject to accuracy verification, confidentiality and security compliance, adherence to legal requirements, and human oversight for final approval.

14.3 The NGC will provide its agreed minutes to the GA as soon as practicable for noting and/or discussion, as necessary.

15. CONFIDENTIALITY

15.1 Members of the NGC and any person privy to its affairs external to the University and who are not members of the Governing Authority will sign a Statement of Confidentiality based on the paragraph on Confidentiality/Use of Information of the Code of Conduct for Members of the Governing Authority.

16. SECRETARIAT

16.1 The NGC shall be provided with a secretariat function by Corporate Secretary's Office.

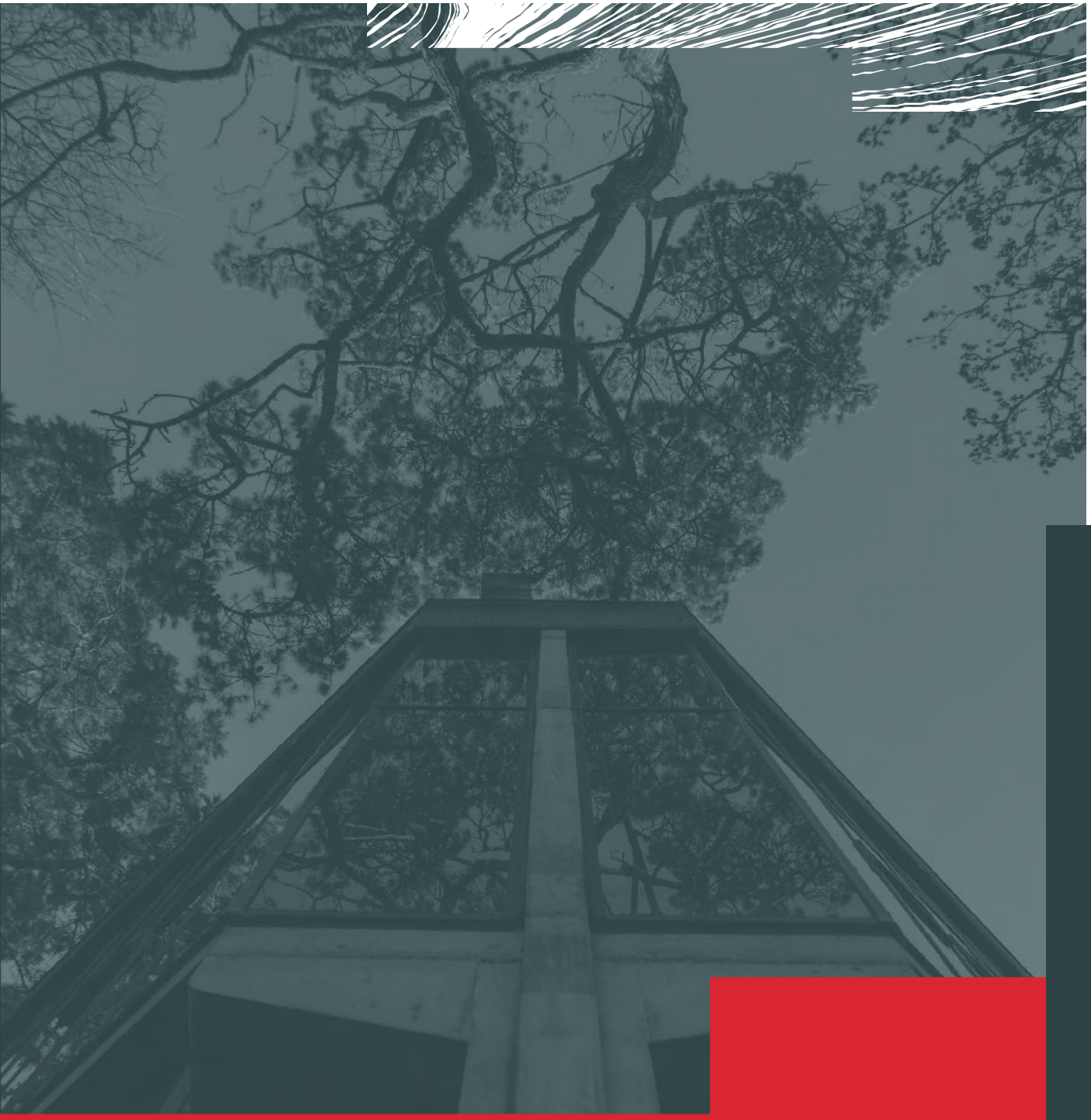
17. APPROVAL, REVIEW AND EVALUATION

17.1 The NGC will review its terms of reference and composition on an annual basis and recommend any proposed changes to the Governing Authority for consideration.

17.2 These terms of reference have been approved by the Governing Authority with effect from 01 April 2025.

18. DOCUMENT CONTROL

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