

NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Tuesday 11 February 2020

Room 1.32 1st Floor Beacon House, Queens Road, Bristol BS8 1QU

MINUTES

Present: Professor Raman Bedi, Mr Jack Boyer (Chair), Ms Jessica Cecil (via telephone) Dr Moira Hamlin, Dr Hazel Phillips, Dr Andreas Raffel

In attendance: Mrs Helen Cole (Secretary), Ms Lucinda Parr (Registrar & Secretary), Ms Hannah Quinn (Head of Governance & Executive Support)

Apologies: no apologies

1 WELCOMES, APOLOGIES AND DECLARATION OF INTERESTS

- 1.1 The Chair welcomed everyone and declared the meeting as quorate.
- 1.2 The committee welcomed Professor Raman Bedi and Dr Hazel Phillips to their first meeting of the committee as members appointed by Court.
- 1.3 NOTED that Dr Andreas Raffel had an interest in relation to agenda item 8.17 and would leave the meeting during this discussion.

2 MINUTES OF PREVIOUS MEETING and actions

- 2.1 APPROVED: the minutes of the meeting of the Nominations Committee of Court on 23 September 2019.
- 2.2 NOTED that members of the Board would have opportunities to meet with the newly appointed Pro Chancellors over the next few months.

3 MATTERS ARISING AND ACTIONS

- 3.1 NOTED that the suitability of the current induction processes for new Lay Members of the Board of Trustees should be considered by the Committee at its meeting on 12 June 2020.

4 CHAIR'S BUSINESS

- 4.1 None

5 UPDATE ON FIT & PROPER PROCESS: (reference NCB/19-20/005).

- 5.1 RECEIVED the results of the Fit and Proper Process Declaration.

- 5.2 The following point were NOTED:

5.2.1 **[REDACTED: Personal information]**

- 5.3 The following points were DISCUSSED:

5.3.1 AGREED that for future iterations the Committee would be asked to agree to recommendations made by the Governance team regarding any exceptions raised as part of the Fit and Proper Process.

Action: Secretary

5.3.2 AGREED that in the future the Committee did not need to be advised of those exceptions that involved a change of name due to marriage although the exceptions should still be recorded by the Governance Team.

Action: Secretary

6 UPDATE ON SKILLS AUDIT & EQUALITY & DIVERSITY ANALYSIS: (reference **NCB/19-20/006**).

6.1 RECEIVED the results of the 2019/20 Skills Audit and the Diversity Analysis.

6.2 The following points were DISCUSSED:

6.2.1 The Committee noted that the current membership of the Board of Trustees was 50% female, 50% male. AGREED that a future iteration of the paper should compare the gender split of the Board of Trustees versus the Committees of the Board.

Action: Secretary

6.2.2 AGREED that ongoing consideration should be given to upskilling and refresher training for members of the Board and the Committees of the Board, in particular staff and student members. AGREED that this should be included as part of the induction process paper that the Committee would receive on 12 June 2020.

Action: Secretary

6.2.3 AGREED that the data provided would be more useful to the Committee if comparative data on Board composition for other Russell Group universities was available. AGREED that the Governance Team should investigate whether this data already existed and if so, it should be provided to the Committee next time it considered Diversity Analysis.

Action: Secretary

6.2.4 The Committee discussed ways that the Skills and Experience Descriptions in the Skills Audit should be amended, and the changes below were suggested. AGREED that an updated version of the Skills Audit would be provided to the Committee at the June 2020 meeting for approval prior to circulation to Board and Board Committee members in Summer 2020.

[REDACTED: likely to prejudice commercial interests].

Action: Secretary

6.2.5 AGREED that the Skills Audit would be more useful to the Committee if the descriptions were linked to broader University level strategies, visions and goals. The Governance Team would reconsider how to rewrite the Skills Audit to incorporate this suggestion once the various Strategies were refreshed which was expected to occur over the next few months.

Action: Secretary

7 LESSONS LEARNED FROM LAY MEMBER RECRUITMENT: (reference **NCB/19-20/007**).

7.1 RECEIVED, the Committee discussed the Lessons Learned from Lay Member Recruitment and responded to the recommendations in the paper as follows.

7.2 The following points were DISCUSSED:

7.2.1 Recommendation 1: AGREED to continue to engage the use of an executive search firm to recruit lay members, but that the selection process be reconsidered and made more robust including due diligence. This should include engagement of more members of Nominations Committee, at an earlier stage in the process, consideration of references at an earlier stage, and regular conversations between the Chair of the Board of Trustees and a senior member of the search firm during the recruitment process. AGREED that the Nominations Committee continue to seek out specialist, and if qualified, Bristol-region-based search agencies who can support its ambitions around diversity, alongside more traditional agencies with a proven track record.

