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**MINUTES OF THE MEETING OF THE MEETING OF THE NOMINATIONS COMMITTEE HELD ON
THURSDAY 20 MAY 2020 VIA MICROSOFT TEAMS**

PRESENT: Mrs D Yeo (Chair) Professor G Meikle
Dr P Bonfield Ms L Phillips
Mr J Cappock Ms MX Wang
Mr D Cheeseman

IN ATTENDANCE: Mrs J Lamarque (Minutes) Mrs S Recaldin
Mrs E McMillan (Clerk)

APOLOGIES:

19.27 ANNOUNCEMENTS

- 19.27.1 The Chair welcomed members to the meeting including new members, independent governors Lin Phillips and Mei Xin Wang.
- 19.27.2 No apologies were given for this meeting.
- 19.27.3 Lin Phillips declared an interest in agenda item 2.1 Membership of the Court and committees as an applicant for the role of Deputy Chair to the Court of Governors. Lin left the meeting while members discussed and agreed the recommendation for the appointment to Deputy Chair to the Court (see Minutes 19.22 and 19.23).
- 19.27.4 David Cheeseman declared an interest in agenda item 2.1 as he has worked with one of the applicants for a role on the HR Committee and suggested the role to him. Members agreed that there was no conflict of interest and agreed that David could participate fully in the discussion and decision.
- 19.27.5 The Chair confirmed that there were no requests to discuss starred items.
- 19.27.6 The Chair agreed to a request from the Clerk to the Court to discuss re-appointment of independent governors approaching the end of their term under agenda item 2.1.

19.28 MEMBERSHIP OF THE COURT AND COMMITTEES

- 19.28.1 The Clerk to the Court presented a report on the current membership of the Court and its committees, and current and upcoming vacancies (Document NOM 200520A).
- 19.28.2 Members noted the summary of governor terms of office.
- 19.28.3 Members noted that 13 governors have returned a completed skills audit/matrix form and eight forms are outstanding. Members received a summary of responses to date (Appendix A).

Target size for the Court

- 19.28.4 The Clerk informed members of the recommendation of the Effectiveness Review Working Group to reduce the number of independent members on the Court from 19 to 12, noting that the Committee may recommend to the Court that more than 12 independent members are

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appointed to ensure all necessary skills are covered. The Clerk also informed members of the recommendation of the Working Group that the student membership is increased from one to two, noting that this will require an amendment to the University's Articles of Association.

- 19.28.5 **AGREED** Recommend to the Court that the target size for the Court is amended from 19 independent governors to 12 and from one student governor to two.

Re-appointment of independent governors

- 19.28.6 The Clerk informed members that three independent governors will reach the end of their first term of office in the next six months.
- 19.28.7 Members discussed the skills, attendance and contribution of the three governors during their first term of office.
- 19.28.8 **AGREED** Members recommend to the Court that Helen Owen is appointed for a second term of office as an independent governor from 9 October 2020 to 8 October 2023.
- 19.28.9 **AGREED** Members recommend to the Court that David Stanton is appointed for a second term of office as an independent governor from 1 December 2020 to 30 November 2023.
- 19.28.10 **AGREED** Members recommend to the Court that Philomine (Phil) Wales is appointed for a second term of office as an independent governor from 1 December 2020 to 30 November 2023.

