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**MINUTES OF THE MEETING OF THE NOMINATIONS COMMITTEE HELD ON WEDNESDAY 18
SEPTEMBER 2019 IN ROOM RS103, UNIVERSITY OF WESTMINSTER, 309 REGENT STREET**

PRESENT: Mrs D Yeo (Interim Chair) Dr P Bonfield
Ms C Bernard Mr D Cheeseman

IN ATTENDANCE: Ms S Bolingbroke (Observer) Ms S Recaldin (Minute 19.7)
Mrs E McMillan (Clerk)

APOLOGIES:

19.1 ANNOUNCEMENTS

19.1.1 The Interim Chair welcomed members to the meeting.

19.1.2 There were no apologies for this meeting.

19.1.3 David Cheeseman declared an interest in item 2.2 Membership of the Court and Committees as he is the current Remuneration Committee Chair. David left the room while members discussed and agreed the recommendation for appointment to the role.

19.1.4 Di Yeo, Interim Chair to the Court, declared an interest in item 2.2 Membership of the Court and Committees as she is the interim post holder for the role of Chair to the Court of Governors. Members noted the potential conflict of interest; however, considered the view of the interim post holder to be an important consideration and therefore agreed that Di could participate fully in the discussion and decision.

19.1.5 Peter Bonfield, Vice-Chancellor, declared an interest in item 2.5 UTC – the University's authorised nominee as he is the proposed nominee. Peter left the room while members discussed and agreed the recommendation to the Court of Governors.

19.1.6 The Interim Chair confirmed there were no requests to discuss starred items or to raise business at the meeting other than that included on the agenda.

19.2 TERMS OF REFERENCE AND MEMBERSHIP

19.2.1 Members reviewed proposed changes to the Committee terms of reference and membership for 2019-20 and the draft schedule of business 2019-20 (Document NOM 190918A).

19.2.2 Members noted that the Clerk has reformatted the terms of reference for all committees of the Court to ensure a consistent presentation format.

19.2.3 **AGREED** Members recommend to the Court that the terms of reference are amended as presented including clarification that the business of the Committee may be conducted via email and by Chair's action (within parameters to be set out in Standing Order 4 - Committee structure and procedures).

19.2.4 **AGREED** Schedule of business 2019-20 to be implemented, noting that ad hoc items may be added during the year.

19.3 MEMBERSHIP OF THE COURT AND COMMITTEES

19.3.1 Members considered a report on the current membership of the Court and its committees, current and upcoming vacancies and the proposed process and timeline for recruitment of a new Chair to the Court (Document NOM 190918B).

Current and upcoming vacancies

- 19.3.2 Members noted that recruitment and appointment to vacancies on the Court and its committees are on hold pending the Court's consideration of the governance effectiveness review outcomes. However, some decisions were required at this meeting as the end of the current post holder's term of office is prior to the next sequence of Nominations Committee/Court meetings.
- 19.3.3 Members discussed membership of the Finance and Property Committee noting that three members retire in the next 12 months, including the Chair and Deputy Chair. Members considered it important that the Court appoints governors and independent (non-governor) committee members with finance and property skills as necessary to replace the skills and experience of retiring members.
- 19.3.4 Members postponed a decision on a recommendation for the role of Deputy Chair to Finance and Property Committee pending consideration of the outcomes of the effectiveness review and appointment of new members to fill upcoming vacancies in the Committee, who may be suited to the role. Members acknowledged that the role therefore will be vacant with effect from 28 November 2019.
- 19.3.5 Members discussed methods to recruit diverse, skilled and experienced members including approaching large accountancy firms, professional bodies and participating again in the Board Apprentice Scheme. The Vice-Chancellor reported the success of the recruitment consultancy in attracting and identifying a high-quality, diverse candidate longlist for the upcoming Deputy Vice-Chancellor (Education) vacancy.
- 19.3.6 Members discussed the upcoming vacancy for a Chair for the HR Committee. A member proposed Chris Bernard for the role. Chris therefore declared an interest in the matter and left the room while the other members discussed the recommendation. On her return members discussed with Chris the commitment required from a committee chair and invited her to reflect after the meeting on whether she would be willing to accept the role if appointed by the Court. **[Clerk's post-meeting note:** Chris confirmed to the Clerk later that she would be willing to accept the role if appointed]
- 19.3.7 **AGREED** Members recommend to the Court that Chris Bernard is appointed as HR Committee Chair for an initial three-year term of office commencing 28 February 2020.
- 19.3.8 Members noted that it is beneficial for a Deputy Chair to the Court – a position of authority on the Court - to chair Remuneration Committee due to the sensitive nature of the discussions. The Vice-Chancellor welcomed the rigour and challenge that the current Chair provides in the role.
- 19.3.9 **AGREED** As a general principle, the Chair of Remuneration Committee should be one of the Deputy Chairs to the Court.
- 19.3.10 **AGREED** Members recommend to the Court that David Cheeseman is re-appointed as Remuneration Committee Chair for a second three-year term of office commencing 16 February 2020.
- 19.3.11 Members discussed the reduced leadership capacity for the Court as one of the two Deputy Chairs is currently taking on the role of Interim Chair to the Court.
- 19.3.12 **AGREED** Members recommend to the Court that it authorises the Clerk to the Court to initiate a process to recruit an Interim Deputy Chair to the Court to support the Interim Chair and the second Deputy Chair to the Court. Members noted that this would also provide an additional opportunity to support succession planning in the leadership of the Court.

