

NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Tuesday 14 June 2022

In Person, 1.32, Beacon House

MINUTES

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

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

Apologies: Andrew Carr, Lucinda Parr (Registrar & Secretary), Mohammed Saddiq,

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 9 February 2022.

3 MATTERS ARISING

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

3.2 NOTED that with reference to 8.1 on Action Register it was noted the next iteration of the Equality & Diversity Analysis of the Board would include comparative data from the Russell Group.

3.3 The Chair of the Board provided a verbal update to the rest of the Committee on the outcomes of the Student Trustee interviews that were held earlier on 14 June. Subsequent to the meeting, via email the Nominations Committee recommended to the Board of Trustees the appointment of Sarah Clarke and Ruth Day as Student Trustees for one year from 1 July 2022 to 30 June 2023. The Board of Trustees then approved these appointments via email.

4 MEMBERSHIP OF THE BOARD AND COMMITTEES OF THE BOARD (reference NCB/21-22/010).

4.1 The following points were NOTED:

4.1.1 That a Summary of the Board members' current Terms of Office and Committee membership was attached at Appendix A. NOTED that the purpose of this Appendix was to assist the members of the Nominations Committee and it was not intended for circulation to the wider Board of Trustees.

Board of Trustees and Finance and Infrastructure Committee

4.1.2 That at its meeting in February 2022, the Committee had agreed to recommend the addition of Freddie Quek (Governance Apprentice) as an Additional Member on Finance and Infrastructure Committee from 1 April until 31 August 2022 which the Board of Trustees subsequently approved. This appointment to Finance and

Infrastructure Committee aligned with Freddie's term as the Governance Apprentice on the Board of Trustees

- 4.1.3 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.

Deputy Chair of Board of Trustees from 1 January 2023

- 4.1.4 That there would be a vacancy for Deputy Chair of the Board of Trustees from 1 January 2023, when Mohammed Saddiq steps down. It was noted that the Committee had also discussed this forthcoming vacancy at its meeting in February 2022.

- 4.1.5 That Ordinance 10 section 10.2 makes the following stipulations:

10.2.1 The Board shall appoint an Independent Trustee as Deputy Chair of the Board.

10.2.2 The appointment of a Deputy Chair shall be made on the recommendation of the Nominations Committee following a process recommended by the Nominations Committee.

10.2.3 A Deputy Chair shall be appointed for an initial term of up to 3 years, to be determined by the Board on their appointment. A Deputy Chair shall be eligible for re-appointment, subject to the limits prescribed by Statute 1.2. A Deputy Chair's term of office as Deputy Chair shall not extend beyond their term of office as Trustee.

10.3 Terms of office

10.3.1 In determining the length of the Chair's and Deputy Chair's terms of office as Chair and Deputy Chair respectively, the Board shall seek to ensure (so far as reasonably practicable) that their terms of office are staggered to avoid them expiring at the same time.

- 4.1.6 That initial conversations had taken place and the Committee agreed, subject to further consultation with the wider Board membership, to recommend to the Board of Trustees the appointment of Andrew Carr as Deputy Chair from 1 January 2023, with Board approval being sought at the Board of Trustees meeting on 23 September 2022.

Action: Secretary

- 4.1.7 That as per 10.2.3 above, Andrew Carr would initially be appointed for two years to 31 December 2024 to match with his current term on the Board of Trustees.

- 4.1.8 That both Jack Boyer and Andrew Carr are currently serving a second term on the Board of Trustees that ends on 31 December 2024. So, the requirement of 10.3.1 would not be met. This means that when their renewals are next considered, the Committee will need to examine whether to renew them for a third and final term of differing lengths. The University's constitution allows for renewal of two-, three- or four-year terms to a maximum of ten years in total.

Membership of Pensions Task and Finish Group

- 4.1.9 That the current composition of this Group is as follows:

Members

- Treasurer
- Deputy Chair of the Board
- Chair of the Remuneration Committee
- Chair of the Finance and Infrastructure Committee

- One Academic Trustee
 - One Professional Services Trustee
 - One member of the Finance and Infrastructure Committee with significant pensions experience.
- In attendance
- Chief Operating Officer
 - Chief People Officer
 - Registrar & University Secretary

Membership of Finance and Infrastructure Committee

4.1.10 The current composition of this Committee is as follows:

Up to ten members including:

- Vice-Chancellor (ex officio).
- Chair of the Board (ex officio).
- Independent Trustees.
- One Academic Trustee or Professional Services Trustee.
- No more than three (if any) Additional Members.
- (One of the Independent Trustee members will be appointed as Chair in accordance with Ordinance 4.2.2.1.)

