

**NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES**

**Wednesday 9 February 2022**

**Zoom Meeting**

**MINUTES**

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

In attendance: Helen Cole (Secretary), Jessica Cecil, Hannah Quinn (Head of Governance)

Apologies: Lucinda Parr (Registrar & Secretary)

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

- 1.1 The Chair welcomed everyone and declared the meeting as quorate.
- 1.2 NOTED that Jessica Cecil was in attendance ahead of becoming a member from 14 March 2022, subject to actions under item 5 below.

**2 MINUTES OF PREVIOUS MEETINGS AND ACTIONS**

- 2.1 APPROVED: the minutes of the meeting of the Nominations Committee on 29 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.
- 3.2 With reference to 8.1, it was noted that the next iteration of this paper that would be presented to the September 2022 meeting should include comparative data of the University of Bristol's Board of Trustees compared with the wider Russell Group.  
**Action: Secretary**

**4 UPDATE ON VICE CHANCELLOR APPOINTMENT**

- 4.1 The Chair provided a verbal update on progress.

**5 MEMBERSHIP OF THE BOARD AND COMMITTEES OF THE BOARD (reference NCB/21-22/006).**

- 5.1 The following points were NOTED:
  - 5.1.1 With reference to paragraph 2.1 the end date for the appointment of Stephen Robertson as the Deputy Chair of Audit and Risk Committee had been omitted. NOTED that the end date was 31 December 2023 to align with Stephen's current term on the Board of Trustees.
  - 5.1.2 The Summary of the Board members' current Terms of Office and Committee membership was attached at Appendix A.
  - 5.1.3 With reference to paragraph 3.1, **[REDACTED Personal information]**.

**Action: Secretary**

5.1.4 When the new University Constitution was drafted, the role of Treasurer was required to be retained for the purpose of the University of Bristol Acts 1960 and 1974, but that the Treasurer is no longer required to also be the Chair of Audit and Risk Committee. As the new Constitution (effective from 1 August 2021) is currently drafted the Treasurer remains “in attendance” at Finance and Infrastructure Committee and a member of the Remuneration Committee and the Pension Task and Finish Group.

5.1.5 That once recruitment for a new Independent Member of the Board who would become the Chair of Audit and Risk Committee from 1 January 2023 had been completed, the in-attendance role of the Treasurer on the above Committees from 1 January 2023 could be reconsidered.

5.1.6 That over the next few months, the Chair of the Board and Andrew Carr would discuss the issue of their terms currently ending at the same time as detailed in paragraphs 4.2 to 4.5 in the paper.

**Action: Chair of the Board and Andrew Carr**

5.1.7 That the Governance team should brief Andrew Carr on the roles and responsibilities of the Deputy Chair ahead of the September 2022 meeting of the Nominations Committee.

**Action: Head of Governance**

5.1.8 The process by which a replacement for Raman Bedi as one of the two members of Court appointed to Nominations Committee by Court would now commence. The Committee agreed that the “Desired skills and experience” specified should be amended to include: “demonstrate a thorough understanding of the University’s goals.”

**Action: Secretary**

5.1.9 With reference to 5.2.9, AGREED that a lack of Academic Trustee representation on the Pensions Task and Finish was less than desirable particularly given the ongoing discussions relating to pensions in the HE Sector. The Head of Governance and Chair of the Board to consider further ways to facilitate this in the future.

**Action: Chair of the Board**

5.2 The following points were DISCUSSED:

5.2.1 AGREED to RECOMMEND to the Board of Trustees that Margaret Simmons-Bird is renewed for a second term on the Equality Diversity and Inclusion (EDI) Oversight Committee from 1 April 2022 to 31 July 2024. NOTED that Chair's action would be used to seek Board of Trustees approval so Margaret can receive papers for and attend EDI Oversight Committee on 5 April.

5.2.2 AGREED to RECOMMEND to the Board of Trustees that Michael Pearson is renewed for a third term on the Equality Diversity and Inclusion (EDI) Oversight Committee from 1 April 2022 to 31 July 2023. NOTED that Chair's action will be used to seek Board of Trustees approval so Michael can receive papers for and attend EDI Oversight Committee on 5 April.

5.2.3 AGREED to RECOMMEND to the Board of Trustees that Jane Khawaja, Professional Services Trustee is appointed to Finance and Infrastructure Committee effective from 1 April. NOTED that approval would be sought at the meeting of the Board of Trustees on 1 April.

5.2.4 The merits of adding Freddie Quek (currently the Governance Apprentice on the Board of Trustees) to the membership of Finance and Infrastructure Committee, either in attendance as in his role the Governance Apprentice or as an Additional Member. AGREED that the Secretary should share Freddie Quek's CV via email after the meeting.

**Action: Secretary**

5.2.5 Subsequent to the meeting, the Committee received Freddie Quek's CV. It was NOTED that prior to appointment as the Governance Apprentice, Freddie Quek was shortlisted and interviewed prior to appointment by a panel of Nominations Committee members. All the standard procedures used when appointing a Board member were replicated for the Governance Apprentice including references, Register of Interest, Fit and Proper Persons and appointment letter.

