

approved minutes



NOMINATIONS & GOVERNANCE COMMITTEE

11 OCTOBER 2023

Present: Philippa Hird (Chair), Anna Dawe., Zeb Farooq, Prof Danielle George, Jim Hancock, Nick Hillman and Tom Jirat

Apologies: Marilyn Comrie

In attendance: Prof Dame Nancy Rothwell (President and Vice-Chancellor) (except for item 7), Patrick Hackett (RSCOO), Mark Rollinson (Deputy Secretary), Sally Ainsworth (minutes)

1. Welcome and declarations of interest

Noted:

- i. Tom Jirat was welcomed by the Chair to his first meeting of the Committee.
- ii. No additional declarations of interest were made.

2. Terms of Reference

Resolved: To approve the Terms of Reference for the Committee.

3. Minutes

Resolved: To approve the minutes of the meeting held on 17 May 2023.

4. Matters arising

None to report, other than matters already included on the agenda.

5. Lay member recruitment

Received: a report updating the Committee on the lay member recruitment process

Noted:

- a) As previously agreed by the Committee, a longer-term partner to assist with lay member recruitment is being sought. Given time demands of the ongoing search for the President and Vice-Chancellor, it was agreed with the Chair that the tender process will be launched early in the New Year. The required documentation has been prepared, including the tender specification.
- b) The contract with the successful firm will be for an initial period of two years (24 months), with a further two, 12-month extension periods up to a combined total of four years (48 months).
- c) A further update to be provided to the December meeting, including potential engagement with suppliers as part of the tender evaluation process.

Agreed: The Committee noted the report

6. Board and Committee membership

Received: a report providing an overview of the developments over the summer, since the previous report to the Committee in May 2023: in relation to Board Committee membership, Board pair arrangements and buddying/mentoring arrangements

Noted:

- a) There is currently one lay member vacancy (the position vacated by Alice Webb). Guy Grainger and Tony Raven were appointed to fill vacancies in July 2023 and recruitment to the vacant position will take place in the New Year, following conclusion of arrangements to secure a longer-term recruitment partner
- b) Reinmar Hager was re-elected and Hema Radhakrishnan was elected to the vacancy created by Jim Warwicker standing down for Senate members of the Board. Eric Lybeck has resigned from the Board and a nominations and election process is underway to fill the vacancy
- c) Following a nominations and election process, Tom Jirat was elected to fill the vacancy created by Roz Webster's retirement from the Board as a non academic member of staff
- d) Hannah Mortimer takes up the ex-officio position on the Board as Union Affairs Officer (from Sam Bronheim). Tesnime Safraou was re-elected to the Students Union Executive and retains her place on the Board.
- e) Following discussion with relevant members and committee chairs, it was recommended that Guy Grainger become a member of Finance Committee; Tony Raven become a member of Audit and Risk Committee; and Daniela Caselli become a member of People Committee.
- f) The terms of reference for People Committee provide for substitute members to be appointed where necessary to consider proposals for dismissal on grounds of redundancy: for such consideration, at least two lay members must be present, subject to a minimum of four members in total being present. Eric Lybeck previously held this position and the Committee agreed that in future, staff members be sought on an ad-hoc basis, when there is a need to ensure that the quoracy requirement for consideration of proposals for dismissal on grounds of redundancy are met
- g) Other committee vacancies which will be considered by the Committee at a future meeting.
- h) It has been practice to assign new Board members to more experienced Board members to act as buddies/mentors. The following arrangements have been made for this academic year:

New member

Guy Grainger
Tom Jirat
Hannah Mortimer
Hema Radhakrishnan
Tony Raven

Buddy

Gary Buxton
Caroline Johnstone
Dan George
Reinmar Hager
Ann Barnes

Agreed:

- a) Guy Grainger to become a member of Finance Committee

- b) Dr Tony Raven to become a member of Audit and Risk Committee
- c) Professor Daniella Caselli to become a member of People Committee
- d) Further consideration will be given to filling other committee vacancies in due course
- e) Board pairs as set out below:

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|---|-----------------------------------|
| Faculty of Biology, Medicine and Health | Dan George and Nick Hillman |
| Faculty of Humanities Phillips | Hema Radhakrishnan and Robin |
| Faculty of Science and Engineering | Deirdre Evans and Jatin Patel |
| Professional Services | Reinmar Hager and Daniela Caselli |
| Teaching, Learning and Students | Anna Dawe and Ann Barnes |
| Research | Tony Raven and David Buckley |
| Social Responsibility | Gary Buxton and Paul |
| Mativenga | |
| Equality, Diversity and Inclusion | Natasha Traynor and Hannah |
| Mortimer | |

- f) The Chair will prepare a note for all Board members, advising them of the expectations of the activity they will carry out in their appointed pairs to enable them to focus on these specific areas during the Accountability Review exercise.

7 President and Vice-Chancellor recruitment

Received: an update on the President and Vice-Chancellor appointment process.

Noted:

- a) The Appointment Panel had met with Saxton Bampfylde and carried out the initial longlisting exercise.
- b) The next stage was for the Panel to meet on 12 October for a shortlisting meeting
- c) The Chair was going to remind the Board members at their meeting on 11 October, of the details of the role and person specification.
- d) Following the meeting on 12 October, shortlisted candidates would be invited to meet with key stakeholders including the Senior Leadership Team, students, civic leaders, a form of Senate members, the current President and Vice-Chancellor, and the Chair of the Board. These meetings would take place in November as a precursor to formal interviews in December.
- e) The Board would consider recommendation for appointment at its additional meeting on 13 December.

8. Any Other Business

None to report

9. Dates of future meetings in 2023-24

All 11am to 1pm

- Wed 13 December
- Wed 6 March
- Wed 8 May