In attendance:

- Treasurer.
- Chief Operating Officer & Finance Director.
- Other Staff as required

Membership of Remuneration Committee

4.1.11 The current composition of this Committee is as follows:

Up to six members including:

- The Chair of the Board (ex officio).
- The Treasurer
- Independent Trustees
- No more than two (if any) Additional Members.
- (One of the Independent Trustee members will be appointed as Chair in accordance with Ordinance 4.2.2.1.)
- (Vice-Chancellor is not a member of the Committee)

In attendance

- The Chair may invite the Vice-Chancellor, the Chief People Officer, the Registrar & University Secretary and other Staff to attend a meeting in order to provide advice or information provided they do not have a Conflict of Interest.
- A person may not attend when their own remuneration or terms and conditions of employment are being considered.

4.2 The following points were DISCUSSED:

4.2.1 AGREED to RECOMMEND to the Board of Trustees that Freddie Quek join as an Independent Member of the Board of Trustees and Independent Member of the Finance and Infrastructure Committee for an initial three-year term from 1 September 2022 until 31 August 2025. See paragraph 4.1.2 above.

Membership of Pensions Task and Finish Group

4.2.2 AGREED the removal of Treasurer from the membership. Under the new constitution (effective from 1 August 2021), the Treasurer is appointed by the Board from the independent trustees for an initial 3-year term and can then be renewed on the same basis as the independent trustees. When the new Constitution was drafted, the role of Treasurer was required to be retained for the purpose of the University of Bristol Acts 1960 and 1974. With this in mind the role

of Treasurer within the Board of Trustees can be renewed (as per item 5 below) given the narrowly defined role of the Treasurer as now constituted,

4.2.3 AGREED the removal of the Chair of the Remuneration Committee from the membership. This recommendation would reduce the workload for the Chair of the Remuneration Committee. Additionally, there is no direct link between the work of the Pensions Task and Finish Group and Remuneration Committee. **REDACTED Personal information**

4.2.4 AGREED the addition of an “Additional Member” to the Group to negate the actions above and improve the pension expertise on the Group.

4.2.5 AGREED the amendment of Ordinance 4: Appendix G to state that the Chair of the Group will be selected from amongst the Group, by the Group ahead of each meeting to allow the Chair to liaise with the COO on behalf of the Group. Amendment of Ordinance to state that if the Chair is not a member of the Board, then the Chair will agree the contents of the Group’s report to the Board but that the Chair of Finance and Infrastructure Committee will present the Group’s Report to the Board. The Group meet on an ad hoc basis as required and currently under the new constitution the Chair is not detailed. Noted that under the old constitution arrangements for chairing were stipulated and these amendments seek to close this gap/ omission.

4.2.6 AGREED to RECOMMEND to the Board of Trustees the changes to the membership of Pensions Task and Finish Group as detailed in paragraphs 4.2.2-4.2.5 above (and required changes to Ordinance 4, Appendix G) effective from 1 January 2023.

- Removal of Treasurer from the membership of the Group
- Removal of the Chair of the Remuneration Committee from the membership of the Group
- Addition of an “Additional Member” to the Group
- Clarification of chairing arrangements for the Group

Membership of Finance and Infrastructure Committee

4.2.7 AGREED the removal of Treasurer as in attendance from the membership. Under the new constitution (effective from 1 August 2021), the Treasurer is appointed by the Board from the independent trustees for an initial 3-year term and can then be renewed on the same basis as the independent trustees. When the new Constitution was drafted, the role of Treasurer was required to be retained for the purpose of the University of Bristol Acts 1960 and 1974. With this in mind the role of Treasurer within the Board of Trustees can be renewed (as per item 5 below) given the narrowly defined role of the Treasurer as now constituted.

4.2.8 AGREED to RECOMMEND to the Board of Trustees the removal of the Treasurer as *in attendance* from the membership on Finance and Infrastructure Committee, effective from 1 January 2023.

