



NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Friday 01 November 2024 at 14.00 via Teams

MINUTES

Present: Jack Boyer (Chair), Jessica Cecil, Sarah Gilbert, Hazel Phillips

In attendance: Helen Cole (Senior Governance Officer, **Secretary**), Michael Flay (Interim Deputy University Secretary and Head of Governance), Lucinda Parr (Chief Operating Officer, Registrar, & University Secretary), Lucy Penrose (Deputy Head of Governance)

Apologies: Andrew Carr

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 meeting of the Nominations Committee on 19 June 2024.

3 **MATTERS ARISING AND ACTIONS**

- 3.1 There were none.

4 **Nominations Committee Terms of Reference for 2024-25** (reference **NCB/24-25/001**).

- 4.1 **AGREED** to **RECOMMEND** for approval the Nominations Committee Terms of Reference 2024/25 to the Board of Trustees including the proposed minor amendments detailed in the paper and summarised below.
- Previous versions of the Terms of Reference referenced two University subsidiaries which had now been dissolved, so had now been removed.
 - For clarity, a reference had been added to note that the Nominations Committee recommends the appointment and removal of independent non-executive directors to subsidiaries. This was already referenced in the Board Delegation Schedule but had not been replicated into the Nominations Committee Terms of Reference.

5 **External Board Effectiveness Review 2024-25** (reference **NCB/24-25/002**).

- 5.1 The following points were **NOTED**:

5.1.1 The Head of Governance and the Deputy Head of Governance summarised/expanded the reasons/ rationale detailed in the paper for the selection of the Halpin Trust.

5.1.2 A call between the lead reviewer **REDACTED**: Section 40 - Personal information and the Chair of the Board was scheduled for later the same day. **NOTED** that it was important that the University was assured via this call that **REDACTED**: Section 40 - Personal information would remain the lead consultant, this would ensure consistency in the quality of the review. The Committee was mindful that the review team needed to be flexible in their approach and provide a specific service offering not a generic one. **REDACTED**: Section 43 - Commercial interests

- 5.1.4 The Committee queried whether the number of Committees studied by the review should be expanded to include Equity, Equality, Diversity and Inclusion Oversight (EEDI) Committee. In response it was noted that a meeting of this Committee was not scheduled during the review period.

5.2 The following points were DISCUSSED:

- 5.2.1 The Committee discussed whether the steering group could be strengthened by the additional of an external member. It was noted that arguably, the consultant(s) provided by the Halpin Trust would act as the external voice. Additionally, the time frame was short, and a further (second) layer of independence risked adding a complicating factor. AGREED that the Executive and the Chair of the Board of Trustees would consider further, with activity to continue subsequent to the meeting. Initial suggestions made were: 1. An equivalent to the University Secretary at another HE institution, 2. A member of the University alumni association, 3. Member of the leadership team of the Bristol SU. An update to be provided to the Committee in due course.

Action: Secretary

- 5.2.2 The Committee noted that the precise make-up of the steering group was still to be determined. AGREED that the Executive and the Chair of the Board of Trustees would consider further, with activity to continue subsequent to the meeting. An update to be provided to the Committee in due course.

Action: Secretary

- 5.2.3 AGREED to RECOMMEND to the Board of Trustees the appointment of the Halpin Trust to conduct the External Effectiveness Review and the indicative scope of the External Effectiveness Review, including the review timeline.

- 5.2.4 AGREED to RECOMMEND to the Board of Trustees the proposed terms of reference and outline of membership for the Effectiveness Review Steering Group subject to clarifications detailed as per paragraph 5.2.1 and 5.2.2 above.

6. Membership of the Board and Committees of the Board (reference NCB/24-25/003).

6.1 The following points were NOTED:

- 6.1.1 Updates and activity since the last meeting and the summary of Board members' Terms of Office and Committee membership at Appendix A.
- 6.1.2 REDACTED: Section 43 - Commercial interests
- 6.1.3 REDACTED: Section 43 - Commercial interests
- 6.1.4 The Chair of the Board of Trustees supported by the Head of Governance would continue to progress the items and explore options referred to above with further updates to be provided to the Committee in due course.

7. Fit and Proper Process and ROI Declarations 2024/25 - Report of returns to the Committee (reference NCB/24-25/004).

- 7.1 NOTED the Report of returns to the Committee of the results of the Fit and Proper Process and ROI Declarations for 2024/25.

8. Board & Committee Annual Effectiveness Review 2023/24 results (reference NCB/24-25/005).

- 8.1 NOTED the Report Board & Committee Annual Effectiveness Review 2023/24 results.

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

- 9.1 The Executive provided a verbal update on planned changes to the University's constitution that would result in the role of University Secretary being separated from the role of Chief Operating Officer and Registrar. NOTED that these changes required to Statutes required approval by Court on the recommendation of the Board of Trustees, with Privy Council approval then being sought. The changes to Ordinance needed be approved by the Board of Trustees. NOTED it was anticipated that a paper would be presented to Board of Trustees on 22 November, Court on 13 December then the Privy Council in January 2025.
- 9.2 Date of next meeting: Friday 7 March 2025 at 10am.