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Process to recruit the Chair to the Court

- 19.3.13 Members noted that the Court currently has an Interim Chair - Di Yeo - whose term of office as Interim Chair to the Court ends in October 2020 (subject to review during the process to recruit a successor).
- 19.3.14 Members received the relevant extract from Standing Order 3 - Constitution of the Court, which outlines the agreed process for recruitment and appointment of a Chair to the Court.
- 19.3.15 A member proposed that the process should be updated to reflect recent practice in recruitment to senior posts in the University – which is more transparent, open and inclusive, for example specifying stakeholder involvement in identifying suitable criteria for the current vacancy and in the selection process.
- 19.3.15.1 **ACTION Clerk** to revise the wording of the process to recruit and appoint a Chair to the Court to reflect discussions at this meeting and submit to the Court for approval.
- 19.3.16 A member highlighted the need to ensure that there are no conflicts of interest with other board or executive roles candidates may hold and that due diligence includes consideration of candidates' social media activities and other views available publicly.
- 19.3.17 A member proposed that the selection panel should include an individual with experience of education independent of the University and the Court.
- 19.3.18 Members considered that the Court may need time to reflect on any recommendations from the effectiveness review that impact on the constitution of the Court and what is required from the Chair to implement governance improvements. These reflections may impact on the person specification and specific criteria for the next Chair to the Court. Members noted that this may require a delay to the timeline for recruitment to the role and, potentially, an invitation to the current incumbent to extend the period of appointment of the Interim Chair to the Court.
- 19.3.18.1 **ACTION Clerk** to produce a second draft timeline assuming a three-month delay to the start of the process.
- 19.3.18.2 **ACTION Clerk** to arrange an additional meeting of the Committee (either in person or via conference call) to reflect on the Court's discussion of the effectiveness review recommendations and consider the decisions on the draft timeline that would otherwise have been taken at today's meeting.

Nomination Committee vacancy – academic staff governor

- 19.3.19 Members considered the candidates' biographies (as published on the University website), their contributions to the Court and/or Academic Council and the supporting statement each candidate submitted during the election process for the role of governor.
- 19.3.20 Members considered that a link with Academic Council and the perspective from a governor new to the Court will strengthen the Committee.
- 19.3.21 **AGREED** Members recommend to the Court that Graham Meikle is appointed as a member of the Nominations Committee from 3 October 2019.

19.4 APPOINTMENT OF A CHANCELLOR

- 19.4.1 Members received the current list of potential Chancellors and the relevant extract from Standing Order 3 - Constitution of the Court, which outlines the agreed process for recruitment and appointment of a Chair to the Court (Document NOM 190918C).
- 19.4.2 Members noted that the five-year term of office for the current Chancellor, Lady Sorrell, commenced in January 2015 and will conclude in January 2020.

