



NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Thursday 9 February 2023

Beacon House, Room 4.04

MINUTES

Present: Jack Boyer (Chair), Andrew Carr (online), Jessica Cecil (online), Hazel Phillips,

In attendance: Lucy Barling (Deputy Head of Governance), Helen Cole (Senior Governance Officer, **Secretary**), Hannah Quinn (Head of Governance)

Apologies: Gillian Bowen, Sarah Gilbert, Lucinda Parr (Registrar and Secretary)

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 22 September 2022.

3. MATTERS ARISING AND ACTIONS

3.1 AGREED that those actions marked as Proposed Closed could be removed from the action register.

3.2 NOTED that Equality & Diversity Analysis of the Board of Trustees including comparative data from similar HE institutions would be presented to the Committee at its April 2023 meeting.

Action: Secretary

4. AMENDMENT TO NOMINATIONS COMMITTEE TERMS OF REFERENCE – REMOVAL OF “CONSIDER SUCCESSION PLANNING FOR THE VICE-CHANCELLOR AND OTHER MEMBERS OF THE EXECUTIVE GROUP” (reference NCB/22-23/006).

4.1 The following points were NOTED:

4.1.1 That an addition should be made to Terms of Reference as per the below. This will specify the potential for the Chair of Remuneration Committee to attend Nominations Committee in certain circumstances relating to succession planning so that the cross over between the two Committee remits can be better managed. For example, if both the Chair of the Board and the Vice-Chancellor had terms of office that were scheduled to end at the same time.

4.1.2 As per CUC Illustrative Practice Note 5: *Recruiting a Vice-Chancellor: paragraph 19. Responsibility for advising on pay and terms and conditions of the Vice-Chancellor are normally delegated to the Remuneration Committee.* This is as prescribed in Ordinance 4: Appendix C Remuneration Committee Terms of Reference so the University is compliant in this area.

4.2 The following points were DISCUSSED:

- 4.2.1 AGREED to RECOMMEND to the Board of Trustees the following amendment to the Nominations Committee Terms of Reference 2022/23: paragraph 2.1.3 (c): ~~Consider succession planning for the Vice-Chancellor and other members of the Executive Group~~. Have oversight of succession planning – not of just governing body members, but in the assurance that effective plans are in place to manage succession for key roles. In particular in relation to the posts of Vice Chancellor and Chair of the Board. When required, the Chair of Remunerations Committee can be asked to attend a meeting of Nominations Committee.

Action: Secretary

5 MEMBERSHIP OF THE BOARD AND COMMITTEES OF THE BOARD (UPDATES AND ACTIVITY SINCE LAST MEETING) (reference NCB/22-23/007).

- 5.1 The following points were NOTED:

5.1.1 [REDACTED Personal information]

Action: Secretary and Chair of the Board.

5.1.2 [REDACTED Personal information]

5.1.3 [REDACTED Personal information]

Action: Secretary and Chair of the Board.

5.1.4 [REDACTED Personal information]

Action: Secretary and Chair of the Board.

- 5.2 The following points were DISCUSSED:

- 5.2.1 AGREED to RECOMMEND to the Board of Trustees that Mary Bishop serve on Audit and Risk Cttee for a third term and final term from 28 May 2023 to 27 May 2026.

Action: Secretary

- 5.2.2 NOTED that Robert Kerse (COO) left the University on 31 January 2023 and from this date the role of Chief Operating Officer & Finance Director ceased. A new Chief Financial Officer was in the process of being recruited who will report directly to the Vice-Chancellor. During the interim period, Mick Axtell, as Chief Financial Services Officer, would be the University's most senior financial officer and, as such, will take on the majority of the accountabilities and responsibilities currently delegated to Robert in the Executive Delegation Schedule, alongside those in the Finance Regulations any related policies/documents. During this period Mick will report to Lucinda Parr, who will have executive responsibility for Finance (subject to the direct accountabilities and responsibilities delegated to Mick). NOTED that until Chief Financial Officer is appointed, Mick will be in attendance at the Board and at the following Board Committees: Audit and Risk Committee, Finance and Infrastructure Committee and Pensions Task and Finish Group.

