

MEETING OF THE
MEMBERSHIP APPOINTMENTS & GOVERNANCE GROUP
17 October 2018

Beacon House, Meeting Room 4.04, 1400

Present: Mr Denis Burn (Chair and Chair of the Board of Trustees); Ms Lynn Robinson (Acting Registrar); Mrs Julie Goldstein (Member of the Board of Trustees – by conference call); Ms Sally Patterson (Student member of the Board of Trustees); Dr Andreas Raffel (Lay member of the Board of Trustees).

In attendance: Ms Lucy Barling (Clerk).

Apologies: Ms Tracey Brunnock (Equality, Diversity and Inclusion Manager); Professor Geraldine Macdonald (Academic Staff member of the Board of Trustees).

1 Minutes of previous meeting

- 1.1 APPROVED the minutes of the previous meeting on 11 September 2018 as a true and accurate record, subject to the inclusion of the following:
- Para ref 6.1, bullet point 7: text should be inserted as follows: *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.*
 - Para ref 9.1, bullet point 2: should be amended to show that the Selection Panel members which were agreed by the MAGG are Moira Hamlin, Andreas Raffel *AND Kate Ashley.*¹

2 Matters arising and action register

- 2.1 RECEIVED and NOTED. All Actions were either completed or in progress.

3 Chair's Business

Alumni Association Trustee appointment

- 3.1 MAGG was informed that the Alumni Association Trustee interviews had taken place today, and the Selection Panel was recommending to MAGG the appointment of Professor Andrew Carr as the new Alumni Association member of the Board of Trustees. Professor Carr was a Nuffield Professor of Orthopaedics and was Head of the Nuffield Department of Orthopaedics, Rheumatology and Musculoskeletal Sciences at the University of Oxford.
- 3.2 MAGG carefully considered the views of the Selection Panel, and AGREED to RECOMMEND to the Board, the appointment of Professor Andrew Carr as the Alumni Association Trustee member of the Board from 1 January 2019. It was noted that the appointment was subject to Court's approval at its meeting on 7 December 2018.
- 3.3 **[REDACTED Personal Information]**

¹ Subsequently, Kate could not attend the scheduled interview date so Vikki Stace (lay member of the Board) joined the Panel in her stead.

3.4 **[REDACTED Personal Information]**

Lay member appointment

- 3.5 MAGG noted that lay member interviews were due to take place on Thursday 18 October. There were three female candidates in the running. MAGG would be informed of the name of the successful candidate, once known.

4 Declaration of interests

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

5 Board and Committee recruitment

RECEIVED for DECISION: (paper ref. MAGG/18-19/009)

Staff trustee appointments

- 5.1 The Committee APPROVED the following staff trustee appointments:

- The appointment of **Dr Jane Khawaja** to the **Pensions Task and Finish Group** from 1 August 2018 until December 2018 or until the group terminated its business, whichever was sooner.

Action: Secretary

Joint Senate/Board committee appointments/re-appointments

- 5.2 The Committee APPROVED the following joint Senate/Board committee appointments /re-appointments (these would also be approved by the Deputy Vice-Chancellor on behalf of Senate):

- The appointment of **Professor Matthew Brown** to the **Ethics of Research Committee**, representing the Faculty of Arts, and nominated by Senate. Professor Brown will serve on the committee for an initial three-year term from 1 January 2019 until 31 December 2021.
- The appointment of **Professor Ian Craddock** to the **Ethics of Research Committee**, representing the Faculty of Engineering, and nominated by Senate. Professor Craddock will serve on the committee for an initial three-year term retrospectively from 1 August 2018 to 31 July 2021.
- The appointment of **Dr David Glowacki** to the **Ethics of Research Committee**, representing the Faculty of Science, and nominated by Senate. Dr Glowacki will serve an initial three-year term retrospectively from 1 August 2018 until 31 July 2021.
- The re-appointment of **Dr Ingeborg Hers** to the **Ethics of Research Committee**, representing the Faculty of Life Sciences, and nominated by Senate. Dr Hers will serve on the committee from 1 January 2019, for a final three-year term, until 31 December 2021. Dr Hers has confirmed her willingness to continue to serve.
- The re-appointment of **Dr Rachael Goobermann-Hill** to the **Ethics of Research Committee**, representing the Faculty of Health Sciences, nominated by Senate. Dr Goobermann-Hill will serve a second three-year term from 1 January 2019 until 31 December 2021. Dr Goobermann-Hill has confirmed her willingness to continue to serve.

