

**MEETING OF THE  
MEMBERSHIP APPOINTMENTS & GOVERNANCE GROUP  
11 September 2018**

**Beacon House, Meeting Room 1.32, 1500**

**Present:** Ms Tracey Brunnock (Equality, Diversity and Inclusion Manager); Mr Denis Burn (Chair and Chair of the Board of Trustees); Ms Robin Geller (Registrar and Chief Operating Officer); Mrs Julie Goldstein (Member of the Board of Trustees); Professor Geraldine Macdonald (Academic Staff member of the Board of Trustees); Dr Andreas Raffel (Lay member of the Board of Trustees – by phone).

**In attendance:** Ms Lucy Barling (Clerk).

**Apologies:** Ms Sally Patterson (Student member of the Board of Trustees)

**1 MAGG Terms of Reference**

RECEIVED for APPROVAL: (paper ref: MAGG/18-19/001)

- 1.1 The committee DISCUSSED its Terms of Reference and made the following comments:
- It would be important to cross check to ensure that individual committee terms of reference were fully aligned with the Standing Orders of Board committees.
  - The MAGG terms of reference will require review again once Court has considered the proposal for Court to relinquish its power to appoint lay members of the Board, as if accepted, this power would fall to the Board of Trustees (and therefore MAGG) thereafter.
- 1.2 The committee considered and agreed that it fully SUPPORTED Proposal 21 emerging from the Governance Review, which was to conduct a full review of the Terms of Reference of all Board committees, initiated by each Board Committee Chair.
- 1.3 The committee AGREED that the Chair and Registrar, supported by the Governance team, should undertake a detailed review of the MAGG terms of reference and report back to the Committee.

**Action: Chair & Registrar**

**2 Minutes of previous meeting**

- 2.1 APPROVED the minutes of the previous meeting on 22 February 2018 as a true and accurate record.

**3 Matters arising and action register**

- 3.1 RECEIVED and NOTED

**4 Chair's Business**

- 4.1 There was none.

**5 Declaration of interests**

- 5.1 Members of MAGG were reminded of their duty to declare actual and potential conflicts of interest.

5.2 MAGG NOTED that the proposed recruitment process for the appointment of one Alumni Association Trustee would be discussed but not actual applicants. Therefore, it was agreed that it would be appropriate for Mrs Julie Goldstein (Member of the Board of Trustees and Chair of Convocation and the Alumni Association) to remain for the discussion of this item.

5.3 MAGG NOTED that the future Chair of the Finance & Major Projects Committee would be discussed not the actual individual. Therefore it was agreed that it would be appropriate for Dr Andreas Raffel (lay member of the Board of Trustees) to remain for discussion of this item (see paper reference MAGG/18-19/002).

## **6 Board and Committee recruitment** RECEIVED for DECISION: (paper ref. MAGG/18-19/002)

6.1 The Committee APPROVED the following staff and student trustee appointments:

- The appointment of **Prof Sheila Ellwood**, to the **Finance & Major Projects Committee**, from 1 August 2018, for an initial term of three years.
- The appointment of **Ms Kate Ashley and Prof Keith Syrett** to the **HR Committee**, from 1 August 2018, for an initial term of three years.
- The appointment of **Prof Geraldine Macdonald**, to the **Ethics of Research Committee**, from 1 August 2018, for an initial term of three years. As this was a joint Board/Senate committee, the Deputy Vice-Chancellor, pursuant to his powers delegated by Senate, would be asked to approve this appointment on behalf of Senate and report it to Senate at the meeting on 15 October 2018.

**Action: Secretary**

- The appointment of **Prof Keith Syrett** to the **Pensions Task and Finish Group** from 1 August 2018 until the Group terminates its business which is expected to be on 31 December 2018.
- The appointment of **Ms Sally Patterson**, to the **Membership Appointments & Governance Group**, from 1 July 2018, for a one-year term, in alignment with her term on the Board of Trustees.
- The appointment of **Ms Sally Patterson and Ms Jolene Cook** to the **Education and Student Experience Committee**, from 1 July 2018, for a one-year term, in alignment with their term on the Board of Trustees.
- The appointment of **Ms Jolene Cook** to the **IT Committee**, from 1 July, for a one-year term, in alignment with her term on the Board of Trustees. As this was a joint Board/Senate committee, the Deputy Vice-Chancellor would be asked pursuant to his powers delegated by Senate, to approve this appointment on behalf of Senate and report it to Senate at its meeting on 15 October 2018.

6.2 The Committee APPROVED the following re-appointments for co-opted members on to committees:

- The re-appointment of **Professor Alvin Birdi and Dr Kelly Moule** to the **Education & Student Experience Committee**, from 1 January 2019, for a second one-year term, until 31 December 2019. Both individuals have confirmed their willingness to continue to serve and the Committee Chair has indicated her desire for her term to be renewed
- The re-appointment of **Prof Innes Cuthill** to the **Ethics of Research Committee**, from 1 January 2019, for a final three-year term, until 31 December 2021. Prof Cuthill has confirmed her willingness to continue to serve and the Committee Chair has indicated his desire for her term to be renewed. As this was a joint Board/Senate committee, the Deputy Vice-Chancellor would be asked pursuant to his powers delegated by Senate,

to approve this re-appointment on behalf of Senate and report it to Senate at its meeting on 15 October 2018.

