NOMINATIONS & GOVERNANCE COMMITTEE

10 DECEMBER 2025

Present: Philippa Hird (Chair), Anna Dawe, Zeb Farooq, Jim Hancock, Matt Haworth, Prof Duncan Ivison, Tom Jirat, Emma Wade-Smith

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

Apologies: Soumhya Venkatesan

1. Declarations of interest

Noted: No additional declarations of interest were made.

2. Minutes

Agreed:

i. To approve the minutes of the meeting held on 8 October 2025
ii. To approve the minutes of the meeting held on 4 November 2025

3. Matters arising

None reported

4. Governance Effectiveness Review

Received: an update on the Governance Effectiveness Review

Noted:

i. Six organisations have been invited to submit expressions of interest for the contract and the deadline for receipt is 10 am on Monday 12 January. Two of the six companies (EY and Deloittes) invited to bid for the work had withdrawn.
ii. Following a review of the submissions after the closing date, members of the Committee will meet with the highest scoring organisations and then make a recommendation to the Board at their meeting in February 2026.
iii. The review will take place in spring-early summer of 2026, enabling attendance by reviewers at meetings of Senate and the Board. It is intended that recommendations are submitted to the Board at its July 2026 meeting and that following review and reflection on recommendations by the Board, a detailed implementation plan be submitted to the Board at its October 2026 meeting.

Agreed:

i. Members to be contacted for their availability to sit on the panel
ii. Any feedback from the joint Board and Senate meeting later that day, to be fed back to the Committee
Action for all: Deputy Secretary

5. Student membership of the Nominations and Governance Committee

Received: a report highlighting the changes required to Ordinance II regarding student membership of the Committee

Noted:

i. The Union Affairs Officer raised the possibility of student membership of the Nominations and Governance Committee. To do so would require a change to the governing instruments of the University, at Ordinance II (see Appendix A).
ii. The Union Affairs Officer sits on the Board, Finance Committee and Remuneration and People Committee. There is no student representative on the Audit and Risk Committee (and the relevant Ordinance does not currently permit student membership).
iii. There are no changes needed to the Statutes or Regulations to enable this.

Agreed:

i. To recommend to the Board that the change to Ordinance II be approved at their next meeting in February.
Action: Deputy Secretary

6. General Assembly

Received: update on the plans for the January meeting.

Noted:

i. Following a positively received report from the Union Affairs Officer at the June General Assembly meeting, members requested that the Students' Union should be invited to present further student voice reports at subsequent meetings By combining this request with the suggestions from the effectiveness workshop (held earlier this year), it was proposed that a special session focusing on students and their experiences be held at the January 2026 meeting, which will entail small breakout groups of the General Assembly, discussing a range of topics based on the student experience.
ii. As a result, the session will meet several of the aims from the effectiveness workshop, including increased networking opportunities, smaller thematic group discussions, deep dives into particular topics, and having more interactive discussions within the meetings. It was suggested that General Assembly members be reminded of the drivers for establishing this session, the committee discussed potential future topics that could link from this, such as partner enabled learning, and providing work experience opportunities for students with the General Assembly members.
iii. Members were advised that in line with discussions with the Trade Unions, a paper would be submitted to the General Assembly in the New Year, outlining proposed changes to the current requirements for appeal hearings to be chaired by a lay member of the Board. This would fulfil the requirements of Statute IX (4): whereby the General Assembly are invited to scrutinise and express an opinion on proposals from the Board for the amendment of the Charter and these Statutes. The next step will be for Senate to discuss the proposals, and then the Board will be asked to approve the recommendations, which will then be submitted to the Privy Council for consideration.

7. Any other business

Members considered some potential amendments to Committee membership, and were advised that a paper would be submitted to the next meeting, setting out the proposals.

8. Dates of future meetings in 2025-26

4 March 2026
7 May 2026

APPENDIX A
Ordinance II
The Nominations and Governance Committee
1. The constitution of the Nominations and Governance Committee appointed by the Board pursuant to Statute VI.4 shall be as follows:
The Chair of the Board, ex-officio, (in the Chair);
The Union Affairs Officer, ex-officio
Three members of the Board in Category 2 (lay members);
One member of the Board in Category 3 (Senate members);
One member of the Board in Category 4 (staff member);
Three lay members of the General Assembly who are not members of the Board, one of who shall be the Pro-Chancellor appointed pursuant to Statute IV.7.
The President and Vice-Chancellor may attend but not be a member of the Committee. For all matters relating to the nomination for appointment or re-appointment of the Chair of the Board, the Chair of the Board shall not act as the Chair of the Committee (nor be present if those discussions relate to their appointment) and the Pro-Chancellor shall chair the Committee.
2. The members drawn from the membership of the Board shall be appointed by the Board (or hold an ex-officio position). The members drawn from the membership of the General Assembly shall be nominated for appointment by the Board by the General Assembly according to a procedure of its own choosing.
3. A casual vacancy amongst the membership shall be filled as soon as conveniently possible by the body which appointed the member whose place has become vacant and shall normally be for the unexpired portion of the previous member's term of office.
4. Subject to the Statutes and the Ordinances, members of the Committee shall normally serve for a period of three academic years and may be reappointed, but shall not normally serve continuously for more than two such three-year terms. In the case of appointments to casual vacancies for periods of less than three years, members of the Committee shall normally serve for a maximum of six years in total.
5. The duties and responsibilities of the Committee shall be:
a) to recommend to the Board appointments to be made in Category 2 of the Board membership (lay), which shall include, without prejudice to the generality of paragraph 6 below, consideration of nominations made by the Alumni Association for the one place in Category 2 reserved to it. Only those members of the Association who derive their membership from the provisions of Ordinance VI.6 (a) and (b) shall be eligible to be nominated;
b) to recommend to General Assembly appointment of members to General Assembly;
c) to recommend to the General Assembly the appointment to be made to the office of Pro-Chancellor;
d) such other duties and responsibilities as may be assigned to it by the Board from time to time (this includes reporting to the Board on the overall efficacy of governance).

6. In fulfilment of the duties and responsibilities specified above, the Committee shall, subject to the Statutes and the Ordinances, make extensive enquiries in order to inform its recommendations by the most thorough and appropriate means, including taking steps to ensure that nominees are fit and proper persons, are not disqualified from serving, or are otherwise ineligible to serve. In formulating its recommendations, the Committee shall have regard to the needs of the University and to the balance of membership within the body to which appointments are to be made. Subject to these requirements, the Committee shall determine its own modus operandi.