- 5.2.3 NOTED that once the Chief Financial Officer is appointed, Governance team will update the relevant Ordinances to reflect the change in title.

Action: Secretary

6 GOVERNANCE APPRENTICESHIP PROGRAMME (reference NCB/22-23/008).

- 6.1 The following points were APPROVED:

- 6.2.1 AGREED that the University of Bristol join the Governance Apprenticeship Scheme for the academic year 2023/24. This would potentially result in an apprentice joining the Board from 1 September 2023 to 31 August 2024. NOTED that an apprentice did not automatically become a member of the Board of Trustees once the apprenticeship had finished.

Action: Secretary

7 UPDATE ON INDEPENDENT TRUSTEES RECRUITMENT REQUIREMENTS (reference **NCB/22-23/009**).

- 7.1 The following points were NOTED:

7.1.1 **[REDACTED Personal information]**

7.1.2 **[REDACTED Personal information]**

- 7.1.3 In confidence, the Committee discussed several individuals proposed by the Chair and agreed that the Chair of the Board would make initial approaches.

- 7.2 The following points were DISCUSSED:

- 7.2.1 NOTED that Ordinance 2 stipulated the following with regard to Appointment of Independent Trustees:

3.1.2 The Nominations Committee will operate a formal selection process for new Nominated Trustees which is rigorous and based on objective criteria, having regard to any Preferred Skills identified by the Nominations Committee. The process will include interviews with candidates, obtaining adequate references and measures to ensure that the constituency from which candidates are drawn is sufficiently wide and open (including, for example, through the use of advertisement, external recruitment/search consultants and the University's specialist networks). Conflicts of Interest or potential Conflicts of Interest will also be considered as part of the selection process.

- 7.2.2 AGREED that a progress update would be provided to the Nominations Committee at the meeting in April at the latest. In April, consideration would again be given to the use of external recruitment/search consultants. Note that in September 2022, the Committee agreed not to use these in the initial stage.

- 7.2.3 The Governance Team to update the University's Board vacancies webpage including the Description and Person Specification that had been included in the papers, to allow further applications to be made.

Action: Secretary

8 STUDENT TRUSTEE RECRUITMENT FOR 2023/24 INCLUDING TIMELINE AND ROLE DESCRIPTION (reference **NCB/22-23/010**).

- 8.1 The following points were APPROVED:

- 8.1.1 CONSIDERED and AGREED the arrangements for upcoming Student Trustee recruitment. Governance Team to take forward next steps.

Action: Secretary

9 RECOMMENDATIONS ON MEMBERSHIP CHANGES RELATED TO COURT MEMBERS IN CATEGORY 2a (reference **NCB/22-23/011**).

9.1 The following points were NOTED:

9.1.1 The Recommendations on membership changes related to Court members in Category 2b (Unions, Professional Organisations, Business Community, Industry, Knowledge Intensive Organisations. Governance Team to take forward next steps.

Action: Secretary

10 EFFECTIVENESS REVIEW IMPLEMENTATION PLAN (reference **NCB/22-23/012**).

10.1 The following points were NOTED:

10.1.1 That any decisions requiring Board (and/or Nominations Committee) approval would be sought where required.

10.1.2 The progress made to-date and actions that are planned with regards to the implementation plan (Appendix 1).

10.1.3 That communications to the Board would be included in the regular report to the Board from the Nominations Committee.

10.2 The following points were APPROVED:

10.2.1 That the Nominations Committee will oversee the progress around the delivery of the effectiveness review actions, acting as the formal governance body for reporting purposes.

10.2.2 That the Deputy Chair of the Board (Andy Carr) would act as the Nominations Cttee "lead" in this area, for example as the sponsor for the Reports to Board. The Deputy Head of Governance to engage and update the Deputy Chair of the Board initially and as appropriate going forward.

Action: Deputy Head of Governance

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

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