NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Friday 7 November 2025 at 12:25, Room G05, 5 Tyndall Avenue

MINUTES

Present: Jack Boyer (Chair), Andrew Carr (via Teams), Sarah Gilbert, Hazel Phillips

In attendance: Helen Cole (Senior Governance Officer **and minutes**), Michael Flay (Director of Governance & University Secretary)

Apologies: Jessica Cecil

1. WELCOMES, APOLOGIES AND

1.1 The Chair welcomed everyone

DECLARATIONS OF ANY INTEREST

1.2 The Chair reminded Committee members of their obligation to declare any new or additional conflicts of interest (pecuniary, family, or other personal) in any matter under discussion and asked if there were any new declarations.

1.3 There were no declarations.

2 MINUTES OF PREVIOUS MEETINGS AND ACTIONS

2.1 APPROVED: the minutes of the meeting of the Nominations Committee on 20 June 2025.

3 CHAIR'S BUSINESS

3.1 There was none.

4 NOMINATIONS COMMITTEE TERMS OF REFERENCE FOR 2025/26 (reference **NCB/25-26/001**).

4.1 AGREED to RECOMMEND for approval the Nominations Committee Terms of Reference 2025/26 to the Board of Trustees.

5 Membership of the Board and Committees of the Board (reference **NCB/25-26/002**).

5.1 The following points were NOTED:

5.1.1 Updates and activity since the last meeting and the summary of Board members' Terms of Office and Committee membership at Appendix A.

Infrastructure Planning Committee Membership

5.1.2 The Chair of the Board of Trustees and the Director of Governance & University Secretary summarised the discussion that had taken place at the meeting of the Infrastructure Planning Committee on 9 October. In particular that although there was capacity for the membership of the Infrastructure Planning Committee to be expanded to include an Academic Trustee and a Professional Services Trustee as per paragraph 2.1 of its Terms of Reference, the Infrastructure Planning Committee were of the view that only an Academic Trustee be invited to join the Committee. This would allow the Infrastructure Planning Committee to benefit from additional institutional cultural knowledge and perspective without making the group too large. The Nominations and the Infrastructure Planning Committee were both content that the senior executive staff in attendance at Infrastructure Planning Committee were able to reflect the views and outlook of the Professional Staff relevant to the work of the Committee.

5.1.3 The Committee discussed the mechanisms by which the Academic and Professional Services Trustees were appointed and reappointed to the Board. REDACTED: Section 40 - Personal information

5.1.4 The Director of Governance & University Secretary provided a verbal update on progress to recruit a co-opted member of Audit and Risk Committee and a co-opted member and Finance and Investments Committee. NOTED that the interviews had been scheduled for mid-January 2026, with the Chair of each Committee to join members of the Nominations Committee on each interview panel. The Nominations Committee would be asked to make recommendations to the Board of Trustees in each case.

5.2 The following points were discussed:

5.2.1 **AGREED TO RECOMMEND** to the Board of Trustees that Ian Craddock (Academic Trustee) be appointed as a member of Infrastructure Planning Committee effective from 1 December 2025 to 31 July 2026 (to align with current Board member term of office).

6. PROGRESS UPDATE ON THE EFFECTIVENESS REVIEW RECOMMENDATIONS

6.1 The Director of Governance & University Secretary and the Head of Governance presented to the Committee. The Committee discussed in particular the progress made to date against of each of the Priority Recommendations below proposed as part of the Effectiveness Review.

6.2 The following points were NOTED:

Priority Recommendation 1

6.2.1 Priority Recommendation 1: Review the structure of ARC non-executive-only sessions to reduce their frequency and allow for more informal engagement with senior executives both inside and outside of the formal committee cycle.

6.2.2 The Committee were content that the changes made and agreed to by the Audit and Risk Committee's Chair, Deputy Chair and relevant Executive staff were sufficient to mark this recommendation as completed.

Priority Recommendation 2

6.2.3 Priority Recommendation 2: To continue to strengthen the leading-edge effectiveness of the board size and membership:

- Encourage more distributed leadership across the Board, allowing other trustees to take on more responsibility and visible roles in shaping direction and providing oversight. This both helps support the Chair and help towards succession planning.
- Encourage distributed leadership by offering opportunities for a broader group of trustees to take on strategic responsibilities, lead initiatives, or chair committees.

6.2.4 The Committee noted that in increasing the level and amount of distributed leadership there was a risk of building in additional complexity if a larger number of members were involved to a higher degree of complexity. The Committee was mindful that members often had a combination of other roles in additional to their role on the University's Board and that there was a risk of overburdening the members especially younger, working members. The Committee was mindful of the linkages and overlap between encouraging *more distributed leadership across the Board* and the wider succession planning of the Board's membership that would be required over the next 18 months to 2 years. The Committee noted that longstanding Board of Trustee members Jack Boyer, Andrew Carr and Jessica Cecil would all step down from the Board of Trustees on 31 December 2027.

6.2.5 The Committee were content that this recommendation would continue to be considered over the next few months.

Priority Recommendation 3

6.2.6 Priority Recommendation 3: Expand the remit and rename the EEDI committee, grant it delegated authority in the board delegation schedule and consider increased frequency.

6.2.7 The Committee noted that the Culture and Inclusion Committee had now been established, had met for the first time and its Term of Reference and membership approved by the Board of Trustees. NOTED that the membership included an Academic Staff Trustee, Professional Services Staff Trustee and a Student Trustee to give diversity of thought and representation of stakeholders.

6.2.8 The Committee were content that the changes made and agreed to by the Audit and Risk Committee's Chair, Deputy Chair and relevant Executive staff were sufficient to mark this recommendation as completed.

Priority Recommendation 4

6.2.9 Priority Recommendation 4: Adoption of a Board portal as part of our ongoing commitment to strengthening governance infrastructure and support, and to be in line with good practice in the sector as well as outside of the sector.

6.2.10 The Committee noted that the Head of Governance was leading the work to identify a suitable product, and the governance team has already had a demonstration session with one supplier. It was noted that the associated costs across the spectrum of providers and the procurement process required were now understood. The Director of Governance was reviewing the budget and assessing which provider is affordable and whether that would offer value for money. It was noted that a final product solution would be presented to the Committee in early 2026, with a fully costed business case.

7. ANY OTHER BUSINESS

7.1 There was none.

7.2 Date of next meeting: Friday 13 March 2026