

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
WEDNESDAY 9 SEPTEMBER 2020 VIA MICROSOFT TEAMS**

PRESENT: D Yeo (Chair) Professor G Meikle
Dr P Bonfield (from minute 20.3.3) J Cappock L Phillips
D Cheeseman (from minute 20.5.3) MX Wang

IN ATTENDANCE: J Lamarque (Minutes) E McMillan (Clerk)

APOLOGIES:

20.1 ANNOUNCEMENTS

20.1.1 The Chair welcomed members to the meeting.

20.1.2 No apologies were given for this meeting.

20.1.3 There were no declarations of interest.

20.1.4 The Chair confirmed that there were no requests to discuss starred items and confirmed one item to be discussed under 'Any other business'; the Clerk had circulated a supporting paper to members in advance of the meeting (refer to Minute 20.11 and Document NOM 200909I).

20.2 TERMS OF REFERENCE AND SCHEDULE OF BUSINESS 2020/21

20.2.1 The Clerk to the Court of Governors and Head of University Governance ('the Clerk') presented the Committee's terms of reference and membership approved by the Court of Governors in July 2020 and the proposed schedule of business for 2020/21 (Document NOM 200909A).

20.2.2 **AGREED** Terms of reference and membership adopted as approved by the Court.

20.2.3 **AGREED** Members confirmed that activities on the schedule of business 2020/21 fulfil the responsibilities of the Committee as outlined in the terms of reference.

20.3 RECRUITMENT OF CHAIR TO THE COURT

20.3.1 The Clerk presented an update on the recruitment process for a Chair to the Court of Governors (Document NOM 200909B).

20.3.1.2 **ACTION Clerk** to forward the advertisement text, which had been omitted from the paper, to members for comment after the meeting.

20.3.2 Members discussed where to advertise the vacancy and suggested via the Committee of University Chairs, Universities UK, jobs.ac.uk and LinkedIn.

20.3.3 Members discussed membership of the Steering Group and Selection Panel, noting that Standing Order 3 Constitution of the Court specifies that the Steering Group membership is drawn from the independent members of the Court and the Selection Panel from the independent members of the Committee and/or members of the Steering Group.

20.3.4 **AGREED** Independent governors David Cheeseman, Gary Morley, Lin Phillips and Mei Xin Wang to be invited to form the Steering Group and Selection Panel.

- 20.3.4.1 **ACTION Clerk** to confirm with members not present that they are willing and able to participate.
- 20.3.5 **AGREED** If a member of the Steering Group/Selection Panel applies for the position of Chair to the Court, the Governance and Nominations Committee will appoint a replacement.
- 20.3.6 Members discussed the stakeholder groups and/or representatives that candidates will meet during the interview process.
- 20.3.7 **AGREED** Candidates will meet with:
- Deputy Vice-Chancellors and Heads of College (all may not be present due to other commitments);
 - Student Representatives/Sabbatical Officers, staff governors and independent governors (at least one from each group);
 - University Secretary and Chief Operating Officer; and
 - Vice-Chancellor.
- 20.4 APPOINTMENT OF A CHANCELLOR**
- 20.4.1 The Clerk presented the current process to appoint a Chancellor (Document NOM 200909C).
- 20.4.2 Members discussed potential options for a more inclusive process to identify a longlist of candidates. Members expressed concerns around discretion and confidentiality if the Committee was to make an open call for nominations.
- 20.4.3 **AGREED** The Governance and Nominations Committee will continue to lead the longlisting process; however, the Committee will invite nominations from other members of the Court and may co-opt other governors to be involved in discussions.
- 20.4.3.1 **ACTION Clerk** to invite staff governor and Co-Chair of the University's Equality, Diversity and Inclusion Committee – Professor Dibyesh Anand – to participate in a discussion of the longlist at the next meeting.
- 20.4.4 Members discussed the due diligence process and made suggestions to strengthen the process that included introducing a reputational risk assessment.
- 20.4.4.1 **ACTION Clerk** to codify the enhanced due diligence process and circulate amendments to the process outlined in Standing Order to members for agreement by correspondence.
- 20.4.5 **AGREED** No specific criteria will be added to the role description for the appointment of the next Chancellor and 'charismatic' will be removed from the selection criteria in the role description.
- 20.4.5.1 **ACTION Clerk** to update the role description.
- 20.4.6 Members identified two potential candidates for the longlist.
- 20.4.6.1 **ACTION Clerk** to send out a call for nominations to all members of the Court.
- 20.5 COURT OF GOVERNORS EQUALITY, DIVERSITY AND INCLUSION REPORT 2020**
- 20.5.1 The Clerk to the Court presented the annual Court equality, diversity and inclusion report (Document NOM 200909D).
- 20.5.2 The Clerk informed members that she received 12 completed data collection forms (55% of the membership of the Court) and therefore the data summary may not be an accurate reflection of the Court as a whole.
- 20.5.2.1 **ACTION Clerk** to request permission to obtain copies of data collection forms for ex-officio/staff governors from the Human Resources team.