7.2.2 Recommendation 2: AGREED the University including members of the Committee should make use of existing networks to supplement the work and extend the reach of the executive search firm.

7.2.3 AGREED that should members of the Committee find any applicants they should direct those individuals to apply through the official application process. Additionally, members of the Committee would need to declare an interest during the recruitment process.

7.2.4 Recommendation 3: The Committee discussed the Recruitment Timeframe and suggested changes. AGREED that the Governance Team review and reschedule and advise the Committee members of the revised dates in due course.

Action: Secretary

7.2.5 AGREED that it would be important to keep the successful candidates engaged between their interview in early summer 2020 and joining the Board of Trustees in January 2021. They should therefore be invited to attend events including Court, Board and relevant Committee meetings in Autumn 2020 as observers in addition to their induction.

Action: Secretary

7.2.6 **[REDACTED: likely to prejudice commercial interests].**

7.2.7 Recommendation 5: Application & Interview Process: AGREED that applications should continue to be submitted by way of an application form. Alongside clear and prioritised criteria for selection (as above), this would enable a more consistent appraisal of each candidate. The application form could be further developed in consultation with the executive search firm to provide more emphasis on skills and competence. AGREED that the application form should be simplified to make it more accessible/less intimidating to applicants. AGREED that interviews should be structured to consistently explore the skills and competencies required to be an effective board member – this would also help to ensure that candidates with diverse backgrounds were not disadvantaged. Interview panels should also be sufficiently diverse.

Action: Head of Governance

7.2.8 Recommendation 6 Unconscious Bias Training: AGREED that all members of Nominations Committee, should have received training in advance of the recruitment process on how any unconscious bias might be mitigated. AGREED that the Governance Team should source and share with the Committee self-access training in this area.

Action: Secretary

8 LAY MEMBER RECRUITMENT – TO INCLUDE TIMING MATRIX, ROLE PROFILE, INTERVIEW DATES: (reference NCB/19-20/008).

8.1 RECEIVED the Lay Member Recruitment Recommendations including Timing Matrix, Role Profile, Interview Dates.

Terms Expiring in 2019

8.2 The following points were NOTED:

8.2.1 That after conversations between the Chair of the Board and the Chair of the Finance & Infrastructure Committee, the Chair of the Board had utilised his Chair's Powers on 5 February 2020 to re-appoint Jonathan Punter for a second three-year term to 31 December 2022. This action would be reported to the Board of Trustees on 3 April 2020.

8.2.2 Review of all committee member terms of office had been added to the Committee forward planner and that the Committee would review vacancies annually, looking at least two years ahead.

Terms Expiring in 2020 – Audit and Risk Committee

8.3 The following points were NOTED:

8.3.1 Initial terms of office of the following two co-opted members of the Audit and Risk Committee would expire on 26 May 2020: Professor Mary Bishop and Mr Andrew Willis.

8.3.2 NOTED that after conversations between the Chair of the Board and the Chair of the Audit and Risk Committee, Mary Bishop had been asked and had agreed to serve a second term on Audit and Risk Committee.

8.4 The following points were DISCUSSED:

8.4.1 Nominations Committee RECOMMENDED to the Board of Trustees, the re-appointment of Mary Bishop as a co-opted member of Audit and Risk Committee from 27 May 2020 to 26 May 2023. This recommendation would be reported to the Board of Trustees on 3 April 2020.

Action: Secretary

8.4.2 After conversations between the Chair of the Board and the Chair of the Audit and Risk Committee, Andrew Willis had been asked to serve a second term on Audit and Risk Committee. At the time of the meeting, Andrew Willis had advised that he was willing to serve a second term but was considering whether he was able to ensure he had sufficient capacity in relation to his other roles.

8.4.3 The Chair of the Audit and Risk Committee had advised that they were content to have vacancy on the Audit and Risk Committee in the short to medium term.

8.4.4 AGREED that subject to further developments Nominations Committee would be asked via email to RECOMMEND to the Board of Trustees, the re-appointment of Andrew Willis as co-opted members of Audit and Risk Committee from 27 May 2020 to 26 May 2023. Alternatively, Nominations Committee would be asked via email to RECOMMEND to the Board of Trustees, that a vacancy be held on Audit and Risk Committee from 27 May 2020. One of these recommendations would be reported to the Board of Trustees on 3 April 2020.