Appointment of independent governors

- 19.28.11 The Clerk reminded members that the current recruitment exercise is for two independent governors with professional accounting and/or audit qualifications and experience and briefed members on the ways the roles had been advertised.
- 19.28.12 Members considered nine applicants for the role of independent governor. Members received an application letter and CV for each applicant (Appendix B) and discussed each against the selection criteria and considering the current needs of the Court.
- 19.28.13 Members decided to invite three applicants to an interview with independent members of the Court, considered that three applicants may be suitable for a governor role in future but do not have the accountancy/audit experience to fill the current skills gap, and that three applicants would not be suitable for a position on the Court; one of these three is to be considered as an applicant for the independent (non-governor) member for Audit Committee.
- 19.28.13.1 **ACTION Clerk to the Court** to invite these applicants to discuss the governor role with independent governors.
- 19.28.14 Members decided that three applicants may be suitable for a governor role in future but do not have the accountancy/audit experience to fill the current skills gap. Members noted that one of these candidates had been interviewed by members of the Committee between meetings.
- 19.28.14.1 **ACTION Clerk to the Court** to write to these applicants to inform them that they do not meet the specific skills criteria and asking if they would be willing for their details to be kept on file for future vacancies.
- 19.28.15 Members decided that three applicants would not be suitable for a position on the Court; however, one of these three is to be considered as an applicant for the independent (non-governor) member for Audit Committee (see Minutes 19.30 and 19.31).
- 19.28.15.1 **ACTION Clerk to the Court** to write to those applicants not being considered for another role to thank them for their applications and inform them that the University will not be taking their application further.

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Appointment of an academic staff governor

- 19.28.16 The Clerk to the Court informed members of the outcome of the election for a nominee of academic colleagues and confirmed the nominee's response to the due diligence survey did not raise any issues. Members received the election statement from each candidate (Appendix C).
- 19.28.17 **AGREED** Members recommend to the Court that Dibyesh Anand is appointed for a first term of office as a co-opted (academic staff) governor from 4 June 2020 to 3 June 2023.

Appointment of an academic staff governor

- 19.28.18 The Clerk to the Court reminded members of the outcome of the UWSU presidential election and confirmed the UWSU President Elect's response to the due diligence survey did not raise any issues. Members received the UWSU President Elect's election manifesto (Appendix D).
- 19.28.19 **AGREED** Members recommend to the Court that Padamjeet Singh is appointed for a first term of office as a co-opted (student) governor from 1 July 2020 to 30 June 2021.
- 19.28.20 **RESOLVED** Members delegate authority to the Chair to the Court/Chair, Nominations Committee to make an alternative recommendation to the Court should the post holder be unable to take up the post of UWSU President on 1 July 2020 due to restrictions related to COVID-19.

Appointments to leadership positions

- 19.28.21 Members noted a table summarising the post holders, terms of office and vacancies for all leadership positions.

Deputy Chair to the Court

- 19.28.22 Lin Phillips left the meeting and members considered her application for the role of Deputy Chair to the Court (Appendix E). Members noted that the Clerk received only one application for the role.
- 19.28.23 **AGREED** Members recommend to the Court that Lin Phillips is appointed for a first term of office as a Deputy Chair to the Court from 4 June 2020 to 3 June 2023. [[Lin returned to the meeting at this point](#)]

Chair, Finance and Property Committee

- 19.28.24 Members noted that David Stanton confirmed to the Chair to the Court and the Clerk to the Court that he is not currently able to commit the time necessary to fulfil the role of Chair, Finance and Property Committee.
- 19.28.25 Members considered alternative solutions to fill the role.

- 19.28.26 **AGREED** Members recommend to the Court that Gary Morley's term of office as an independent governor is extended exceptionally for one year to 10 July 2021. This is to provide continuity in the role and to retain the knowledge Gary has of the work of the Committee pending appointment of a replacement Chair who will shadow Gary for a period.

Chair, HR Committee

- 19.28.27 Members considered solutions to fill the role.
- 19.28.28 **AGREED** Members postponed a recommendation for this appointment pending agreement on the outcomes of the committee review (see Minutes 19.40 to 19.48).

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Committee Deputy Chairs

- 19.28.29 **AGREED** Members postponed consideration of these vacancies pending agreement on the outcomes of the committee review (see Minutes 19.40 to 19.48).

Appointment of independent (non-governor) committee members

- 19.28.30 Members considered six applicants for the role of independent (non-governor) member for the Audit Committee and/or HR Committee, plus the applicant who also applied for a role as an independent governor. Members received an application letter and CV for each applicant (Appendix F) and discussed each against the selection criteria and considering the current needs of the committees.