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- 19.4.3 Members identified a preferred candidate from the longlist and authorised the Vice-Chancellor to continue informal discussions, without any commitment that an appointment will be made, pending confirmation of the person specification for the upcoming vacancy.
- 19.4.3.1 **ACTION Members** to send the Clerk any requests to add or remove potential candidates to the longlist.
- 19.4.4 Members reiterated the earlier commitment (in respect of appointment of a Chair to the Court) to update the process to be more transparent, open and inclusive, with stakeholder involvement in identifying suitable criteria for the current vacancy and in the selection process.
- 19.4.4.1 **ACTION Clerk** to revise the current role profile and circulate to members for comment prior to circulation to stakeholders for their views. The profile will then be subject to Committee approval.
- 19.4.5 Members will agree their nominee at the next meeting for submission to the Court for approval in March 2020. Members acknowledged that the role therefore will be vacant with effect from 1 February 2020. As specified in Standing Order 3, the Interim Chair to the Court will take the role of Interim Chancellor until an appointment is confirmed.
- 19.5 COLLEAGUE AWARDS 2019-20**
- 19.5.1 The Vice-Chancellor gave an oral update on plans for the WestminSTARS colleague awards 2019-20, which will follow the same process and include the same categories as last year's awards.
- 19.5.1.1 **ACTION Vice-Chancellor** to confirm to governors as soon as possible the date of the awards ceremony.
- 19.6 UTC – THE UNIVERSITY'S AUTHORISED NOMINEE**
- 19.6.1 Members received a proposal for the University's authorised representative on the Sir Simon Milton Westminster University Technical College (UTC) Trust Board (Document NOM 190918D).
- 19.6.2 **APPROVED** Members nominate the Vice-Chancellor, Dr Peter Bonfield, to represent the University in its role as Member, and as co-founder and University sponsor of the UTC.
- 19.7 HONORARY AWARD NOMINEES**
- 19.7.1 Members considered nominations for honorary awards for conferment at upcoming ceremonies and a list of honorary awards approved by the Court but not yet conferred (Document NOM 190918E).
- 19.7.2 Members considered a late addition to the nominations, which was tabled at the meeting.
- 19.7.3 **AGREED** Members recommend to the Court that the University offers honorary awards to the following individuals:
- **[REDACTED]**
- 19.7.4 Members reviewed the list of honorary awards not yet conferred and noted that approved nominees are not informed of the Court's nomination or invited to accept their award until there is a vacancy in the schedule of graduation ceremonies for a ceremony in a relevant subject area (e.g. business, science or law).
- 19.7.5 **AGREED** Members instructed the Vice-Chancellor's Executive Assistant (who manages the honorary award process) to remove any approved nominee from the active list if they not made any response within a three-month period of being approved.

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19.7.6 In response to a question from the Vice-Chancellor's Executive Assistant, members confirmed that the Committee will consider a nomination that has been considered and rejected previously provided there has been a change in the nominee's relationship with the University or another change that may impact on the Committee's decision.

19.7.7 **AGREED** The Committee will report to the Court at the end of each year those approved nominees who have received their honorary award and those who have not responded to the University's invitation to accept an award.

19.8 EFFECTIVENESS REVIEW PROGRESS REPORT

19.8.1 Members received the July 2019 progress report from the external consultants conducting the governance effectiveness review (Document NOM 190918F).

19.9 MINUTES OF THE PREVIOUS MEETING

19.9.1 **AGREED** The minutes of the Nominations Committee meeting held on 22 May 2019 (Document NOM 190918G) were agreed as an accurate record.

19.10 ACTIONS AND MATTERS ARISING

19.10.1 Members received and noted the summary of actions and matters arising from previous meetings (Document NOM 190522G).

19.10.2 **Appointment of co-opted staff governors (Action 18.27.5.1):** Following an election process, the Nominations Committee agreed by correspondence to recommend Professor Graham Meikle to the Court of Governors. The Court confirmed Professor Meikle's appointment and he took up the post on 1 August 2019.

19.10.3 **Appointments to committees (Action 18.28.11.1):** Members noted that independent governor Fiona Ross accepted the invitation to attend Audit Committee as an observer with effect from June 2019.

19.10.4 **Link governors (Action 18.33.7.1 and 18.17.3.1):** Members noted that following a call for expressions of interest in vacant link governor roles, the Interim Chair to the Court nominated the following independent governors and the Clerk has introduced them via email to their key contacts in the University:

- Justin Bairamian – Marketing and communications
- Fiona Ross – Wellbeing
- Mei Xin Wang – Diversity and inclusion

There remains a vacancy for a link governor for International.

19.10.5 Members discussed the issue of continuity in the student governor role, as raised by a member of the Committee at a recent Court meeting. Views differed between members of the Committee; however, the majority considered that the current rotation of student governors on an annual or bi-annual basis contributes positively to good governance by providing a new perspective and a current view of the student experience.

19.10.6 Members recognised the need to offer additional support to student governors due to their relatively short term of office. Members noted that student governors receive governance training from the Students' Union, they are invited to meet with the Clerk in advance of each Court meeting to discuss the agenda and papers and the University funds their attendance at the Advance HE student governor workshop, which is scheduled early in their tenure.

19.11 DATES OF FUTURE MEETINGS

Wednesday 26 February 2020 at 4.30pm in Room RS109
Wednesday 20 May 2020 at 4.30pm in Room RS109

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19.12 ANY OTHER BUSINESS

19.12.1 Members did not identify any other business for discussion.