Membership of Remuneration Committee

AGREED the removal of Treasurer as from the membership. Under the new constitution (effective from 1 August 2021), the Treasurer is appointed by the Board from the independent trustees for an initial 3-year term and can then be renewed on the same basis as the independent trustees. When the new Constitution was drafted, the role of Treasurer was required to be retained for the purpose of the University of Bristol Acts 1960 and 1974. With this in mind the role of Treasurer within the Board of Trustees can be renewed (as per item 5 below) given the narrowly defined role of the Treasurer as now constituted.

- 4.2.9 AGREED to RECOMMEND to the Board of Trustees, the removal of the Treasurer from the membership on Remuneration Committee, and required changes to Ordinance 4, Appendix C effective from 1 January 2023.
- 4.2.10 It was noted that on 31 December 2022, Mohammed Saddiq would step down from the Board of Trustees and therefore the Remuneration Committee. Linda Fletcher (Independent Member and Deputy Chair of Remuneration Ctte) had agreed to become Chair of Remuneration Committee from 1 January 2023.
- 4.2.11 AGREED to RECOMMEND the appointment of Linda Fletcher as the Chair of the Remuneration Committee effective from 1 January 2023.

5 SPECIFICATION FOR RECRUITMENT OF TREASURER (NEW OR EXISTING INDEPENDENT MEMBER) FROM 1 JANUARY 2023 (reference **NCB/21-22/011**).

5.1 The following points were NOTED:

- 5.1.1 That Andrew Poolman was the Treasurer until he steps down from the Board on 31 December 2022. In the new constitution (effective from 1 August 2021), the Treasurer is appointed by the Board from the independent trustees for an initial 3-year term and can then be renewed on the same basis as the independent trustees.
- 5.1.2 That in the changes to the constitution post 1 August 2021, the Treasurer was no longer required to be the Chair of the Audit and Risk Committee. Additionally, the recommended changes effective from 1 January 2023 (detailed under item 4 above) would further reduce the remit of the Treasurer. These changes meant that from 1 January 2023, the Independent Member of the Board who is also the Treasurer would have a different and more “ceremonial” role than was the case previously.
- 5.1.3 That from 1 January 2023, a new Independent Member could be recruited to the Board with the specific intention that they also be appointed as Treasurer, or an existing Independent Member could be appointed as Treasurer. If required, an interim Treasurer from existing Independent Members could be appointed for a shorter period.
- 5.1.4 That the decision to recruit a new member and the skills and experience they would need to hold would depend on whether there were gaps that would exist in the Board membership post 31 December 2022 and also wider consideration of the Board’s size and balance. The Committee discussed the information presented in the paper relating to these areas and discussed the requirements of the Board going forward.
- 5.1.5 It was noted that the departure of Andrew Poolman and Mohammed Saddiq and the appointment of Ololade Adesanya (from May 2022) and Freddie Quek (from September 2022) meant that the number of Independent Members would remain the same from 31 December 2021 to 1 January 2023.

5.2 The following points were APPROVED:

- 5.2.1 **REDACTED Personal information**
- 5.2.2 **REDACTED Personal information**
- 5.2.3 **REDACTED Personal information**

6 UPDATE ON GOVERNANCE APPRENTICESHIP SCHEME (reference **NCB/21-22/012**).

6.1 The following points were NOTED:

6.2.1 That Freddie Quek was appointed as the first Governance Apprentice from 1 September 2021 and was recruited as part of the scheme run by Perrett Laver. It was noted Freddie Quek's apprenticeship year had been very successful, he would now join the Board of Trustees and Finance and Infrastructure, as an Independent Member

6.2.2 That to ensure that the Board membership and attendees do not become too large the University would not take part in 2022/23 but instead join again the following academic year (2023/24) and in alternate years going forward.

7 RECOMMENDATIONS ON MEMBERSHIP CHANGES RELATED TO COURT MEMBERS IN CATEGORY 2b AND STAFF IN ATTENDANCE SCHEME (reference NCB/21-22/013).

7.2 The following points were NOTED:

7.2.1 The update on recommendations on membership changes related to Court members in Category 2b (Unions, Professional Organisations, Business Community, Industry, Knowledge Intensive Organisations).

7.2.2 That over Summer 2022, the Governance will conduct an election to appoint 20 University employees, who are elected by university employees, as in attendance on Court.

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

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

10 MEETING CLOSES