- 19.28.30.1 **ACTION Clerk** to update the Appendix with the application letter and CV received after papers were circulated.

- 19.28.31 Members considered all applicants to have skills and experience that may benefit the committees.

- 19.28.31.1 **ACTION Clerk to the Court** to invite the six applicants to discuss the independent committee member role with independent governors.

Vice-Chancellor's nominee to HR Committee

- 19.28.32 Members noted that the Vice-Chancellor's current nominee retires at the end of July 2020 and the University is recruiting a replacement. The Vice-Chancellor informed members he will make a nomination for membership of the Committee when the recruitment process is complete.

- 19.28.33 **RESOLVED** Members delegate authority to the Chair to the Court/Chair, Nominations Committee to make a recommendation to the Court for appointment of the Vice-Chancellor's nominee.

Board Apprentice scheme

- 19.28.34 Members considered four applicants for the Board Apprentice role. Members received an application letter and CV for each applicant (Appendix G) and discussed each against the selection criteria for governors.

- 19.28.35 Members considered all applicants to have potential to benefit from the scheme and discussed whether the University could offer the opportunity to all four. The Clerk to the Court expressed concerns about the capacity of the Governance team to support four apprentices in one year.

- 19.28.35.1 **ACTION Clerk to the Court** to invite the four applicants to discuss the Board Apprentice role and, where appropriate, other opportunities with independent governors. Each applicant will also be invited to speak with the Vice-Chancellor about the University.

Court of Governors succession plan

- 19.28.36 The Clerk to the Court presented the draft succession plan (Document NOM 200520B).

- 19.28.37 The Clerk explained that the plan focuses on internal progression to Court leadership roles; however, allows some flexibility to appoint individuals directly to leadership roles to ensure the necessary skills and/or experience are available to the Court.

- 19.28.38 Members supported the introduction of Vice-Chair roles to create a pipeline of internal candidates for the Deputy Chair to Court and Chair to Court roles.

- 19.28.39 **AGREED** Members recommend the succession plan to the Court for a phased introduction between 2020 and 2022, subject to the addition of a section on the use of information from the skills audit and matrix when planning governor succession.

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Committee review outcomes

- 19.28.40 The Clerk to the Court presented a review of the Court's sub-committee structure and committee membership (Document NOM 200520C).
- 19.28.41 Members noted that the Effectiveness Review Working Group considered the same report earlier that day. The Clerk reported orally the changes the Working Group propose to the recommendations in the written report.

Professors and Readers Awarding Committee

- 19.28.42 **AGREED** Members recommend to the Court and to the University Executive Board (UEB) that the Professors and Readers Awarding Committee is transferred and becomes a sub-committee of UEB with effect from 1 September 2020. Members recommend to UEB that they review the membership of the Committee to ensure it is sufficiently independent from UEB and consider how the work and composition of the Committee is communicated to academic colleagues.
- 19.28.43 **AGREED** The Court should continue to receive an annual report on the decisions of the Committee; this will be a part of the relevant Vice-Chancellor's report to the Court.

Proposed committee structure

- 19.28.44 The Clerk to the Court explained the Working Group's proposal that the structure is amended to include four committees:
- Audit Committee
 - Finance and Resources Committee (incorporating oversight of delivery and outcomes for the Digital Strategy and the People Strategy)
 - Governance and Nominations Committee (incorporating oversight of governance effectiveness and the periodic reviews)
 - Remuneration Committee
- 19.28.45 Members noted also that the Working Group proposes that the University Secretary and Chief Operating Officer and the Director of Human Resources and Safety, Health and Wellbeing establish an informal Inclusion and Wellbeing Advisory Group, with a purpose aligned to that of the Estates and IT Advisory Group. The Group's membership would include independent governors and would provide advice, guidance and more detailed discussion on inclusion, diversity, equality and wellbeing. Members noted that such advisory groups provide an opportunity to bring in independent external experts and colleagues across the University who are not members of the Court.
- 19.28.46 Members noted that the finance area does not require an advisory group as there is detailed scrutiny from the internal and external auditors plus both the Finance and Property Committee (or Finance and Resources should the new structure be adopted) and Audit Committee.
- 19.28.47 Members discussed the proposal noting that the intention is to remove operational matters from committees and to prevent independent governors being over-burdened when the size of the Court reduces.
- 19.28.47.1 **ACTION Clerk to the Court** to rewrite the committee review outcomes report to present the recommendations from the Working Group and re-submit the report for consideration by the Committee by correspondence before submission to the Court in July 2020.
- 19.28.48 Members noted the proposed committee membership and the intention to phase in changes over two years from September 2020.

