

**NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES**

**Wednesday 29 September 2021**

**Zoom Meeting**

**MINUTES**

Present: Raman Bedi, Jack Boyer (Chair), Andrew Carr, Hazel Phillips, Andreas Raffel, Mohammed Saddiq

In attendance: Helen Cole (Secretary), Lucinda Parr (Registrar & Secretary)

Apologies: None

**1. WELCOMES, APOLOGIES AND DECLARATION OF INTERESTS**

1.1 The Chair welcomed everyone and declared the meeting as quorate.

**2 MINUTES OF PREVIOUS MEETINGS AND ACTIONS**

2.1 APPROVED: the minutes of the meetings of the Nominations Committee on 10 June and 14 September 2021.

**3 MATTERS ARISING AND ACTIONS**

3.1 There were no matters arising and all actions were completed or ongoing as per the action register.

**4 NOMINATIONS COMMITTEE TERMS OF REFERENCE FOR 2021/22**  
(reference **NCB/21-22/001**).

4.1 The following points were NOTED:

4.1.1 That the Committee's Terms of Reference had been reviewed and revised as part of the modernisation of the University's constitution effective from 1 August 2021.

4.2 The following points were DISCUSSED/:

4.2.1 AGREED that the membership should be amended as per the below, the purpose of the amendment was to ensure that the Nominations Committee would have independent trustees as members and that any additional members would not usurp independent members.

**Action: Secretary**

**"3 Membership**

3.1 Up to 6 members including:

3.1.1 The Chair of the Board (ex officio), who will be Chair, subject to **Ordinance 4.D.5** below.

3.1.2 The Deputy Chair of the Board.

3.1.3 Two members appointed by the Court under **Statute 8.4**.

3.1.4 Up to two Independent Trustees ~~or Additional Members~~.

### 3.1.5 Up to two Additional Members

## 5 UPDATE ON VICE CHANCELLOR APPOINTMENT

### 5.1 The following points were NOTED:

- 5.1.1 That [REDACTED likely to prejudice commercial interests].
- 5.1.2 The Chair provided a verbal progress update to the Committee including the approval of Nominations Committee recommendations by the Board of Trustees on 24 September, the number and volume of consultation meetings carried out, a summary of the meeting between the Steering Group and **[REDACTED likely to prejudice commercial interests]**, and the membership of the Appointment Panel.
- 5.1.3 That [REDACTED Personal information]
- 5.1.4 That the Appointment Panel would approve the candidate brief, carry out shortlisting in conjunction with the executive search partner and form the interview panel to recruit the next Vice-Chancellor, however the Board of Trustees made the final decision, therefore it was essential that communication be maintained between the Appointment Panel and the wider Board membership.
- 5.1.5 That the Appointment Panel **[REDACTED likely to prejudice commercial interests]**.

## 6 MEMBERSHIP OF THE BOARD AND COMMITTEES OF THE BOARD (reference NCB/21-22/002).

### 6.1 The following points were NOTED:

- 6.1.1 The Summary of the Board members' current Terms of Office and Committee membership attached at Appendix A.
- 6.1.2 [REDACTED Personal information]
- 6.1.3 The Chair reflected **[REDACTED likely to prejudice commercial interests]**

### 6.2 The following points were DISCUSSED:

- 6.2.1 AGREED to RECOMMEND to the Board of Trustees the re-appointment of Julie Goldstein for a final term from 1 January 2022 to 31 December 2024 as an additional member on Audit and Risk Committee.
- 6.2.2 NOTED that the following applied to Deputy Chairs of Board Committees as per the paper and Ordinance 4, 2.2.2: "*The Deputy Chair will be appointed for a term of up to three years, to be determined by the Board on their appointment. The Deputy Chair's term of office as Deputy Chair of the relevant Board Committee shall not extend beyond their term of office as Trustee.*" NOTED that the above and obtaining approval by the Board at its meeting on 19 November was the rationale for the terms as detailed below.
- 6.2.3 AGREED to RECOMMEND to the Board of Trustees the appointment of Nick Joicey as the Deputy Chair of Finance and Infrastructure Committee for an initial term from 20 November 2021 to 31 December 2024.

