

# MINUTES

## NOMINATIONS AND GOVERNANCE COMMITTEE

**Date:** Tuesday 29 September 2020

**Time:** 1500

**Location:** Boardroom, University House/Online Microsoft Teams meeting

*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.

| <b>Members</b>         |   |    |
|------------------------|---|----|
| Connor Bayliss         | Student Governor  | P  |
| Hannah Gibbard         | Professional Support Staff Governor                         | P  |
| John Henderson (Chair) | External Member   | P  |
| Colin Hughes           | External Member   | P  |
| Jonathan Vardon        | External Member   | P  |
| Sara Williams          | External Member   | P  |
|                        |   |    |
| <b>In attendance</b>   |   |    |
| Professor Liz Barnes   | Vice Chancellor   | IA |
| Ian Blachford          | Chief Operating Officer and Clerk to the Board of Governors | IA |
| Kevin Gould            | Independent Governor ( <i>item 591 only</i> )               | IA |
| Lauren Rooke           | Assistant Clerk to the Board of Governors (minutes)         | IA |

*P = Present (via Teams); A = Apologies; IA = In Attendance (in person or via Teams)*

| <b>1 MEETING MANAGEMENT</b> |  |                     |                   |                  |   |                        |                |                      |                |               |  |
|-----------------------------|--|---------------------|-------------------|------------------|---|------------------------|----------------|----------------------|----------------|---------------|--|
| 584                         | There were no <b>apologies for absence</b> from members.   |                     |                   |                  |   |                        |                |                      |                |               |  |
| 585                         | There were no new <b>declarations of interest</b> .  |                     |                   |                  |   |                        |                |                      |                |               |  |
| 586                         | <p>The <b>Membership of the Nominations and Governance Committee for 2020-21</b> was noted:</p> <table border="0"> <thead> <tr> <th><b>Constitution</b></th> <th><b>MEMBERSHIP</b></th> </tr> </thead> <tbody> <tr> <td>External Members</td> <td>John Henderson (Chair)<br/>Colin Hughes<br/>Jonathan Vardon (Deputy Chair)<br/>Sara Williams</td> </tr> <tr> <td>Student Representative</td> <td>Connor Bayliss</td> </tr> <tr> <td>Staff Representative</td> <td>Hannah Gibbard</td> </tr> <tr> <td>In attendance</td> <td>Professor Liz Barnes, Vice Chancellor<br/>Ian Blachford, Chief Operating Officer &amp; Clerk to the Board</td> </tr> </tbody> </table> | <b>Constitution</b> | <b>MEMBERSHIP</b> | External Members | John Henderson (Chair)<br>Colin Hughes<br>Jonathan Vardon (Deputy Chair)<br>Sara Williams | Student Representative | Connor Bayliss | Staff Representative | Hannah Gibbard | In attendance | Professor Liz Barnes, Vice Chancellor<br>Ian Blachford, Chief Operating Officer & Clerk to the Board |
| <b>Constitution</b>         | <b>MEMBERSHIP</b>  |                     |                   |                  |   |                        |                |                      |                |               |  |
| External Members            | John Henderson (Chair)<br>Colin Hughes<br>Jonathan Vardon (Deputy Chair)<br>Sara Williams  |                     |                   |                  |   |                        |                |                      |                |               |  |
| Student Representative      | Connor Bayliss   |                     |                   |                  |   |                        |                |                      |                |               |  |
| Staff Representative        | Hannah Gibbard   |                     |                   |                  |   |                        |                |                      |                |               |  |
| In attendance               | Professor Liz Barnes, Vice Chancellor<br>Ian Blachford, Chief Operating Officer & Clerk to the Board   |                     |                   |                  |   |                        |                |                      |                |               |  |
| 587                         | <b>The Minutes of the last meeting of the Committee</b> , 12 May 2020 NG/55/01 and 1 July 2020 NG/55/02, were confirmed as a true and accurate record.   |                     |                   |                  |   |                        |                |                      |                |               |  |

