UNIVERSITY OF BRISTOL
ANNUAL MEETING OF COURT: 8 DECEMBER 2017

REPORT OF THE NOMINATIONS COMMITTEE OF COURT

AGENDA ITEM 3

Court is asked to:

- APPROVE the appointment of **Dr Andreas Raffel** and **Ms Nicky McCabe** as lay members of the Board of Trustees, each for a three year turn from 1 January 2018 to 31 December 2020.
- APPROVE the reappointment of **Mr Denis Burn** as a lay member of the Board of Trustees, for a further one-year term, from 1 January 2018 until 31 December 2018.
- NOTE the re-election of **Ms Sarah Gilbert** and **Dr Hazel Phillips** as Court members of the Nominations Committee of Court.

REPORT OF THE NOMINATIONS COMMITTEE OF COURT

1. Appointment of lay members of the Board of Trustees
1.1 Ms Anne Stephenson and Mr James Wetz will reach the end of their third and final terms of office as lay members of the Board of Trustees on 31 December 2017. Two vacancies will then arise. The Committee has therefore undertaken a recruitment campaign for two new lay members to the Board of Trustees from 1 January 2018.

1.2 The vacancies were advertised between December 2016 and February 2017. The vacancies were advertised in a number of ways, including through the Times and Guardian Jobs, an Alumni news shot, and on the University website. In particular, the recruitment campaign sought to identify candidates with the appropriate levels of governance skills, as well as experience of HR and/or Finance, given anticipated upcoming vacancies for lay members on the HR and Finance Committees respectively.

1.3 A total of 78 applications for the two vacancies were received during the 2017 Board recruitment campaign. At its meeting of 17 February 2017, the Committee agreed a shortlist of six candidates to interview.

1.4 A Selection Panel, consisting of the Chair of the Nominations Committee of Court (then Professor Richard Hodder-Williams), the Chair of the Board of Trustees, and a lay member of the Nominations Committee of Court (Ms Sarah Gilbert), interviewed the six candidates on 24 March 2017. The Selection Panel identified two preferred candidates: **Dr Andreas Raffel** and **Ms Nicky McCabe**.
1.5 The Committee subsequently agreed to recommend Ms McCabe and Dr Raffel (the Nominated Candidates) for appointment by Court in December 2017. If approved by Court, they will each serve an initial three-year term from 1 January 2018 to 31 December 2020. They will then be eligible for reappointment to the Board for two further terms of three years.

1.6 **Ms McCabe** has over 10 years’ experience in non-executive roles and 25 years’ experience as a senior business executive in asset management, strategy consulting and operations/risk. She has most recently served as Head of Product and Investment Trusts at Fidelity International. The Committee was particularly impressed by her enthusiasm for higher education and her HR experience: including managing teams of up to 200 people, organisational design, performance evaluation, HR policies, recruitment, remuneration and people development. She also has experience in supporting diversity and inclusion, mentors individuals and has conducted mock interviews for students going to university.

1.7 **Dr Raffel** has over 30 years’ experience at board-level, including significant global leadership positions at Rothschild and Morgan Stanley. He has significant non-executive experience, including within the health and high education sectors. The Committee was particularly impressed by his affinity with, and enthusiasm for, higher education (including an early academic career) and his obvious expertise in finance. That financial expertise includes investment banking, debt and equity advisory and restructuring services, and asset management: each gained in a global context. He also has experience in helping to shape and development leadership teams.

1.8 Ms McCabe has already been co-opted to the University’s HR Committee, with a view to her serving as a lay member and Chair of the HR Committee from 1 January 2018 when the current Chair retires. Dr Raffel has been co-opted to the University’s Finance Committee, with a view to joining it in his capacity as a Board member in due course. Both Nominated Candidates have already begun to attend Board meetings, as observers.

---

**Court** is therefore asked to:

- **APPROVE** the appointment of Dr Andreas Raffel and Ms Nicky McCabe as lay members of the Board of Trustees, each for a three year term from 1 January 2018 to 31 December 2020.

---

2. **Reappointment of one lay member of the Board of Trustees**

2.1 The current (second) term of office of Mr Denis Burn as a lay member of the Board of Trustees will end on 31 December 2017. Mr Burn is eligible for reappointment for a final term of three years and in the normal course the Nominations Committee would
have been asked to agree to recommend a final term of three years to Court for its approval.

2.2 However, Mr Burn has indicated his intention to ‘stand down’ from the Board of Trustees from 31 December 2018, in view of other commitments. He has previously been appointed by the Board as Chair of the Board (subject to his remaining a member of the Board) until 31 December 2018.¹

2.3 The Committee agreed that Mr Burn holds significant and highly valued roles within the University’s governance structures. In addition to serving as Chair of the Board of Trustees he is also an ex officio member of all Board committees (except for the Audit Committee). He has steered the Board through significant reforms as well as the approval of the University Strategy, and is currently focused on embedding the Board’s monitoring of Strategy delivery. A further year as Chair will allow for completion of that work, and also for the identification of (and induction of) his successor as Chair.

2.4 The Committee therefore agreed to RECOMMEND to Court the reappointment of Mr Denis Burn as a lay member of the Board for an extra year until 31 December 2018.

<table>
<thead>
<tr>
<th>Court is therefore asked to:</th>
</tr>
</thead>
<tbody>
<tr>
<td>• APPROVE the reappointment of Mr Denis Burn to the Board of Trustees for a further one-year term from 1 January 2018 until 31 December 2018.</td>
</tr>
</tbody>
</table>

3. Elections to the Nominations Committee of Court

3.1 The composition of the Nominations Committee of Court includes two members elected by Court. All members of Court may stand for election to the Nominations Committee of Court. Court members are elected for renewable three-year terms, subject to a maximum of three such terms.

3.2 On 31 December 2017, Ms Sarah Gilbert and Dr Hazel Phillips will have completed their elected three-year term of office. This means that two vacancies for members of Court will arise on the committee on 1 January 2018 and last until 31 December 2020.

3.3 At its meeting in February 2017, the Committee agreed an elections timetable for the upcoming vacancies. A call was put out to Court members requesting nominations for Court members to sit on the Nominations Committee by 27 March 2017.

3.4 Four nominations for the two vacancies were received and therefore an election took place in April 2017. The election was conducted by Single Transferable Vote (STV), which is a form of proportional representation which uses preferential voting in multi-member constituencies. The vote count took place in the week commencing 15 May 2017, and the candidates who received the most votes were:

¹ Although authority to approve the reappointment of Mr Burn as a lay member of the Board of Trustees rests with Court, authority to appoint the Chair of the Board rests with the Board of Trustees itself.
Ms Sarah Gilbert¹
Dr Hazel Phillips.

Court is therefore asked to:
• **NOTE** the re-election of Ms Sarah Gilbert and Dr Hazel Phillips as members of the Nominations Committee of Court, to serve from 1 January 2018 until 31 December 2020.

¹ Members of Court may wish to note that this will be Ms Sarah Gilbert's third and therefore final term of office on the Nominations Committee; it is Dr Hazel Phillips second term and she will be eligible for re-election in due course.