

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
FRIDAY 3 MARCH 2023 VIA MICROSOFT TEAMS**

PRESENT: Professor L Berry (Chair) J Robson
Professor G Meikle (from Minute 22.17) Professor F Ross
L Phillips (Deputy Chair) I Wilmot¹ (to Minute 22.20)

IN ATTENDANCE: E McMillan (Clerk) T Patki (Minutes)

APOLOGIES: Dr P Bonfield J Cappock

22.15 ANNOUNCEMENTS

22.15.1 The Chair welcomed members and attendees to the meeting.

22.15.2 Apologies were noted as above.

22.15.3 The Chair confirmed that there were no requests to discuss items of business not on the agenda.

22.15.4 There were no declarations of interest.

22.16 EQUALITY DIVERSITY AND INCLUSION ANNUAL REPORT 2021-22

22.16.1 The members received the Equality Diversity and Inclusion Annual report 2021-22 (Document NOM 230303A).

22.16.2 The Head of Culture and Inclusion provided an update on the changes in the report suggested by the University Executive Board (UEB).

22.16.3 In response to a member's comment about potential frustrations with the pace of change, the Head of Culture and Inclusion explained that some of the Colleague Networks had expressed some frustration and in response his team will investigate the available data, identify recommendations and target changes to be accelerated where practical.

22.16.4 Members discussed a statement in the report about open recruitment to academic senior posts noting that it required clarification, including a definition of 'senior posts'.

22.16.4.1 ACTION Head of Culture and Inclusion to either amend or delete the statement.

22.16.5 The Head of Culture and Inclusion confirmed he would reflect on members' suggestions for enhancements to the format for next year's report.

22.16.6 Members noted that the Head of Culture and Inclusion will update the report with suggestions from members and from the UEB meeting prior to submission to the Court of Governors.

22.16.7 Members discussed targets for appointments. The Clerk to Court of Governors and Head of University Governance noted that as some senior appointments are the responsibility of the Court of Governors, the Court and this Committee must be involved in any discussion or decision around targets for senior appointments.

¹ Acting University Secretary and Chief Operating Officer

- 22.16.8 A member suggested that impact measurement and analysis of the data in the EDI Annual Report would be beneficial.
- 22.16.9 Members heard that in the next year's EDI Annual Report, performance on EDI objectives will be reported against the strategic key performance indicators agreed by the Court to measure impact.
- 22.16.10 A member commented that it is important to celebrate the successes of the University in gender equality and ethnic diversity and encouraged the Head of Culture and Inclusion to reflect these positive aspects in the EDI Annual Report.

22.17 COURT EQUALITY AND DIVERSITY ANNUAL UPDATE REPORT

- 22.17.1 The Clerk to the Court presented the annual report on equality and diversity in the Court and its Committees (Document NOM 230303B)
- 22.17.2 In response to a member's question about the possibility of setting targets to ensure the Court has a more diverse membership, the following points were discussed:
- It is desirable to appoint members from a diverse ethnic background, but the Court will consider appointment of a person with the right skills even if they are not from a diverse ethnic background.
 - Court has communicated to the executive search agency that the Court wants to expand the number of members from diverse ethnic backgrounds.
 - The Effectiveness Review Working Group (ERWG) will consider whether targets may be helpful.
 - There is a risk that the process of achieving targets, which due to the terms of office for governors can take a long time (about 6-8 years) will look like a period of inactivity.
 - Positive action may be necessary to diversify the membership.
- 22.17.3 The Clerk to the Court noted that the interview panel may identify candidates not selected for a role on the Court as suitable candidates for the role of independent (non-governor) committee members.
- 22.17.4 The Clerk to the Court informed members that the EDI monitoring form used by the executive search agency collected information about social mobility and the ERWG may consider whether the Court collects this information to inform future reports.