Action: Secretary

8.5 Subsequent to meeting, the Committee was advised via email on 19 March 2020 of the following:

8.5.1 Andrew Willis had been asked and had yet to decide at the current time, due to other time commitments, whether to serve a second term on Audit and Risk Committee. The Committee were advised that Mr Willis is the Chair of the Dorset HealthCare's Trust Board. The members of the Committee all replied via email to the Secretary to confirm that: Nominations Committee ask the Board of Trustees to NOTE that an update on the membership of Audit and Risk Committee from 27 May 2020 would be provided in due

course. This recommendation would be reported to the Board of Trustees on 3 April 2020.

Action: Secretary

Terms Expiring in 2020 – Finance Infrastructure Committee

8.6 The following points were NOTED:

8.6.1 That on 28 January 2020, Paul Tomlin had advised the Head of Governance that he would be stepping down from his co-opted role on Finance Infrastructure Committee from 30 June 2020. His first term of office on the Committee had been due to end on 31 December 2021.

8.7 The following points were DISCUSSED:

8.7.1 AGREED that Andreas Raffel, Chair of the Finance & Infrastructure Committee invite Kelvin Blake to join the Finance & Infrastructure Committee.
[REDACTED: Personal information]

8.8 Subsequent to meeting, the Committee was advised via email on 26 February 2020 of the following:

8.8.1 That on the nomination of the Chair of the Finance & Infrastructure Committee Kelvin Blake had agreed to join the Finance & Infrastructure Committee. The members of the Committee all replied via email to the Secretary to confirm that: Nominations Committee RECOMMENDED to the Board of Trustees, the appointment of Kelvin Blake as a co-opted member of Finance & Infrastructure Committee for an initial 3-year term from 1 July 2020 to 30 June 2023. This recommendation would be reported to the Board of Trustees on 3 April 2020. Mr Blake would be invited to attend the June 2020 meeting of Finance & Infrastructure Committee as an observer.

Action: Secretary

Terms Expiring in 2020 – Academic Staff Trustee on the Board of Trustees

8.9 The following points were NOTED:

8.9.1 That the initial term of office of one staff trustee, Geraldine MacDonald would expire on 31 July 2020. The Academic Staff Trustees were appointed for renewable three-year terms, subject to a maximum of three such terms.

8.10 The following points were DISCUSSED:

8.10.1 The pros and cons of retaining the third position of Academic member of the Board as a vacancy. NOTED that at the Board of Trustees Effectiveness review meeting attended by the majority of members of the Board on the 30 January, the members discussed size and composition and expressed a desire for a smaller Board of Trustees. NOTED that research had shown the ideal size for a Board is around 14 members, with a balance of 2/3 lay to 1/3 none lay (staff & students). NOTED that constitutional changes would be considered by Board in June 2020 and that overall Board size would be considered again by Board in 2020/2021.

8.10.2 NOTED that Statute 15 states: "Vacancies arising among the Nominated Trustees shall be filled as soon as reasonably practicable by the Board of Trustees following consideration of the nominations made by the Nominations Committee." NOTED that Statute 33 states: "No act or resolution of the Board of Trustees, Court or Senate shall be invalid by reason only of a vacancy among its members, or lack of qualification or invalidity in the election or appointment of a member." AGREED that in the light of 8.13 and if considered relevant at the time the Nominations Committee would be asked to RECOMMEND to the Board of Trustees that the third position of Academic member of the Board be held as a vacancy pending further discussion. This

recommendation would be presented to the Board of Trustees on 26 June 2020 (after the next meeting of Nominations Committee on 12 June 2020).

Action: Secretary

Terms Expiring in 2020 – Lay Trustees on the Board of Trustees

(Andreas Raffel left the meeting.)

8.11 The following points were NOTED:

8.11.1 That on 31 December 2020, the initial three-year term of the following lay trustees would expire:

- Nicky McCabe - Lay member of the Board, Chair of Remuneration Committee, Chair of EDI Oversight Group, and Chair of Pensions Task and Finish Group
- Andreas Raffel - Lay member of the Board, Chair of Finance and Infrastructure Committee, member of Remuneration Committee, member of Nominations Committee, member of Pensions Task and Finish Group and member of Major Projects Task and Finish Group.

8.10.2 That Lay Trustees are appointed for renewable three-year terms, subject to a maximum of three such terms (a total of nine years). NOTED that the Chair of the Board of Trustees, had held discussions with lay trustees to confirm their agreement to serve a second term.

