

NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Friday 12 June 2020

Zoom Meeting

MINUTES

Present: Raman Bedi, Jack Boyer (Chair), Jessica Cecil, Moira Hamlin, Hazel Phillips, Andreas Raffel

In attendance: Helen Cole (Secretary), Lucinda Parr (Registrar & Secretary), Hannah Quinn (Head of Governance & Executive Support), Kate Hunter (Perrett Laver), Lucy Simpson (Perrett Laver)

Apologies: None

1 WELCOMES, APOLOGIES AND DECLARATION OF INTERESTS

1.1 The Chair welcomed everyone and declared the meeting as quorate.

2 MINUTES OF PREVIOUS MEETING and actions

2.1 APPROVED: the minutes of the meeting of the Nominations Committee on 11 February 2020.

3 MATTERS ARISING AND ACTIONS

3.1 The Committee noted the recent Black Lives Matter protests in Bristol and the University's continuing response and engagement.

4 CHAIR'S BUSINESS

4.1 The Chair provided a verbal update to the Committee on the Fit and Proper Process. (The analysis of the questionnaires completed by new and existing Board members and members of Board Committees.) NOTED that since the last meeting no significant exceptions have been raised.

5 SHORTLISTING LAY MEMBERS: (reference NCB/19-20/010).

5.1 Kate Hunter (Partner, Philanthropy, Communications and Engagement & Co-Head UK Higher Education (EMEA)) and Lucy Simpson (Senior Consultant (EMEA)) joined the Committee for this item.

5.2 The following points were DISCUSSED:

5.1.1 The Committee discussed the candidates presented in the paper and agreed which they would like to invite to interview. Perrett Laver to take forward invitation to interview and to liaise with Secretary and Head of Governance regarding interview arrangements.

Action: Secretary and Head of Governance

5.1.2 Perrett Laver requested an additional meeting in two weeks to present Committee with a further list of candidates. Secretary to arrange this meeting.

Action: Secretary

6 SHORTLISTING STUDENT MEMBERS: (reference NCB/19-20/011)

6.1 The following points were NOTED:

6.1.1 That at its meeting in February 2020, the Committee agreed arrangements for recruitment of Student Trustees and two positions were advertised, with terms commencing 1st July 2020. The positions were promoted via the Students Union, student newsletter, social media and the current student trustees.

6.1.2 That 84 applications were received by the Students Union, who had provided the initial longlist of 12 applicants detailed in the paper.

6.2 The following points were DISCUSSED:

6.2.1 The candidates presented in the paper and AGREED that seven be invited to interview on 22 June.

6.2.2 AGREED that after the interviews the Committee would recommend two candidates for approval by the Board of Trustees at its meeting on 26 June. Secretary to contact candidates and arrange interviews.

Action: Secretary

7 BOARD COMMITTEE RECRUITMENT: (reference NCB/19-20/012)

7.1 The following points were NOTED:

7.1.1 That on 26 February 2020, the Senior Governance Officer advised the University's Nominations Committee that on the nomination of the Chair of the Finance & Infrastructure Committee Kelvin Blake had agreed to join the Finance & Infrastructure Committee." The members of the Committee all replied via email to the Secretary to confirm that: Nominations Committee recommended to the Board of Trustees, the appointment of Kelvin Blake as a co-opted member of Finance & Infrastructure Committee for an initial 3-year term from 1 July 2020 to 30 June 2023. This recommendation was approved by the Board of Trustees on 3 April 2020.

7.1.2 That since its last meeting on 11 February the Committee had recommended to the Board of Trustees via email the reappointment of Mr Andy Willis to Audit and Risk Committee for a second 3-year term from 27 May 2020 to 26 May 2023. The Chair of the Board of Trustees then approved on behalf of the Board of Trustees using Chair's powers.

7.1.3 That on 21 March 2020, Kathy Curling (Co-opted member of Finance & Infrastructure Committee) had advised that she would be stepping down effective from 12 May 2020 and it had been agreed that a vacancy would be held on Finance & Infrastructure Committee. During the ongoing recruitment of the incoming lay members of Board of Trustees consideration would also be given as to whether any applicants would be suitable as a co-opted member of Finance & Infrastructure Committee (a maximum of three). Additionally, a new lay member of the Board of Trustees could be asked to join Finance & Infrastructure Committee as one of the members drawn from the Board of Trustees (a maximum of eight).

7.1.4 That at its meeting in February 2020, the Committee had noted the ongoing conversations about the best size for the Board of Trustees and considered the benefits of recommending that the third Academic Staff Trustee position is left as a vacancy. At the Board of Trustees Effectiveness review meeting attended by the majority of members of the Board on the 30 January, the members discussed size and composition and expressed a desire for a smaller Board of Trustees. It was noted that research had

shown the ideal size for a Board is around 14 members, with a balance of 2/3 lay to 1/3 non lay (staff & students).

7.2 The following points were DISCUSSED:

7.2.1 That initial term of office of Geraldine MacDonald as a staff trustee, would expire on 31 July 2020. The Committee AGREED TO RECOMMEND to the Board of Trustees that the third position of Academic member of the Board of Trustees is retained as a vacancy.