22.18 EFFECTIVENESS REVIEW WORKING GROUP OUTCOMES REPORT

- 22.18.1 The members received the ERWG interim report (Document NOM 230303C).
- 22.18.2 The Chair thanked the Chair of the ERWG for her leadership of the Group.
- 22.18.3 The Chair of the ERWG informed the members that the Group will consider recommendations that are practical and doable and will discuss how the Court could make changes which will help to improve the overall effectiveness in the next few years.
- 22.18.4 In response to a member's query about Activity Stream 3 members suggested the following ways to bring diverse voices into the work of the Court and its committees:
- Joint meetings with academic colleagues
 - Colleagues' presentations to Court
 - Identifying ways in which governors engage with students
 - Inviting different networks to get involved
 - Employer stakeholder group having meeting with the Chancellor's circle
 - Creating opportunities for governors to connect with colleagues
- 22.18.5 Members noted that diverse voices can supplement formal reports, providing an opportunity to improve assurance.

22.19 COURT AND COMMITTEE MEMBERSHIP UPDATE

- 22.19.1 Members received an update on Court and committee membership and vacancies (Document NOM 230303D).
- 22.19.2 The Clerk to the Court reported that she held an election for the academic colleagues' nominee to the Court and Sean Griffins was the successful candidate.
- 22.19.3 **AGREED** Members recommend to the Court that Sean Griffins is appointed as a co-opted (staff) governor for an initial three-year term of office from 4 June 2023.
- 22.19.4 The Clerk to Court informed members she is holding an election to fill a vacancy on Academic Council for an academic representative from the College of Design, Creative and Digital Industries.
- 22.19.5 The Clerk to the Court informed members that the Students' Union is currently holding elections and the UWSU nominees for student governor positions will be considered at the next meeting. Members heard that only one of the two current student governors is eligible for re-election and, if successful, re-appointment to the Court.
- 22.19.6 **AGREED** Members recommend to the Court that Victoria Foster is reappointed as an independent governor for a second three-year term from 1 September 2023.
- 22.19.7 **AGREED** Members recommend to the Court that David Hoyle is reappointed as an independent (non-governor) member of the Resources Committee for a second three-year term from 1 September 2023.
- 22.19.8 The Clerk to Court briefed members about the independent governor recruitment plan.
- 22.19.9 The Chair informed members that she will appoint the interview panel when meeting dates have been confirmed as it is important that panel members are available on the dates meetings and interviews will take place.
- 22.19.10 A member queried whether Green Park had proposed changes to the role description and the Chair confirmed that the role description is as approved by Court and that there are other places - e.g., the Chair's introduction to the microsite - where it is possible to add more detail about the activities included in the role.
- 22.19.11 **AGREED** Members delegated authority to the interview panel to consider applications and make further enquiries if necessary.

22.20 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 22.20.1 Members noted that the timeline for the ERWG had been amended since the meeting on 14 September 2022 and would now submit its final report to this Committee on 17 May 2023 and to the Court on 24 May 2023.
- 22.20.2 **AGREED** Members confirmed the minutes of the Governance and Nominations Committee meetings held on 14 September 2022 and 13 December 2022 (Documents NOM 230303Ei and Eii) as an accurate record.
- 22.20.3 Members noted the summary of progress against actions and matters arising from previous meetings (Document NOM 230303F).
- 22.20.4 **Chancellor's appointment update (Minute 22.6):** Members noted that the Court appointed Natalie Campbell to the role of Chancellor on 5 October 2022.
- 22.20.5 **Court and committee membership (Minute 22.5.8):** Members noted that Simon Wylie had resigned from the Court and that a decision on appointment to the vacancy for Deputy Chair, Resources Committee is on hold pending the outcomes of the effectiveness review.

22.21 RATIFICATION OF DECISION TAKEN BY CHAIR'S ACTIONS

22.21.1 **AGREED** Members ratified the decision taken by the Chair between meetings to extend the appointment of the Director of Finance as the Acting University Secretary and the Chief Operating Officer.

22.22 DATES OF FUTURE MEETINGS

Wednesday 17 May 2023
Wednesday 13 September 2023
Wednesday 28 February 2024
Wednesday 15 May 2024

Meetings start at 4.30pm and take place via Microsoft Teams².

22.23 ANY OTHER BUSINESS

22.23.1 Members did not raise any other items of business.

² Onsite facilities can be arranged for those who have difficulties participating remotely