- 20.5.3 Members welcomed the report and considered that it provides useful information in an accessible format. Members noted that analysis be improved when data on the full membership is available and when trend data can be recorded.
- 20.5.4 **AGREED** The Committee will consider how the University's protocols for racial accountability in recruitment and promotion (when agreed) may apply to the Court's recruitment and promotion processes.
- 20.5.5 **AGREED** Candidates will be asked to complete the skills matrix and audit form at the point of application to enable the Committee to consider how candidates would impact on the breadth/diversity of skills in the membership prior to appointment.
- 20.5.6 **AGREED** Psychometric testing (or similar) will be adopted for interviewees for the role of Chair to the Court (and all potential governors).
- 20.5.7 **AGREED** The University will send an equality, diversity and inclusion data collection form to recipients of Honorary Awards; completion will be on a voluntary basis.
- 20.6 ARTICLES OF ASSOCIATION**
- 20.6.1 The Clerk to the Court presented the proposed revised Articles of Association (Document NOM 200909F).
- 20.6.2 The Clerk highlighted a further correction to point 15.1, noting that the Court had agreed previously that the Vice-Chancellor may nominate a Pro Vice-Chancellor instead of a Deputy Vice-Chancellor for ex-officio membership of the Court.
- 20.6.3 **AGREED** Revised Articles of Association to be submitted to the Court, subject to the amendment above.
- 20.6.3.1 ACTION** Clerk to seek legal advice on the changes prior to submission to the Court.
- 20.7 REVIEW OF THE LINK GOVERNOR SCHEME**
- 20.7.1 The Clerk to the Court presented a report on the Link Governor scheme (Document NOM 200909E).
- 20.7.2 Members noted analysis of feedback from scheme participants on achievement of the aims of the scheme and the Link Governor process.
- 20.7.3 **AGREED** The Committee will review and refresh thematic areas when the Court has considered the work of the Director of Strategy, Planning and Performance and colleagues to review and refresh how we monitor key performance indicators (KPIs).
- 20.7.4 **AGREED** The Clerk will send out a call for expressions of interest for the Link Governor scheme to fill vacancies and areas where Link Governors are due to complete the two year period.
- 20.7.5 **AGREED** The Chair to the Court will include an update on the Link Governor role in her annual 1-2-1 governor review meetings with relevant governors.
- 20.7.6 **AGREED** Link Governors will be invited to share their learning with other members of the Court at the annual Court away day.
- 20.7.7 **AGREED** The Clerk will update the Link Governor guidance document to include clarification that any issues of concern they identify/observe through their role should be reported through the usual routes (Chair to the Court, Clerk to the Court or the Company Secretary).
- 20.7.8 **AGREED** Guidance for Link Governors (Appendix 2) to be updated as proposed.
- 20.7.9 **AGREED** The Link Governor scheme will be expanded as a one-year scheme open to

independent (non-governor) committee members.

- 20.7.10 Members noted a request from a Link Governor for opportunities – outside of the Link Governor scheme – for governors to engage more frequently with students and a broader range of colleagues.

20.8 COLLEAGUE AWARDS

- 20.8.1 The Vice-Chancellor informed members that the Director of Human Resources and Safety Health and Wellbeing and the Director of Marketing and Communications are working on a proposal for the 2020/21 awards.

20.9 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

- 20.9.1 **AGREED** The minutes of the Nominations Committee meeting held on 20 May 2020 (Document NOM 200909G) were agreed as an accurate record.
- 20.9.2 Members received the notes of a meeting held on 8 July 2020.
- 20.9.3 Members received the notes of a meeting held on 30 July 2020.
- 20.9.4 Members noted the summary of actions and matters arising from previous meetings (Document NOM 200909H).

20.10 DATES OF FUTURE MEETINGS

Wednesday 3 March 2021 at 4.30pm via Microsoft Teams and in Room RS109, 309 Regent Street
Wednesday 19 May 2021 at 4.30pm via Microsoft Teams and in Room RS109, 309 Regent Street

20.11 ANY OTHER BUSINESS

[Redacted]