

MINUTES

NOMINATIONS AND GOVERNANCE COMMITTEE

Date: Tuesday 14 May 2019 **Time:** 1530 (refreshments from 1500)

Location: University House, Leek Road Campus

Notes:

1. Items marked with an asterisk (starred items) were for information only or regarded as noncontentious.
2. Items classed as Confidential, and their subsequent minutes (highlighted here in blue), will be redacted before publication of the agenda and minutes on the University's public website.

Members		
Richard Cotterell	External Member	A
Tash Crump	Student Representative (President, Students' Union)	P
David Gage (Deputy Chair)	External Member	P
John Henderson (Chair)	External Member	P
Sarah Tudor	Professional Support Staff Representative	A
Jonathan Vardon	External Member	T
In attendance		
Professor Liz Barnes	Vice Chancellor	A
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA
Lauren Rooke	Assistant Clerk to the Board of Governors (minutes)	IA

P = Present; T = via telephone; A = Apologies; IA = In Attendance

1 MEETING MANAGEMENT	
519	Apologies for Absence were received from Liz Barnes, Richard Cotterell and Sarah Tudor.
520	There were no new Declarations of Interest .
521	A report was received regarding Membership of the Committee , [REDACTED]
522	The Minutes of the last meeting of the Committee , 09 October 2018 NG/52/01, were signed as a true and accurate record.
523	There were no Matters arising .
2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)	
524	The Committee received and discussed an update on Chancellor Term of Office (APPROVAL) [REDACTED] Members commented as follows: <ul style="list-style-type: none"> • Discussion focused around the type of candidate profile that might be appropriate for this role in the future, taking into account the need for an ambassador who could raise the University's profile both nationally and internationally,

	<p>and who would embody the University's aspirations and values.</p> <p>It was agreed that the item would be revisited at the next meeting, with a view to a candidate profile being drawn up by the committee.</p> <p>This was approved for onward approval by the Board of Governors.</p>
525	<p>The Committee received and discussed an Independent Governor Vacancies Update (APPROVAL) NG/52/04, noting the following principal points:</p> <ul style="list-style-type: none"> The Board of Governors currently held one vacancy following the departure of Cordella Bart-Stewart, who completed her last term of office in July 2018; and a second as at 01 August 2019, following the resignation of Richard Cotterell. <p>[REDACTED]</p> <p>Members commented as follows:</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
526	<p>The Committee received and discussed an Appointment of Chair of Board of Governors Update (DISCUSSION) NG/52/05, noting the following main points:</p> <ul style="list-style-type: none"> The current Chair would cease in role on 31 July 2019, and Odgers Berndtson had been engaged by the University to assist with the external search for a suitable candidate to be considered as Chair. As had been agreed by the committee (and later approved by the Board), in tandem with the external search process would be the internal call for any nominations from the Board for consideration as Chair. As per previous internal appointment processes for the role of Chair, neither student nor staff governors are eligible to stand for the position of Chair but were able to nominate or second an independent governor for the role. It was therefore planned to launch a nomination process from the existing Board following the committee meeting, seeking nominations by Friday 7 June 2019. Any eligible nomination received by the due date would then be considered against any shortlisted external individuals from the search process. Interviews would take place over summer and the appointment process should be completed in time for the new academic year. <p>Members commented as follows:</p> <ul style="list-style-type: none"> [REDACTED] <p>The committee agreed that the update on the appointment of the Chair of the Board be referred to the Board for noting.</p>
527	<p>The Committee received and discussed a paper on the Proposed Membership of the Board and its Sub-Committees (APPROVAL) NG/52/06, noting the following proposed changes:</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>Members commented as follows:</p> <ul style="list-style-type: none"> Discussion focused around the skills and experience mix of current and future governors. <p>The committee agreed that the proposed membership of the Board and its sub-committees paper be approved for onward</p>

	approval by the Board.
3 FOR INFORMATION	
528	<p>The committee received a report on the Chair's Face-to-Face Discussions with Board NG/52/07, noting the following main points:</p> <ul style="list-style-type: none"> • The Chair of the Board held face-to-face meetings every second year with all Board members. The themes arising were then presented to the Board in order to inform continued good governance and best practice. • The current Chair held individual meetings early in 2018, with the findings being presented to the Board at its April 2018 meeting. Consequently, the next round of these meetings would be held by the new Chair following his or her appointment for the start of the new academic year 2019-20, as part of the induction process. <p>Members commented as follows:</p> <ul style="list-style-type: none"> • David Gage noted that he had a meeting scheduled in early June with Kevin Gould, the only governor he had not met with individually the year before.
529	<p>The committee received and discussed a paper on Governor Term of Office - Renewal (APPROVAL) NG/52/08, noting the following main points:</p> <ul style="list-style-type: none"> • The Governor Term of Office Renewal Schedule showed that one Governor, Jonathan Vardon, would come to the end of his first term at the end of the current academic year, i.e. in July 2019. • Additionally, it was noted that although no Governor would come to the end of his/her <u>final</u> term of office at the end of this academic year, this would be the case for both Sarah Tudor and Mike Herbert at the end of the next academic year, i.e. in July 2020.) <p>[REDACTED]</p>
530	<p>The committee noted the Calendar of Meetings for the Academic Year 2019-20 NG/52/09, which had been circulated to the Board of Governors by email on 3 May 2019.</p>
531	<p>The committee noted a paper regarding Self-Assessment against CUC Code of Governance (Governance Effectiveness Review 2019) NG/52/10, which proposed that the next of these reviews, which was due in 2019, be undertaken as a "desktop review" which would then be scrutinised by the internal auditors, as had been the case in previous years.</p> <p>This approach was approved by the committee.</p> <p>The committee agreed that the update on self-assessment against the CUC Code of Governance be referred to the Board for noting.</p>
532	<p>The committee noted an Update on the Students' Union elections and Students' Union representatives on the Board NG/52/11, with the President of the Students' Union providing a brief verbal update.</p>
5 ADDITIONAL MATTERS	
533	<p>Have we made a positive impact on our students today?</p> <p>It was agreed that the appointment of two new independent governors to the Board would have a positive impact on the student body, and that it was hoped that the two new student governors would continue the successes of their predecessors.</p>
534	<p>There were no additional matters.</p>
535	<p>Items to be referred to Board of Governors</p> <p>For approval</p> <ul style="list-style-type: none"> • Minute 524 – Chancellor Term of Office • Minute 525 - Independent Governor Vacancy Update • Minute 527 - Proposed Membership of the Board and its Sub-Committees • Minute 529 - Governor Term of Office – Renewal <p>For information</p> <ul style="list-style-type: none"> • Minute 526 – Appointment of Chair of Board of Governors

	<ul style="list-style-type: none">• Minute 531 – Self-Assessment against CUC Code of Governance
536	Next meeting: Tuesday 08 October 2019 (Boardroom, University House)