- 6.2.4 AGREED to RECOMMEND to the Board of Trustees the appointment of Gillian Bowen as the Deputy Chair of Equality, Diversity and Inclusion Oversight (EDI) Committee for an initial term from 20 November 2021 to 31 December 2023.
- 6.2.5 The Chair updated the Committee on discussions that had recently been held in relation to a Deputy Chair for Audit and Risk Committee.
- 6.2.6 AGREED to RECOMMEND to the Board of Trustees the appointment of Stephen Robertson as the Deputy Chair of Audit and Risk Committee for an initial term from 20 November 2021 to 31 December 2023.
- 6.2.7 The Chair updated the Committee on discussions that had recently been held in relation to a Deputy Chair for Remuneration Committee.
- 6.2.8 AGREED to RECOMMEND to the Board of Trustees the appointment of Linda Fletcher as the Deputy Chair for Remuneration Committee for an initial term from 20 November 2021 to 31 December 2024.
- 6.2.9 On 31 December 2022, the term of office of Board of Trustees member Andrew Poolman would expire and that his role as the Chair of the Audit and Risk Committee would need to be filled. NOTED that as per the paper (paragraph 5.7) there was a requirement that at least one member (of Audit and Risk Ctte) should have recent relevant experience in finance, accounting or auditing. **[REDACTED Personal information]**

6.2.10 The Chair advised that [REDACTED Personal information]

**Action: Secretary**

6.2.11 NOTED that on 31 December 2021, the initial term for Raman Bedi would expire and that Raman would not be seeking a second term due to an increase in other commitments. NOTED that Raman's membership on the Nominations Committee is as a member of Court elected to Nominations Committee by Court. The membership of Nomination Committee includes two members appointed by the Court under Statute 8.4. Hazel Phillips was the other member under this constituency. AGREED that an election of Court members organised by the Governance Team would be required to replace Raman.

**Action: Secretary**

6.2.12 NOTED that on 9 July, the Board of Trustees, approved a recommendation from Nominations Committee that an Academic Trustee vacancy be held on Finance and Infrastructure Committee until January 2022. **[REDACTED Personal information]**.

**Action: Jack Boyer, Andreas Raffel and Secretary**

6.2.13 AGREED that the Chair of the Board and the Chair of Finance and Infrastructure Committee would consider over the autumn whether the Finance and Infrastructure Committee would benefit from an additional member **[REDACTED Personal information]**

**Action: Jack Boyer, Andreas Raffel and Secretary**

6.2.14 NOTED that on 9 July, the Board of Trustees approved a recommendation from Nominations Committee that an Academic Trustee vacancy be held on Pensions Task and Finish Group until January 2022. **[REDACTED Personal information]**.

**Action: Jack Boyer and Secretary**

## **7 RESULTS OF THE AUGUST 2021 SKILLS AND EXPERIENCE SURVEY** (reference **NCB/21-22/003**).

7.1 NOTED results of the August 2021 Skills and Experience Survey.

**8 EQUALITY & DIVERSITY ANALYSIS OF THE BOARD OF TRUSTEES** (reference **NCB/21-22/004**).

8.1 NOTED the Equality & Diversity Analysis of the Board. [REDACTED likely to prejudice commercial interests]

**Action: Secretary**

**9 FIT AND PROPER PROCESS DECLARATIONS 2021-22** (reference **NCB/21-22/005**).

9.1 NOTED the results of the Fit and Proper Process Declarations 2021-22.

**10 ANY OTHER BUSINESS, INCLUDING FUTURE AGENDA ITEMS, CONSIDERATION OF EQUALITY RELATED RISKS, & COMMUNICATION AND CONSULTATION MATTERS**

10.1 On behalf of the Committee and personally, the Chair thanked Raman Bedi for his service on the Committee and conveyed his best wishes to Raman for the future.

**11 MEETING CLOSES**