**Action: Secretary**

- 6.3 The committee APPROVED the following appointments for co-opted members to Board committees:
- The appointment of **Ms Kathy Curling** to the **Finance & Major Projects Committee**, from 1 January 2019, for an initial term of one year, until 31 December 2019. Ms Curling has confirmed her willingness to continue to serve and the Committee Chair has indicated his desire for her to join the committee.
- 6.4 The committee CONSIDERED and AGREED a request from the HR Committee to co-opt an additional member to the HR Committee, likely from 1 January 2019, in order to ensure that the committee can benefit from the skills needed to undertake its work effectively. The committee requested that the HR Committee follow appropriate process in seeking to identify appropriate candidates, through an open and transparent process and in seeking advice from the University Governance team. The HR Committee was asked to report back to the MAGG on the process used to identify a co-opted member and to seek MAGG's approval of the appointment.
- Action: HR Committee Secretary**
- 6.5 The committee APPROVED the reappointment of **Dr Chris Wright** from 1 January 2019 to the **Ethics of Research Committee**, for a third and final term, until 31 December 2021. *Note:* As this is a joint Board/Senate committee, the Deputy Vice-Chancellor would also be asked to approve this reappointment on behalf of Senate and would report this to Senate at its meeting in October 2018.
- Action: Secretary**
- 6.6 The Committee carefully considered the results of the Board skills audit and diversity analysis alongside the recommendation in the paper for the filling of lay member vacancies on the HR Committee, Finance & Major Projects Committee, Remuneration Committee. The Committee, on behalf of the Board of Trustees:
- APPROVED the appointment of Ms Jessica Cecil to the HR Committee for an initial three-year term from 1 January 2019 until 31 December 2021, subject to confirmation of her willingness to serve.
  - RECOMMENDED to the Board of Trustees the appointment of Dr Andreas Raffel as the Chair of the Finance & Major Projects Committee for an initial three-year term from 1 January 2019 until 31 December 2021, subject to the outcome of discussions between him and the incoming Chair of the Board.
  - RECOMMENDED to the Board of Trustees the appointment of Dr Andreas Raffel as the Chair of the Remuneration Committee for an initial three-year term from 1 January 2019 until 31 December 2021, subject to the outcome of discussions between him and the incoming Chair of the Board.
  - AGREED that the vacancy on the Education and Student Experience Committee should not be filled until the outcome of the current lay member recruitment process is known. MAGG will be invited to consider electronically, after the interviews had taken place on 17/18 October, the filling of this vacancy.
- 6.7 Members of the committee also discussed the format, content and structure of the Board skills audit and agreed that going forward it would be helpful for the skills to better align with the key strategic risks of the institution. Members also considered whether it would be possible to simplify the audit for future years. The MAGG then

ASSIGNED AN ACTION to the Governance team to undertake a review and report back to a future meeting.

**Action: Secretary**

**7 Board of Trustees Turnover**

RECEIVED for ENDORSEMENT: **(paper ref. MAGG/18-19/008)**

7.1 The committee CONSIDERED and ENDORSED the proposal contained within the paper to stagger the terms of office of incoming lay members of the Board and AGREED to RECOMMEND it to the Nominations Committee of Court for consideration at their meeting on 26 September 2018.

7.2 MAGG also ASSIGNED AN ACTION to the Governance team to confirm the current trend in the sector for the most appropriate length of term for board members and encouraged the Nominations Committee as part of its considerations to take into account implications for future Board diversity.

**Action: Secretary**

7.2 After the Nominations Committee had considered the proposal, a conversation would also be required with the incoming lay members to confirm their agreement. The proposal would require the consent of Court which would be requested at its meeting on 6 December 2018.

**8 Board lay member recruitment update**

RECEIVED and NOTED: for INFORMATION **(paper ref. MAGG/18-19/003)**

**9 Alumni Association Trustee recruitment**

RECEIVED and NOTED: for INFORMATION: **(paper ref. MAGG/18-19/004)**

9.1 The Committee also AGREED that the persons to be invited to join the Selection Panel ought to be:

- Dr Moira Hamlin (Vice-Chair)
- Ms Kate Ashley (Professional Services staff trustee) or another staff trustee
- Dr Andreas Raffel (lay trustee)

**10 Terms of Office**

RECEIVED and NOTED: for INFORMATION: **(paper ref. MAGG/18-19/005)**

**11 Committee memberships**

RECEIVED and NOTED: for INFORMATION: **(paper ref. MAGG/18-19/006)**

**12 Update on Court consultation**

RECEIVED and NOTED: for INFORMATION: **(paper ref. MAGG/18-19/007)**

12.1 Members of the committee noted that all Board and Senate members would be strongly encouraged to attend the Annual Meeting of Court on 6 December 2018 in support of the Court proposals.

**13 Equality of Opportunity, including consideration of Equality Related Risks**

13.1 MAGG considered that equality and diversity implications had been discussed in the context of Committee recruitment and appointments and agreed that it had given appropriate consideration to those issues in making its decisions.

13.2 The committee discussed the merits of co-option, particularly with a view to improving the overall diversity of the Board. Members also considered whether diversity was more

important than the key risks facing the institution and suggested that perhaps this ought to be reflected in the conversation around changes to the Board skills audit.

**14 Communication & Consultation considerations**

- 14.1 Decisions taken by MAGG would be communicated as appropriate, particularly the importance of communicating the committee's comments on the turnover of the Board to the Nominations Committee of Court for their meeting on 26 September.

**15 Any other Business**

- 15.1 The committee noted that the HR Committee was keen to remove the VFM element from within its Terms of Reference. Members agreed that there were very few instances in which the terms of reference of the HR Committee were directly relevant to VFM and broadly supported this request. MAGG will be asked to approve the revised terms of reference for the HR Committee at its meeting on 17 October 2018.

**16 Date of next meeting**

- 16.1 17 October 2018 at 0900.