8.11 The following points were DISCUSSED:

8.11.1 RECOMMENDED to the Board of Trustees, the re-appointment of Andreas Raffel and Nicky McCabe from 1 January 2021 to 31 December 2023. This recommendation would be reported to the Board of Trustees on 3 April 2020.

Action: Secretary

(Andreas Raffel returned to the meeting.)

8.12 The following points were NOTED:

8.12.1 That from 1 January 2021 two Board vacancies would be created by the following outgoing lay members:

- Moira Hamlin (Vice-Chair, Member of Audit and Risk Committee, Nominations Committee, Honorary Degrees Committee and Pension Task and Finish Group)
- Mohammed Saddiq (Chair of Finance & Infrastructure Committee, Member of EDI Oversight Group, Major Projects Task & Finish Group and Pension Task and Finish Group).

8.12.2 That both members would have completed their full three three-year terms, including a one-year extension (approved by the board in 2019). (The Committee's discussion and decisions in relation to recruitment activity is considered in section 8.17 below.)

Vice-Chair

8.13 The following points were NOTED:

8.13.1 That Moira Hamlin's departure would also leave a vacancy on the Board for a 'Vice-Chair' from 1 January 2021. In accordance with Ordinance 3, *"the Chair and Vice-Chair will be elected by the Board of Trustees from among the Lay Trustees. The Chair and Vice-Chair shall usually serve for an initial period of three years but their terms of office shall, whenever practicable be staggered to avoid their terms expiring at the same time (and the determination of the start and expiry of their terms of office shall be made by the Board of Trustees). The Chair and Vice-Chair may be considered*

for re-election for two further periods of up to three years each. The election of the Chair or Vice-Chair shall normally take place at the first meeting of the Board of Trustees which takes place in the academic year in which the term of office of the current Chair or Vice-Chair (as the case may be) is due to expire. The term of office of the Chair or Vice-Chair (as the case may be) shall commence on the expiry of their respective predecessor's term of office."

8.13.2 That the new Vice-Chair needed to be elected by the Board of Trustees from among the Lay Trustees at a Board meeting in Autumn 2020 on the recommendation of Nominations Committee.

8.14 The following points were DISCUSSED:

8.14.1 AGREED that the role of Vice-Chair of the Board was analogous with the role of senior independent director in the private sector and that the Chair should therefore designate the appropriate individual to fill this role, prior to submission to the Nominations Committee.

8.14.2 The pro and cons of the previous practice of selecting a Vice-Chair. AGREED that conversations were ongoing between Chair of the Board and potential candidates within the Board and that an update would be provided to the next meeting of Nominations Committee in June 2020.

Action: Chair of the Board of Trustees

Treasurer

8.15 The following points were NOTED:

8.15.1 That from 1 January 2022, the third term of one lay member of the Board, who is also the University Treasurer and Chair of Audit and Risk Committee and a member of Remuneration Committee, would expire. In order to ensure continuity, the Chair of the Board was keen to extend Andy Poolman's term of office by one year whilst the Nominations Committee puts in place an appointment process for his replacement. Andy had also agreed to serve one further term. If extended, his final term would therefore end on 31 December 2022. This would require a Special Resolution of the Board of Trustees.

8.15.2 That the Treasurer is appointed annually by Board of Trustees each autumn and that the Treasurer can serve a maximum of 10 years. (Andy Poolman's first term as a Lay Member of University Council started on 1 January 2012 and his first term as Treasurer started on 1 January 2013.)

8.16 The following points were DISCUSSED:

8.16.1 AGREED that ideally the incoming Treasurer would have a year on the Board as a "regular" lay member from 1 January 2022 to 31 December 2022 before becoming the Treasurer from 1 January 2023. This would enable a handover between Treasurers.

8.16.2 AGREED that the Treasurer role was currently stipulated in the University's Charter and that the forthcoming University constitution changes would include consideration of whether to change this, however the role of Chair of Audit and Risk Committee would still remain crucial to the success of the University.

8.16.3 RECOMMENDED to the Board of Trustees at its April 2020 meeting by Special Resolution, the extension, of Andy Poolman's term of office by one year from 1 January 2022 to 31 December 2022. This recommendation would be reported to the Board of Trustees on 3 April 2020.

