NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

FRIDAY 13 MARCH 2026 VIRTUAL VIA MICROSOFT TEAMS

MINUTES

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

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

Apologies: Andrew Carr,

1.1 The Chair welcomed the members to the meeting.

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 7 November 2025.

3 CHAIR'S BUSINESS

3.1 The Director of Governance & University Secretary provided a verbal update on the outcome of interviews held on Tuesday 10 March to recruit a co opted member of the Infrastructure Planning Committee.

3.2 NOTED that a panel comprised Jack Boyer (member of Nominations Committee and Independent member of the Board of Trustees), Steven Boyd (Independent member and Chair of Infrastructure Planning Committee, Freddie Quek (Independent member) with Michael Flay (University Secretary and Director of Governance) in attendance had met and interviewed three candidates. The successful candidate was Kevin Alexander, Kevin had agreed to join Infrastructure Planning Committee as a co opted member for a three year term from 1 April 2026, subject to the required approvals and due diligence procedures being completed.

3.3 NOTED that the Committee's approval for the recruitment would be sought in next few days via email with a formal recommendation from the Nominations Committee then being made to the Board of Trustees for approval at its meeting on 27 March as per the University's constitution.

4 MEMBERSHIP OF THE BOARD AND COMMITTEES OF THE BOARD (reference **NCB/25-26/003**).

4.1 The following points were NOTED:

4.1.1 Updates and activity since the last meeting alongside the summary of Board members' Terms of Office and Committee membership.

4.1.2 That the Director of Governance & University Secretary was working with Jessica Cecil (Chair of Culture and Inclusion Committee) on the production of person specification for a co opted member(s) of Culture and Inclusion Committee, with the recruitment process to commence in due course.

4.1.3 That person specifications to be used in the recruitment of two Independent Trustees were in development with recruitment process to commence in due course. One of the Independent Trustees would also be a member and Deputy Chair of Finance and Investments Committee. The aim was that a second Independent Trustee would have focus relating to culture change in large complex organisations. At present the expectation was these Trustees would join the Board from 1 June and Autumn 2026 respectively.

4.1.4 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

4.1.5 The Committee discussed the membership of Remuneration Committee in terms of succession planning and continuity noting that of its three members, two: Jack Boyer and Andrew Carr (Chair of Remuneration Committee) were serving third and final terms ending on 31 December 2027. The Committee noted that to a certain extent membership of Remuneration Committee was less demanding on Independent Trustees when compared to other Committees of the Board. For example it met twice per year as oppose to three/ four times per year and arguably had limited control and decision making powers when compared to its corporate equivalents. It was noted that the Remuneration Committee Terms of Reference stipulated that the membership of up to six members could include *No more than two (if any) Co-opted Members*, but that at present the Committee did not have any co-opted members. It was noted that the Chair of the Board and the Director of Governance & University Secretary would discuss this area with the Chair of Remuneration Cttee and then consider further steps.

4.2 The following points were AGREED:

4.2.1 That the University would continue the cycle of joining the Governance Apprentice Programme every second year. i.e. not joining in the academic year 2026/27. It was noted that the appointment of Héloïse Aboulker and Khaled Mamour each for a one-year terms from 1 January 2026 to 31 December 2026 and from 1 May 2026 to 31 May 2027 respectively (as per the paper) concluded activity for the current academic year 2025/26. The University took part in 2023/24 (REDACTED: Section 40 - Personal information from 1 Sep '23) and also in 2021/2022 (REDACTED: Section 40 - Personal information from 1 Sep '21).

5 TIMELINE FOR THE RECRUITMENT OF THE NEXT CHAIR OF THE BOARD OF TRUSTEES

5.1 The Director of Governance & University Secretary provided a verbal update noting that a paper on this subject, sponsored by the Deputy Chair of the Board of Trustees would be circulated to the Committee following the meeting.

6 BOARD EFFECTIVENESS REVIEW 2025: PROGRESS ON RECOMMENDATIONS AND SUGGESTIONS (reference NCB/25-26/004).

6.1 The Committee noted the progress made to date against the Recommendations and Suggestions proposed as part of the Effectiveness Review.

7. ANY OTHER BUSINESS

7.1 There was none.

7.2 Date of next meeting: Friday 12 June 2026