Recruitment of the next Chair to the Court

- 19.28.49 The Clerk to the Court presented information to support planning for the recruitment of a new Chair to the Court (Document NOM 200520D).

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- 19.28.50 The Chair to the Court confirmed she had not been involved in putting together the timeline or the proposed recruitment process.
- 19.28.51 **AGREED** Recruitment process to follow the proposed timeline, which commences at this meeting and concludes with confirmation of the appointment by the Court in March 2021. The term of office for the current Chair expires on 24 October 2021.
- 19.28.52 Members did not identify any specific criteria for the next Chair to the Court; however, wanted to ensure that the general selection criteria adequately reflect the University's values.
- 19.28.52.1 **ACTION Clerk to the Court** to circulate the role description for the Chair to the Court for comment prior to the Court meeting on 3 June 2020.
- 19.28.53 **AGREED** The Committee will engage a recruitment agency to support the recruitment process.
- 19.29 EXTENSION OF CHANCELLOR TERM OF OFFICE**
- 19.29.1 The Vice-Chancellor updated members on discussions with the candidate identified by the Committee from the longlist and members noted that the candidate has other priorities currently.
- 19.29.2 Members discussed a proposal from the Chair to the Court and the Vice-Chancellor to appoint an alternative candidate from the longlist when the current Chancellor's term of office ends. Members heard that the candidate has strong links with the University and its purpose and would be well known and appreciated by students and colleagues.
- 19.29.3 **AGREED** The term of office for the current Chancellor will not be extended.
- 19.29.4 **AGREED** Members recommend to the Court that their preferred candidate is appointed as Chancellor with effect from 1 August 2020.
- 19.30 EFFECTIVENESS REVIEW – ANNUAL UPDATE**
- 19.30.1 Members received an update on progress against the 2019 governance effectiveness review implementation plan and noted changes to the original timeline (Document NOM 200520E).
- 19.30.2 Members thanked the Clerk to the Court and her team for all the work that had been done to deliver the implementation plan.
- 19.31 GOVERNOR DEVELOPMENT**
- 19.31.1 Members postponed discussion of the report on governor development activities and the evaluation of the link governor scheme (Document NOM 200520F) to the next meeting.
- 19.32 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING**
- 19.32.1 **AGREED** The minutes of the Nominations Committee meeting held on 26 February 2020 (Document NOM 200520G) were agreed as an accurate record.
- 19.32.2 Members received and noted the summary of actions and matters arising from previous meetings (Document NOM 200520H).
- 19.32.3 **Membership of the Court and committees (Actions 18.28.12.1, 19.20.6.1, 19.20.6.2, 19.20.10.1, 19.20.21.1, 19.20.23.1 and 19.20.25.1):** Members noted that all actions relating to membership have been completed either between meetings or through other items on the agenda for this meeting.
- 19.32.4 **Appointment of a Chancellor (Action 19.21.1.1):** Members noted that the Clerk has removed the relevant individual from the longlist.

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19.33 DATES OF FUTURE MEETINGS

Wednesday 9 September 2020 at 4.30pm in Room RS109, 309 Regent Street
Wednesday 3 March 2021 at 4.30pm in Room RS109, 309 Regent Street
Wednesday 19 May 2021 at 4.30pm in Room RS109, 309 Regent Street

19.34 ANY OTHER BUSINESS

19.34.1 Members did not raise any other matters for discussion.