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| 588  | <p><b>Matters arising:</b></p> <ul style="list-style-type: none"> <li>• <b>Minute 558 - CUC Code of Governance</b> – it was noted that following the Spring 2020 consultation, the revised CUC Code of Governance had been published on 16 September 2020 (and appeared elsewhere on the agenda).</li> <li>• <b>Minute 561 – Co-opted member of Sustainability and Resources Committee</b> – it was noted that at its meeting on 24 June 2020, the Board of Governors had approved the proposal to appoint Mike Herbert as a co-opted member of the Sustainability and Resources Committee for an initial term of one year with effect from 1 August 2020.</li> <li>• <b>Minute 562 – Independent Governor vacancy</b> - it was noted that at its meeting on 24 June 2020, the Board of Governors had approved the proposal to appoint Professor Dame Sue Hill as an independent governor for an initial term of one year with effect from 1 August 2020.</li> <li>• <b>Minute 563 – Academic Staff Governor</b> – it was noted that this item had been referred to the 24 June 2020 meeting of the Board of Governors for information.</li> <li>• <b>Minute 564 - proposed membership of the Board and its sub-committees for 2020-21</b> – it was noted that the Board of Governors approved this at its meeting on 24 June 2020.</li> <li>• <b>Minute 567 – Students’ Union Representatives on the Board</b> – it was noted that Connor Bayliss had been re-elected as President of the Students’ Union and was Student Governor One (Nominations &amp; Governance and Strategy &amp; Performance Committee) on the Board, and that Tuesday Forrest, as Vice President, was Student Governor Two (Sustainability &amp; Resources Committee).</li> <li>• <b>Minute 578 - Appointment of an Independent Governor</b> - it was noted that at its extraordinary meeting on 21 August 2020, the Board of Governors had approved the proposal to appoint Joanne Hannaford as an independent governor for an initial term of one year with immediate effect.</li> <li>• <b>Minute 579 – Co-opted member of Audit and Risk Committee</b> – it was noted that at its meeting on 21 August 2020 the Board of Governors had agreed to appoint Jonathan Chapman to this role for an initial term of one year with immediate effect.</li> </ul>   |
| 589  | The committee received the <b>Overview of Annual Committee Business for 2020-21</b> NG/55/03.   |
| <b>2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)</b> |   |
| 590  | The committee received and approved the <b>Committee Terms of Reference 2020-21</b> NG/55/04, agreeing to refer these through to Board of Governors for formal approval.  |
| 591  | <p>The committee received for discussion the paper regarding the <b>Board Effectiveness Review 2020 (with AdvanceHE)</b> NG/55/05, presented by the Clerk to the Board. The following main points were noted:</p> <ul style="list-style-type: none"> <li>• At the 11 May 2020 meeting of the Nominations and Governance Committee, the process for the Board Effectiveness Review with AdvanceHE had been agreed.</li> <li>• A summary of the outcomes of the survey had been shared with the Board of Governors on 11 August 2020, and headlines from this were given in section 2 of the paper.</li> <li>• Areas of further exploration came under the headings of review, communications, activity and behaviours, as well as within three bespoke questions on Board diversity, membership and composition, and Board papers.</li> <li>• Two workstreams had been agreed; one around further exploration and engagement through focus groups; and one around possible solutions already identified to be trialled in 2020-2021. Each of these workstreams was broken down further within the paper into themes, with progress updates and detailed proposals given for moving forward.</li> </ul> <p>Members commented as follows:</p> <ul style="list-style-type: none"> <li>• Liz Barnes expressed concern that some areas covered in detail by sub-committees of the Board were highlighted as areas in which Board members felt that not enough assurance was given, potentially indicating an issue around communication and reporting. It was agreed that the format of briefing sheets should be reviewed in order to aid this.</li> <li>• Colin Hughes commended the review and noted how important it was. Discussion focused upon the need to ensure the selection process for new governors was free from bias and appropriately constructed rather than a default position of the solution being unconscious bias training. This was agreed and the recommendation would be amended.</li> <li>• Jonathan Vardon highlighted the importance of the governor team connecting and engaging outside of meetings, to share experiences and improve communication, and Connor Bayliss echoed this.</li> <li>• Kevin Gould underlined the need for the Committee to retain ownership of the proposed actions resulting from the review.</li> </ul> <p>It was agreed that the <b>Board Effectiveness Review 2020</b> paper would be referred to Board of Governors for information.</p> |
| 592  | <p>The committee received an update on the <b>Chair’s Face-to-Face Discussions with Board (DISCUSSION)</b> NG/55/06, which noted that meetings had either taken place or were planned for the coming month with all governors.</p> <p>Members commented as follows:</p> <p>John Henderson thanked Colin Hughes for arranging these meetings, with Colin noting that these should serve as part of a mutual review process between governors and the Chair.</p>  |