Lay member re-appointments

- 5.3 The committee APPROVED the following lay member appointments/re-appointments to Board committees, subject to their willingness to serve:

- The re-appointment of **Mr John Manley** to the **Audit Committee** for a final one-year term from 1 January 2019 until 31 December 2019, in alignment with his term on the Board of Trustees.

Co-opted member appointments

5.4 The committee APPROVED the following co-opted members on to Board committees, subject to their willingness to serve, and the views of the Chairs of each committee:

- The appointment of **Mr Nicholas Joicey** to the **Finance & Major Projects Committee** as a co-opted member from 1 January 2019 for an initial one-year term until 31 December 2019.
- The appointment of **Ms Julie Goldstein** as a co-opted member of the **Audit Committee** from 1 January 2019.

5.5 [REDACTED Personal Information]

Lay member appointments

5.6 MAGG also considered the **one lay member vacancy** arising on the **HR Committee**, the **one lay member vacancy** arising on the **Audit Committee**, and the **one lay member (and Chair) vacancy** arising on the **Education & Student Experience Committee**, all arising from 1 January 2019. The committee's considerations for each vacancy are detailed below:

- *Audit Committee:*
MAGG reflected that a helpful option for this vacancy could be for Dr Moira Hamlin to move from her position as a lay member of the Board on the Finance & Major Projects Committee to a lay member position on the Audit Committee. This would then create the capacity on the Finance & Major Projects Committee for the incoming lay member (with property and major capital programmes experience) to fill the lay member vacancy left by Ms Hamlin.

APPROVED: the appointment of **Dr Moira Hamlin** on the **Audit Committee** from 1 January 2019, subject to confirmation of Dr Hamlin's willingness to serve, and subject to the views of the Chairs of both Audit Committee and the Finance & Major Projects Committee. Dr Hamlin would serve on the committee for an initial term of one year, until 31 December 2019, in alignment with her term on the Board of Trustees.

- *Finance & Major Projects Committee:*
MAGG reflected on the importance of ensuring that the incoming lay member with property and capital programmes experience joined the Finance & Major Projects Committee, and with the move of Dr Moira Hamlin over to the Audit Committee, this thereby created one lay member vacancy on the committee.

APPROVED: the appointment of **the incoming lay member of the Board (name to be confirmed)** on the **Finance & Major Projects Committee** from 1 January 2019, subject to confirmation of his/her willingness to serve, and subject to the views of the Chair of the committee (although it was understood that this was an appropriate appointment). The individual would serve on the committee for an initial renewable term of three years, until 31 December 2021.

- *HR Committee:*
[REDACTED Personal Information]

[REDACTED Personal Information]

MAGG therefore APPROVED the appointment of either **Ms Cecil or Prof Carr** as lay members of the **HR committee**, subject to confirmation of their willingness/preferences to serve, and subject to the views of the Chairs of both HR and Education and Student

Experience committees. The individual would serve on the committee for an initial renewable term of three years, until 31 December 2021.

- *Education & Student Experience Committee:*
As per the above, MAGG noted that there remained one lay member (and Chair) vacancy on the Education & Student Experience Committee.

Members duly considered the skills and experience of both Ms Jessica Cecil and Prof Andrew Carr and agreed that both were suitable for joining either committee (or both).

MAGG therefore APPROVED the appointment of either **Ms Cecil or Prof Carr** as lay members of the **Education & Student Experience committee**, subject to confirmation of their willingness/preferences to serve, and subject to the views of the Chairs of both HR and Education and Student Experience committees. The individual would serve on the committee for an initial renewable term of three years, until 31 December 2021.

MAGG NOTED that once confirmation had been received from the individuals and the Chairs of both committees about which individual would serve on which committee, the Board would be asked to APPROVE the new Chair appointment on the Education & Student Experience Committee.

- *Membership Appointments & Governance Group (MAGG):*
Members NOTED that the departure of Ms Julie Goldstein from the Board would create a vacancy on the MAGG for one lay member of the Board from 1 January 2019.

[REDACTED Personal Information] .