Action: Secretary

7.3 The following points were NOTED:

7.3.1 That from 1 January 2021 two Board of Trustees vacancies would be created by the following outgoing lay members: Moira Hamlin and Mohammed Saddiq. It was noted that both members would have completed their full three three-year terms, including a one-year extension (approved by the Board of Trustees in 2019). Additionally, Moira Hamlin's departure would leave a vacancy on the Board of Trustees for a 'Vice-Chair' from 1 January 2021. In accordance with Ordinance 3, the new Vice-Chair needed to be elected by the Board of Trustees from among the Lay Trustees at a Board of Trustees meeting, no later than Autumn 2020 on the recommendation of Nominations Committee.

7.3.2 That the Chair of the Board of Trustees, had consulted amongst lay trustees and members of UEB (University Executive Board) on the subject of the Vice-Chair and had received strong support regarding his recommendation that Mohammed Saddiq's term of office should be extended to enable him to become the Vice-Chair of the Board of Trustees from January 2021, subject to election by the Board of Trustees on 25 September 2020. This would ensure that the Board of Trustees retained experience and expertise to compensate for Moira Hamlin stepping down at a time the University was enacting its response and evaluating its strategy in the light of the Covid-19 pandemic. Extending Mohammed's term would also give time for new and incoming Board of Trustees members to gain experience before taking on more senior roles on the Board of Trustees including Vice-Chair.

7.4 The following points were DISCUSSED:

7.4.1 That the Committee AGREED TO RECOMMEND to the Board of Trustees the extension of Mohammed Saddiq's term of office by two years at its meeting on 26 June 2020, which would require a Special Resolution of the Board of Trustees. The re-appointment of Mohammed Saddiq is covered in a separate paper entitled Special Resolution. This will then allow for the Board of Trustees to consider the election of Mohammed Saddiq as Vice-Chair for a two-year term at its meeting on 25 September 2020 as per Ordinance 3. The Committee AGREED TO RECOMMEND to the Board of Trustees at its 25 September 2020 meeting to consider the election of Mohammed Saddiq as Vice-Chair to the Board of Trustees for two years from 1 January 2021 to 31 December 2022.

Action: Secretary

7.4.2 A proposal from the Chair of the Board of Trustees that the EDI Oversight Group should become an additional Committee of the Board of Trustees and therefore on a par with the other Committees of the Board of Trustees (Audit and Risk Committee, Finance and Infrastructure Committee, Nominations Committee and Remuneration Committee). **[REDACTED: likely to prejudice commercial interests]**. The Committee AGREED TO RECOMMEND to the Board of Trustees the addition of EDI as a Committee of the Board of Trustees and AGREED TO RECOMMEND to the Board of Trustees the appointment of Nicky McCabe as Chair of the new Committee.

Action: Secretary

7.4.3 **[REDACTED: likely to prejudice commercial interests]**.

The Committee AGREED TO RECOMMEND to the Board of Trustees the appointment of Mohammed Saddiq to Remuneration Committee as Chair of Remuneration Committee with immediate effect.

Action: Secretary

7.4.4 The Committee noted and thanked Moira Hamlin for the contributions that she had made to the University's Student Complaint Committees and Committees of the Board of Trustees convened under the Examination Regulations during her tenure. It was AGREED that the Governance Team should advise and promote these opportunities to the Board of Trustees members to ensure that there was contingency and increased capacity in this area.

Action: Head of Governance

8 SUCCESSION PLANNING: (reference NCB/19-20/013).

8.1 The following points were NOTED:

8.1.1 The pro and cons of differing terms of appointment and frequency and staggering of renewal of terms. The Committee considered what additional activity or approaches would be required over the next few months to provide assurance to the Board of Trustees in this area.

8.2 The following points were DISCUSSED:

8.2.1 It was AGREED that the Committee should receive the Membership Tracker at each meeting going forward.

Action: Secretary

8.2.2 The Committee AGREED to reconsider the size and shape of the Board of Trustees at a future meeting, in the light of anticipated constitution modernisation and the proportion of renewals scheduled for 2021/22.

Action: Secretary

9 NOMINATIONS COMMITTEE EFFECTIVENESS RESULTS: (reference NCB/19-20/013).

9.1 The following points were DISCUSSED:

9.1.1 The positive outcome of the annual effectiveness survey and AGREED suggestions for improvements in particular information about upcoming events, training, or best practice within and outside of the sector to be circulated by the Secretary.

10 UPDATED SKILLS AUDIT: (reference NCB/19-20/014).

10.1 The following points were DISCUSSED:

10.1.1 The Committee APPROVED the Board and Board Committee members Skills Audit Questionnaire for year 2020/21 prior to circulation to members in July 2020.

11 BOARD MEMBER INDUCTIONS AND TRAINING: GOOD GOVERNANCE PRACTICE: (reference: NCB/19-20/016)

11.1 The following points were DISCUSSED:

11.1.1 The Committee APPROVED the paper noting that it included a way forward for a board and committee development plan, and a tailored induction programme based on best practice in the sector.

12 BOARD COMPOSITION: COMPARATOR DATA: (reference NCB/19-20/017)

12.1 The following points were DISCUSSED:

12.1.1 The Committee agreed the composition of University's Board of Trustees was currently well balanced when compared with the wider HE sector in terms of age, disability status, sex and ethnicity. It was agreed that forthcoming recruitment should attempt to increase diversity further.

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

13.1 There was no other business and the meeting was closed.