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| 593                         | <p>The committee received an update regarding the <b>CUC HE Code of Governance (Sept 2020 revision)</b> NG/55/07, presented by the Clerk to the Board. The following main points were noted:</p> <ul style="list-style-type: none"> <li>• The revised code had been published on 16 September 2020, following a consultation process held earlier in the year in which the University responded, the submission for the consultation having been shared with the Board of Governors.</li> <li>• Like previous versions, it was designed to help governing bodies meet and exceed the basic requirements contained within institutional governing instruments and the legal and regulatory requirements placed on UK HE providers. It was shorter and clearer than previous versions, which was welcomed.</li> <li>• The code remained ostensibly unchanged and from a review, the University was compliant (based on the fieldwork undertaken in 2019 when we carried out a review of governance in conjunction with the Internal Auditors). One area of note however relates to the suggestion that Boards should consider appointing a Senior Independent Governor from within its membership.</li> </ul> <p>Members commented as follows:</p> <ul style="list-style-type: none"> <li>• Discussion focused around the Board’s ways of working, current governance practice within the sector and potential approaches to the role of Senior Independent Governor.</li> </ul> <p>It was agreed that a paper be brought back to the Nominations and Governance Committee in twelve months when the sector response would be clearer, and in the light of the Know Your Business session on ‘good governance’ to be held at the November Board meeting. In principle, if such a role were adopted, the Committee was content for this to be aligned with the role of Chair of Audit and Risk Committee.</p> <p>It was further agreed that the paper on the CUC HE Code of Governance would be referred to Board of Governors for information.</p> |
| 594                         | <p>The committee received and discussed the <b>Independent Governor Vacancy Update/Term of Office - Renewal Schedule (DISCUSSION)</b> NG/55/08, presented by the Clerk to the Board. The following main points were noted:</p> <ul style="list-style-type: none"> <li>• Three independent governor terms were due to expire in July 2021: John Henderson (second term), Cathryn Hickey (second term) and Sara Williams (third term).</li> </ul> <p>It was agreed that this would be revisited at the Spring meeting of the Committee.</p>  |
| <b>3 FOR INFORMATION</b>    |  |
| 595                         | <p><b>*Attendance at Board and Committee meetings (August 2019 – July 2020)*</b> NG/55/09 was received for information.</p>  |
| 596                         | <p><b>*Declarations of Interests for 2020-21*</b> NG/55/10 was received for information.</p>   |
| 597                         | <p>An update on the session on <b>Governor responsibilities as charity trustees</b> planned for the November Board meeting was given, with the Clerk noting that this presentation would also cover academic assurance responsibilities under the OfS regulatory framework.</p>  |
| <b>4 ADDITIONAL MATTERS</b> |  |
| 598                         | <p><b>How have we made a positive impact on our students today?</b></p> <p>It was agreed that Board Effectiveness Review 2020 and its resulting recommendations were particularly relevant here, with a strong, effective and inclusive Board being crucial to the University’s strategy.</p>  |
| 599                         | <p>There were no <b>additional matters</b>.</p>  |
| 600                         | <p><b>Items to be referred to Board of Governors</b></p> <p><b>For approval</b></p> <p>a) <b>Minute 590</b> – Terms of Reference for the Committee</p> <p><b>For information</b></p> <p>a) <b>Minute 591</b> – Board Effectiveness Review 2020</p> <p>b) <b>Minute 593</b> – CUC HE Code of Governance (Sept 2020 revision)</p>  |
| 601                         | <p><b>Next meeting:</b> Tues 11 May 2021 (Boardroom, University House)</p>   |