

MINUTES

NOMINATIONS AND GOVERNANCE COMMITTEE, NG-56

Date: Tuesday 11 May 2021

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.

Members		
Connor Bayliss	Student Governor	P
Hannah Gibbard	Professional Support Staff Governor	P
John Henderson (Chair)	External Member	A
Colin Hughes	External Member	P
Jonathan Vardon	External Member	P
Sara Williams	External Member	Ab
In attendance		
Professor Liz Barnes	Vice Chancellor	IA
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 (via Teams); A = Apologies; Ab = Absent; L = Late; IA = In Attendance (via Teams)

1 MEETING MANAGEMENT	
602	Apologies for Absence were received from John Henderson.
603	There were no new Declarations of Interest .
604	The Minutes of the last meeting of the Committee , 29 September 2020 NG/56/01 were confirmed as a true and accurate record.
605	<p>Matters arising:</p> <ul style="list-style-type: none"> • Minute 588 – Independent Governor vacancy (minute 562) – it was noted that in October 2020, Professor Dame Sue Hill had agreed to defer her start date as a Governor until a more appropriate time. • Minute 597 – Governor responsibilities as charity trustees – it was noted that this session had been delivered by Martineau at the 24 November 2020 Board of Governors meeting, and that following this, governors had been reminded by email of the relevant resources available on BofG SharePoint. Furthermore, to note that delivery of the presentation had been recorded by Martineau and this had also been made available to governors. • Minute 560 – Chancellor – it was noted that the Chancellor's Term of Office would expire during 2022 and following an initial discussion, it was proposed that this be considered further once a new Vice Chancellor was appointed. • Time-critical matters discussed by email (23 March 2021) – it was noted that a range of issues had been addressed by email since the last meeting, and that these were included in the appropriate areas of the agenda.
606	The Overview of Annual Committee Business for 2020-21 NG/56/02 was received for information.
2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)	

607	<p>The Chair of the Board received a verbal update on the Chair’s Face-to-Face Discussions with Board, summarising the main themes considered, and setting out the priorities for the coming twelve months.</p> <p>Members commented as follows:</p> <ul style="list-style-type: none"> • Members discussed governor attendance and engagement, and the importance of creating opportunities for meaningful face-to-face engagement on-campus. • Ian Blachford proposed asking governors to reserve the 30 minutes prior to all Board meetings for a rolling programme of on-campus events, with Connor Bayliss and Hannah Gibbard highlighting that this would be valued by both students and staff.
608	<p>Jonathan Vardon was not present for this item</p> <p>The Committee received for discussion a paper regarding the Appointment of the Deputy Chair of the Board of Governors NG/56/03, which set out the context, process to date (as agreed by the Committee via email) and the proposed recommendation.</p> <p>The Committee approved the proposal to recommend to the Board of Governors the appointment of Jonathan Vardon as Deputy Chair of the Board.</p>
609	<p>The Committee received a paper regarding the Composition of the Board of Governors for 2021-22 NG/56/04, introduced by the Clerk to the Board of Governors, noting the following:</p> <ul style="list-style-type: none"> • updates on several issues around Governor terms and renewals already progressed via email; • the proposal to reappoint Sara Williams as an Independent Governor (to be reviewed on an annual basis); • a verbal update from the Clerk confirming that Professor Dame Sue Hill would join the Board from 1 August 2021; • a matrix showing the proposed composition of the Board from 2021-22 onwards. <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> • Jonathan Vardon noted the need for suitable succession-planning to enable the Board to remain well-resourced in property/estates knowledge, amongst other specialisms. <p>The Committee approved the proposed composition of the Board of Governors for 2021-22, including the following recommendations, for onward approval by the Board of Governors:</p> <ol style="list-style-type: none"> a) the appointment of Jonathan Chapman as an Independent Governor following a first-year term as a co-opted Member of Audit and Risk Committee; b) the reappointment of Sara Williams as an independent governor (to be reviewed on an annual basis); c) the reappointment of Mike Herbert for a second one-year term as a co-opted Member of Sustainability and Resources Committee; and d) the conversion of initial one-year terms to full three-year terms for Baljinder Kuller and Joanne Hannaford; to the Board.
610	<p>The Committee considered the paper on Proposed Membership of the Board and its Sub-Committees NG/56/05, introduced by the Clerk to the Board of Governors, who highlighted the complex nature of the Committee Term of Reference around membership.</p> <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> • Jonathan Vardon asked about the role of Deputy Chair for Nominations and Governance Committee, and Ian Blachford proposed that Kevin Gould be asked to take on this role. <p>The Committee approved the proposed membership of the sub-committees for 2021-22 for approval by the Board of Governors.</p>
611	<p>The Committee received for approval the Skills and Experience Matrix for Members of the Board of Governors NG/56/06, introduced by the Clerk to the Board of Governors.</p> <p>The Committee approved the proposed skills and experience matrix for Members of the Board of Governors.</p>
612	<p>The Committee received and approved the Calendar of Meetings for the Academic Year 2021-22 NG/56/07, noting that this had been circulated by email in early 2021.</p>
<p>3 FOR INFORMATION</p>	
613	<p>The Committee received for information the Student Governor Appointment Update NG/56/08, with Connor Bayliss noting that Hannah Blackburn had been elected as President of the Students’ Union for 2021-22, with the other three sabbatical officers acting as Vice Presidents.</p>
<p>4 ADDITIONAL MATTERS</p>	

614	<p>How have we made a positive impact on our students today?</p> <p>It was agreed that the recommendation regarding the appointment of a Deputy Chair would help ensure a strong, committed Board, and that the proposal for a rolling programme of on-campus events prior to Board meetings would have a significant impact.</p>
615	<p>There were no additional matters.</p>
616	<p>Items to be referred to Board of Governors:</p> <p>For approval</p> <ul style="list-style-type: none"> i) Minute 608 – Appointment of Deputy Chair of the Board of Governors ii) Minute 609 – Composition of the Board of Governors for 2021-22 iii) Minute 610 - Proposed membership of the Board and its sub-committees for 2020-21 <p>For information</p> <ul style="list-style-type: none"> iv) Minute 611 – Governor skills and experience matrix
617	<p>Next meeting: 5 October 2021 (Boardroom, University House)</p>