5.2.6 The Chair of the Board in consultation with the Chair of Finance and Infrastructure (Andreas Raffel) recommended to the Committee that Freddie be invited to join Finance and Infrastructure Committee as an Additional Member from 1 April until 31 August 2022. This would align with Freddie's term as the Governance Apprentice on the Board of Trustees. It was noted that this would ensure that if Freddie was invited to join the Board of Trustees as an Independent Trustee from 1 Sep 2022, he could then continue to be a member of Finance and Infrastructure Committee via this route.

5.2.7 AGREED to RECOMMEND the addition of Freddie Quek as an Additional Member on Finance and Infrastructure Committee from 1 April until 31 August 2022. NOTED that approval would be sought at the meeting of the Board of Trustees on 1 April.

5.2.8 AGREED to RECOMMEND to the Board of Trustees that the Academic Trustee vacancy on Pensions Task and Finish is extended to 8 July 2022. NOTED that approval would be sought at the meeting of the Board of Trustees on 1 April.

5.2.9 AGREED to RECOMMEND to the Board of Trustees the appointment of Gillian Bowen, Independent Trustee onto Nominations Committee effective from 14 March. NOTED that Chair's action would be used to seek Board of Trustees approval so Gillian can receive papers for and attend Nominations Committee on 6 April 2022.

5.2.10 AGREED to RECOMMEND to the Board of Trustees the appointment of Jessica Cecil, Independent Trustee onto Nominations Committee effective from 14 March. NOTED that Chair's action would be used to seek Board of Trustees approval so Jessica can receive papers for and attend Nominations Committee on 6 April 2022.

5.2.11 AGREED to RECOMMEND the removal of Jessica Cecil, Independent Trustee from Remuneration Committee effective from 14 March 2022. NOTED that Chair's action would be used to seek Board of Trustees approval.

5.2.12 Subsequent to the meeting, the Chair of the Board and Andreas Raffel met and agreed that Andreas would step down from Nominations Committee and join

Remuneration Committee. Therefore, the Committee was asked via email to recommend this change to the Board of Trustees.

5.2.13 AGREED to RECOMMEND the appointment of Andreas Raffel, Independent Trustee onto Remuneration Committee effective from 14 March with an initial end date of 31 December 2023 to align with Andreas' current term of office as member of the Board of Trustees. NOTED that Chair's action would be used to seek Board of Trustees approval so Andreas could receive papers for and attend Remuneration Committee on 6 April 2022.

5.2.14 AGREED to RECOMMEND the removal of Andreas Raffel, Independent Trustee from Nominations Committee effective from 14 March 2022. NOTED that Chair's action would be used to seek Board of Trustees approval

5.2.15 AGREED to RECOMMEND to the Board of Trustees that the number of Independent Members on Nominations Committee will be permitted to exceed the two as specified in Ordinance 4 until 31 December 2022. NOTED that approval would be sought at the meeting of the Board of Trustees on 1 April.

## **7 RECOMMENDATIONS ON MEMBERSHIP CHANGES RELATED TO COURT MEMBERS IN CATEGORY 2b (reference NCB/21-22/007).**

7.1 The following points were NOTED:

7.1.1 That the Governance Team will liaise further to present a list of suggested organisations for approval to the next meeting of the Nominations Committee noting that the maximum number of organisations in this Category is twenty. Note some of the organisations listed under 3.1 may not wish to be renewed.

7.1.2 That there was further work to do to ensure that links were established between Court members and University's Temple Quarter goals. Additionally, there was a need to clarify what Court members from industries received in return for their membership on Court. NOTED that the theme for Court 2022 could be the Temple Quarter and this might be a way to improve the Court membership's understanding of the University's goals.

7.2 The following points were APPROVED:

7.2.1 The recommendations on membership changes related to Court members in Category 2b, specifically:

- that the 15 organisations listed under 3.1 in the paper be invited to be renewed for another term of 4 years from 1 Sep 2022.
- that the 5 organisations listed under 3.2 in the paper are not renewed for another term.

**Action: Secretary**

## **8 STUDENT TRUSTEES RECRUITMENT FOR 2022/23 (reference NCB/21-22/008).**

8.1 The following points were DISCUSSED:

8.1.1 AGREED the arrangements for upcoming Student Trustee recruitment subject to the amendments as per the below.

**Action: Secretary**

8.1.2. AGREED that the specification should be updated to include that feedback from mentoring sessions would be provided.

**Action: Secretary**

8.1.3 AGREED that the specification should be updated to include examples of the leadership roles that previous student trustees had held in order to provide further clarity to potential applicants.

**Action: Secretary**

8.1.4 NOTED Andreas Raffel advised that he would act as mentor for the students recruited to the Board for 2022/23. Secretary to note and action in due course.

**Action: Secretary**

8.1.5 AGREED the timelines for recruitment. Interview dates to be found and added to the diaries and the advert.

**Action: Secretary**

8.1.6 AGREED that if an existing Student Trustee would like to serve on the Board for a further year, they would have the opportunity to reapply.

8.1.7 The Chair provided a verbal update on discussion with the Students' Union regarding whether Sabbatical Officers should have Board of Trustee membership.

## **9 ADVANCE HE DIVERSITY TOOLKIT**

9.2 The recommendations in the paper were APPROVED.

**Action: Secretary**

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

10.1 There was no other business, and the meeting was closed.

## **11 MEETING CLOSES**