

## **Chair of the Governance and Nominations Committee**

The Chair of the Governance and Nominations Committee (GNC) will oversee the governance arrangements of Independent Higher Education (IHE) and report to the Board at regular intervals, in line with best practice, and legal requirements. The post holder will be a member of the Board of Directors, serve as a Director of the Company, and will chair the Governance and Nominations Committee. They will work in partnership with the Chief Executive and Director of Membership & Operations to ensure the governance of IHE continues to support the strategic aims of the organisation.

### **Specifically, the Chair of the GNC:**

1. chairs the GNC in line with the terms of reference, including shaping the agenda of meetings in liaison with the relevant IHE staff members, and reporting back to the Board;
2. chairs relevant ad hoc working groups if the need arises;
3. oversees all governance processes and procedures, and presents to the Board on matters discussed at GNC meetings and any other matters concerning the governance of the Company;
4. formally presents a governance update at the Annual General Meeting (AGM) and answers any questions from IHE Members about the Committee's activities;
5. ensures that regulations are in place and adhered to, are fit for purpose, and are in line with principles of good governance and with legal and regulatory requirements;
6. leads the GNC in evaluating the effectiveness of the governance structures and overseeing the appointment of roles within the governance framework;
7. substitutes for the Chair in specific circumstances set out in GR8 – Code of Conduct for Board Members.

And, as with all Directors:

8. supports the Chief Executive and staff team to deliver the IHE strategy;
9. ensures that IHE complies with its governing document (Articles of Association), Rules, company law and any other relevant legislation or regulations;
10. contributes actively to the Board's role in giving firm strategic direction to IHE, setting overall organisational policy, defining goals and setting targets and evaluating performance against agreed targets.

### **Person specification**

To successfully fulfil their role and meet their responsibilities, the Chair of the GNC is required to have

1. a commitment to the mission and values of IHE;

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2. a willingness to devote the necessary time and effort;
3. integrity and a high standard of personal ethics, with good, independent judgement
4. extensive experience of corporate governance in a not-for-profit; Higher Education or Membership body setting.
5. experience of evaluating board effectiveness
6. demonstrable understanding of corporate law
7. demonstrable understanding of the different roles that Directors and executive staff play in governance and strategy development matters.