Action: Secretary

Terms Expiring in 2021

8.17 The following points were NOTED:

8.17.1 That on 31 July 2021 the initial terms for the following would expire:

- Sheila Ellwood – Academic Trustee on the Board of Trustees
- Keith Syrett – Academic Trustee on the Board of Trustees
- Jane Khawaja – Professional Services Trustee on the Board of Trustees
- Kate Ashley – Professional Services Trustee on the Board of Trustees

8.17.2 That on 31 December 2021 the initial terms for the following would expire:

- Andrew Carr - Alumni Association Trustee on the Board of Trustees
- Jessica Cecil – Lay member of the Board, member of Remuneration Committee, member of EDI Oversight Group
- Kathy Curling – Co-opted member of Finance and Infrastructure Committee
- Julie Goldstein – Co-opted member of Audit and Risk Committee
- Linda Fletcher – Lay member of the Board
- Nicholas Joicey – Lay member of the Board and member of Finance and Infrastructure Committee

8.17.3 That at the February 2021 meeting, Nominations Committee would be asked to review next steps with regard to 8.15.1 and 8.15.2 above.

8.17.4 That in February 2021, it may be beneficial for the Nominations Committee to consider ways to stagger the terms of the Academic and Professional Service Trustees to ensure continuity and retain institutional memory on the Board of Trustees.

Action: Secretary

8.17.5 That on 31 December 2021 the initial three-year term for Jack Boyer (Chair of the Board) would expire. In accordance with Ordinance 3, *“the Chair may be considered for re-election for two further periods of up to three years each. The election of the Chair shall normally take place at the first meeting of the Board of Trustees which takes place in the academic year in which the term of office of the current Chair or Vice-Chair (as the case may be) is due to expire.”* Therefore, the Chair needed to be elected by the Board of Trustees from among the Lay Trustees at a Board meeting in Autumn 2021.

8.17.6 NOTED that at the February 2021 meeting, Nominations Committee would be asked to consider whether to recommend to the Board of Trustees, the re-appointment of Jack Boyer for a second three-year term. NOTED that the input of the Vice-Chancellor would be an important factor in this decision.

Board Succession Planning

8.18 The following points were NOTED:

8.18.1 That at the Committee meeting in June 2020 Governance Team would provide Nominations Committee with information and guidance to allow the Committee to recommend to the Board a written succession plan.

Action: Secretary

Candidate Brief for Lay Trustee Recruitment 2020

8.19 The following points were DISCUSSED:

8.19.1 AGREED that the recruitment process for Lay Trustees in 2020 should focus on the recruitment of two members that would replace Moira Hamlin and Mohammed Saddiq.

8.19.2 The Committee discussed the key attributes that the Candidate Brief for 2020 should focus on and the following inclusions were agreed:

[REDACTED: likely to prejudice commercial interests].

8.19.3 AGREED that at least one of the new members would need to have local links (as per the third point in 8.17.2 above) but that this was not necessary for both new members.

8.19.4 AGREED that the Committee was not averse to considering applications from individuals who already had affiliations or links to Research Institutes or other universities providing that the applicants were not in an executive/ management role.

8.19.5 AGREED that expenses policy should be made clearer to applicants.

Action: Secretary

9 STUDENT TRUSTEES: (reference NCB/19-20/009)

9.1 RECEIVED Student Trustees Recruitment

9.2 The following points were DISCUSSED:

9.2.1 The pros and cons of extending student trustee terms, rather than recruiting. AGREED that in the interest of maintaining positive relations with the Students Union, the existing student members should not have their terms renewed and the status quo of the current recruitment process be continued. NOTED that an existing student member could re-apply in the next cycle.

9.2.2 AGREED the arrangements for upcoming Student Trustee recruitment as detailed in the paper.

9.2.3 AGREED that the Governance Team should review the timeline for recruitment to ensure that post graduate students were not excluded.

Action: Head of Governance

9.2.4 AGREED that the brief should be amended to make it more engaging and to advertise the advantages and benefits that membership of the Board of Trustees could bring to students.

Action: Head of Governance

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

Remuneration of Members of the Board and Board Committees

10.1 At the instigation of the Chair, the following points were DISCUSSED:

10.1.1 Whether the remuneration of non-executive members of the University's Board and Board Committees would increase the University's ability to both attract an increased number of candidates overall and lead to an increase in the diversity of candidates. NOTED that remuneration of non-executive Board members did not currently take place in the Higher Education Sector. NOTED that a lack of remuneration, given the time commitment required, was cited by the head-hunter in the most recent recruitment cycle as a reason for more diverse and younger candidates not applying for a Trustee position at the University.

10.1.2 AGREED that the topic should be added to the Committee's forward plan for discussion at a meeting in 2020/21 and that in the meantime the Registrar and the Chair of the Board of Trustees would debate the issue in wider fora over the next few months.

Action: Secretary, Registrar, Chair of the Board of Trustees