MAGG also considered its own makeup and composition from next year, which, subject to Court's approval to the proposals put to it in December, will mean that there would be a Nominations Committee of the Board going forward (i.e. MAGG and Nominations Committee of Court would both be disbanded and replaced by the new committee). Members considered that it might be helpful for the Chair of the Board to consider what the future membership and composition of the new Nominations Committee would look like, in advance of the Court meeting in December.

Action: Clerk

- *Honorary Degrees Committee:*
MAGG NOTED that the departure of Ms Julie Goldstein from the Board would create a vacancy on the Honorary Degrees Committee for the Chair of the Alumni Association. However, the makeup and composition of the Alumni Association was currently under review, and the committee AGREED that it seemed sensible not to make any decisions about how to fill that vacancy until the outcome of the review was known towards the end of this year.

6 Board of Trustees turnover

RECEIVED for ENDORSEMENT: **(paper ref. MAGG/18-19/010)**

- 6.1 The committee recalled that it had previously agreed (in consultation with the Nominations Committee of Court) that it would be helpful to stagger the terms of office for incoming board members. The Board and the Nominations Committee of Court were also supportive of the proposal.
- 6.2 Subsequently, it was raised at the 5 October Board meeting the possibility of additionally extending current members' terms of office to ensure more continuity and consistency.

6.3 MAGG duly considered the proposal for extending current members' terms of office and AGREED that whilst it would be important to take forward the staggering of incoming lay members' terms of office (as previously agreed), now was not the most appropriate time to make a decision on the extension of current lay members' terms of office. Members agreed that extensions could more reasonably be addressed in advance of the next round of lay member recruitment next year, for the following reasons:

- a) the new lay members of the Board (and the Chair) would have had some time to 'bed in' which would provide the Chair of the Board with a better picture of the makeup, composition and balance of skills on the Board, so he can better assess the risk and;
- b) should Court approve the proposals put to it at its meeting in December, from January 2019 there would be a new Nominations Committee of the Board which could consider the extensions without requiring approval from Court.

7 Board committee terms of reference

RECEIVED for APPROVAL: (paper ref. MAGG/18-19/011).

7.1 MAGG considered the proposed amendments to the IT Committee terms of reference, as outlined in the report and AGREED that it would be more appropriate to hold the approval over until the new year, pending:

- a) a thorough review that would be undertaken by the Governance team of all of the Board committee terms of reference and;
- b) a discussion between the incoming Chair of the Board and the current Chair of the committee about the possibility of raising the committee's sights into a more strategic sphere, thereby more significantly changing the remit of the committee.

7.2 MAGG NOTED that at its last meeting, the HR Committee had removed reference to 'value for money' as previously agreed by MAGG, and that it had also made some very minor amendments to nomenclature in its composition (adding '& Provost' to the Deputy Vice-Chancellor's title, and disconnecting the words 'The Registrar' from 'the Chief Operating Officer').

8. Alumni Association Trustee recruitment

RECEIVED and NOTED: for INFORMATION.

8.1 As per the above (see para ref 3.2), MAGG AGREED to RECOMMEND to the Board, the appointment of Professor Andrew Carr as the Alumni Association Trustee member of the Board from 1 January 2019. It was noted that the appointment was subject to Court's approval at its meeting on 7 December 2018.

9 Equality of Opportunity, including consideration of Equality Related Risks

9.1 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.

9.2 The committee also discussed again 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.

9.3 Members NOTED that the Nominations Committee of Court were scheduled to have a discussion about this matter at its meeting in February.

10 Communication & Consultation considerations

10.1 Decisions taken by MAGG would be communicated as appropriate, particularly the importance of communicating the committee's comments on the turnover of the Board, and diversity, to the Nominations Committee of Court for their meeting in February.

11 Any other Business

11.1 The Chair of the Committee informed members that the Audit Committee were keen for there to be a 'lessons learned' review of the decision-making process in respect of changes to student support.

11.2 The committee considered the best approach for conducting the review, and members AGREED that it would be appropriate for the incoming Chair of the Board to listen to different views on this matter as important background regarding how the Board has approached decision-making in the past and issues this may have surfaced. The Chair of the Board and the Acting Registrar agreed to write up their views and pass these to the incoming Chair.

Date of next meeting

4 March 2019, 1400.