



## NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Friday 7 March 2025 at 10.00 via Teams

### [DRAFT] MINUTES

Present: Jack Boyer (Chair), Andrew Carr, Jessica Cecil from 10:40 onwards, Sarah Gilbert, Hazel Phillips

In attendance: Helen Cole (Senior Governance Officer **and minutes**), Michael Flay (Interim Deputy University Secretary and Head of Governance), Lucinda Parr (Chief Operating Officer & University Secretary), Will Spinks (Halpin Trust).

Apologies: There were none.

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

- 1.1 The Chair welcomed everyone and declared the meeting as quorate.
- 1.2 NOTED that REDACTED: Section 40 - Personal information from Halpin Trust was attending as an observer as part of the Board Effectiveness Review.
- 1.3 NOTED that Jessica Cecil would join partway through the meeting. NOTED that the Committee was still quorate in the absence of Jessica. (Quorum was determined under Ordinance 4 and defined as three members including two Independent Trustees.)

#### **2 MINUTES OF PREVIOUS MEETINGS AND ACTIONS**

- 2.1 APPROVED: the minutes of the meeting of the Nominations Committee on 1 November 2024.

#### **3 MATTERS ARISING AND ACTIONS**

- 3.1 There were none.

#### **4 Membership of the Board and Committees of the Board (reference NCB/24-25/006).**

- 4.1 The following points were NOTED:
  - 4.1.1 That recruitment and succession planning for the Board of Trustees would be required between now and 2027, ahead of three longstanding independent members stepping down from the Board on 31 December 2027. REDACTED: Section 40 - Personal information
  - 4.1.2 REDACTED: Section 43 - Commercial interests
  - 4.1.3 REDACTED: Section 43 - Commercial interests AGREED that this document should be shared with the Committee as it outlined the areas that Board members needed to be cognisant in as the University's activity evolved over time.

**Action: Secretary**
  - 4.1.4 That in due course, as work developed, a person specification would be developed and shared with the Committee via email.
  - 4.1.5 REDACTED: Section 43 - Commercial interests It was noted that in terms of succession planning, the University's Board could constitutionally include a

larger number of Independent Trustees, this headroom would allow for a slightly larger board size for a certain period of time if required.

4.2 The following points were DISCUSSED:

4.2.1 That Sarah Gilbert was a member of Nominations Committee by virtue of her Court membership with her current (first) term of office due to expire on 12 April 2025. In August 2023, both Sarah Gilbert and Hazel Phillips (the other Court member on Nominations Cttee) were reappointed for a second and four year term as a member of Court effective from 1 September 2023 to 31 August 2027. The Chair noted that consultation had taken place in advance of the meeting and no objections had been raised regarding this reappointment.

4.2.2 AGREED to RECOMMEND to the Board of Trustees that Sarah Gilbert be reappointed for a second term as a member of Nominations Cttee from 13 April 2025 to 31 August 2027, aligned with her term as a member of Court.

**5 Student Trustee Recruitment for 2025/26** (reference **NCB/24-25/007**).

5.1 The following points were NOTED:

5.1.1 The benefits of appointing two Students to the Board, noting that the University's constitution prescribed one to two students. The Committee discussed the route by which students were appointed to the Board, noting that the University of Bristol had a modernised constitution that ensured a smaller and therefore more agile Board in terms of decision making than some comparator institutions.

5.1.2 Over recent years, engagement between the Sabbatical Officers and the Executive had been increased to facilitate improved relationships and alignment between the Officers (appointed annually) and the longer term goals of the University.

5.1.3 NOTED that the Senior Governance Officer would contact the Committee regarding the members' availability for the Student Trustee interview panel.

5.2 The following points were DISCUSSED:

5.2.1 AGREED that the references to Leadership in the person specification should be improved to note that although experience in this areas was desirable, it was not essential but that applicants should have the aspiration to lead and be able to demonstrate this aspiration as part of their motivation for joining the Board and to then exhibit this if appointed. The Head of Governance and the Senior Governance Officer to amend.

**Action: Head of Governance and Senior Governance Officer**

5.2.2 APPROVED the arrangements for upcoming Student Trustee recruitment subject to the amendment above.

**6. Governance Apprentice Scheme 2025/26** (reference **NCB/24-25/008**).

6.1 The following points were NOTED:

6.1.1 The extent to which the recruitment of an apprentice in 2025/26 had the potential to resolve the skills/ experience gaps and succession planning discussed under paragraph 4 above. It was noted that as per the paper, previous apprentices had become Independent Members of the Board so this was a way by which new skills were added to the Board, REDACTED: Section 40 - Personal information

6.2 The following points were DISCUSSED:

- 6.2.1 APPROVED that the University of Bristol join the Governance Apprenticeship Scheme for the academic year 2025/26.

7. **Update on External Board Effectiveness Review (Verbal Update).**

7.1 The following points were NOTED:

7.1.1 That REDACTED: Section 40 - Personal information would be joining the Board Effectiveness Review steering group.

7.1.2 The Head of Governance provided a verbal update on progress to date, noting that at present the timeline was on track. A summary report would be circulated to the Committee in the next week.

**Action: Head of Governance and Senior Governance Officer**

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

8.1 There was none.

9. **Next meeting**

9.1 Friday 20 June at 2pm.