

APPROVED – formally approved by the committee



NOMINATIONS & GOVERNANCE COMMITTEE

8 MAY 2024

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), Patrick Hackett (RSCOO), Mark Rollinson (Deputy Secretary), Sally Ainsworth (minutes)

1. Welcome and declarations of interest

Noted: No additional declarations of interest were made.

2. Minutes

Resolved: To approve the minutes of the meeting held on 13 December 2023.

3. Matters arising

At the December 2023 meeting of the Nominations and Governance Committee, it was recommended that the Board appointed the current Chair of the Alumni Association, Katherine Leopold, for a further one-year term, until May 2025, subject to assurance from the Division of Development and Alumni Relations that work on planning for a successor was going on in parallel.

The Deputy Director (Alumni Engagement) provided the following assurance:

- i. The tenure of the current Chair of the Alumni Association, Katherine Leopold is due to end in May 2024. The nominations committee has approved the extension of the current Chair's tenure until May 2025 to provide continuity during bicentenary celebrations and the launch of the University's Fundraising and Volunteering Campaign.
- ii. During the intervening period, we will execute a recruitment and selection process for a new Chair of the Association, in order to appoint a new Chair by May 2025.
- iii. A longlist of candidates for the position will be developed from those who have displayed a record of assistance to the University.
- iv. Conversations will be held with these candidates to assess their suitability and interest in the position during 2024, with a view to making an appointment in early 2025.
- v. A period of handover will then take place during the spring and early summer, in time for July 2025 Graduation ceremonies, Foundation Day and The Annual Alumni Association Open Meeting.

4. Board member recruitment

Received: a report updating members on the current position regarding Board membership, including recommendations for reappointment and role specifications to fill impending vacancies.

Noted:

- i. Current Board membership: Gary Buxton will have served the maximum of three, three-year terms by August 2024 and will therefore stand down from the Board. Caroline Johnstone was appointed for a further one-year term last year and has advised that she does not wish to be considered for reappointment when this term expires. Jatin Patel will have completed his first three-year term on the Board in August 2024 and is eligible for reappointment. The Committee was asked to recommend Jatin's reappointment for a further three-year term, ie until 31 August 2027.
- ii. Committee members were asked to consider whether the current list of skills and experience was appropriate and where priorities for recruitment should be. Several amendments were suggested to the list, and some items were consolidated.
- iii. Members noted that diversity was central to this round of recruitment
- iv. The University has engaged Saxton Bampfylde as its longer-term partner for lay member recruitment. Discussions were already underway about a recruitment round to encompass the current vacancy, and the two upcoming from 31 August 2024.
- v. Natasha Traynor was coming to the end of her second one-year term as an Associate Member and the Committee will need to decide whether to offer a further one-year extension.
- vi. Paul Mativenga ends his current term as a Board member on 31 August 2024, in category 3 (Senate). Category 3 membership will continue to be determined by election. Paul had been re-elected to Senate and was eligible to stand again for one further term of three years. There will also be a nominations and election process for the Senate position vacated by Daniela Caselli, who resigned earlier in the academic year.

Agreed:

The Committee recommended:

- i) the reappointment of Jatin Patel to the Board for a further three-year term, until 31 August 2027.
- ii) The reappointment of Natasha Traynor as an Associate Member for a further one-year term until 31 August 2025.
- iii) role specifications for the three current and imminent lay Board member vacancies. These vacancies arise from the resignation of Alice Webb in 2023 and the retirement from the Board of Gary Buxton and Caroline Johnstone, with effect from 31 August 2024.
- iv) Consolidation of the current list of experience and skills sought from Board members.

Action for all: Deputy Secretary

The Committee also noted:

- I) the ongoing nominations and election process for Senate members of the Board.
- II) that once the role specifications had Board approval, the documents would be shared with Committee members. Any members with suggestions for potential Board members should pass these to the Deputy Secretary, who can ensure that the details are shared with Saxton Bampfylde. **Action: All**

5. Committee membership

Received: an overview of the current position in relation to Board Committee membership (and Board pair arrangements).

Noted:

- i. The Committee noted that there were several vacancies arising from retirements from the Board as outlined above and agreed to return to consideration of these (and Board pair arrangements) once appointments to the Board were confirmed. Vacancies included:
 - Board Staff member on People Committee
 - Chair of Remuneration Committee
 - Lay Board member on Finance Committee
 - Lay member vacancy on Nominations and Governance Committee
 - Lay member vacancies on Awards and Honours Group

Agreed:

- i. The Committee recommended the appointment of David Buckley as Chair of Finance Committee with effect from 1 September 2024.
- ii. To consider other committee appointments at a future meeting, aided by details of member attendance records.
Action: Deputy Secretary

6 General Assembly

Received: a report updating members on General Assembly, including analysis of the survey recently sent to members.

Noted:

- i. that there had been three recent resignations from the Assembly and asked that options and proposals for filling these vacancies be circulated to the Committee for consideration and approval by correspondence.
- ii. A proposal to appoint George Obolo to the Assembly. George was a final year Medical undergraduate student and co-founder of the Black Excellence Framework. George was listed in the [top five future black leaders in 2021](#) and further details of his [achievements](#) were provided to members.
- iii. The findings from the recent survey of Assembly members, including the relatively low engagement rate (16 members completed the survey). Time restrictions at the June meeting of the General Assembly meant that the

results would not be discussed then, but they will be presented to a future meeting.

Agreed:

- i. to appoint George Obolo to the Assembly.
- ii. that Assembly members who have attended fewer than two of the five meetings since the Assembly was reconstituted (in 2021-22) be approached to confirm if they still wish to retain membership.
- iii. that Assembly members who have attended at least two of the five meetings since the Assembly was reconstituted (in 2021-22) be invited to serve a further three-year term on the Assembly.

Action for all: Deputy Secretary

7 Any Other Business

None to report