

MINUTES

NOMINATIONS AND GOVERNANCE COMMITTEE, NG-63

Date: Thursday 10 October 2024

Time: 1000

Location: Teams meeting

Members		
Jonathan Chapman (Chair)	External Member	P(T)
Kevin Gould (Deputy Chair)	External Member	P(T)
Colin Hughes	External Members	P(T)
Precious Ogbein	Student Governor	P(T)
Juliet Oosthuysen	External Member	P(T)
Marta Vizcaya Echano	Staff Governor	P(T)
In attendance		
Prof Martin Jones	Vice Chancellor	IA(T)
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA(T)
Sue Boyce	Assistance Clerk to the Board of Governors (minutes)	IA(T)

P = Present; A = Apologies; Ab = Absent; L = Late; IA = In Attendance

1 MEETING MANAGEMENT											
714	There were no apologies for absence.										
715	There were no new declarations of interest										
716	<p>The Committee noted the following Membership of the Committee for 2024-25:</p> <table> <tr> <th>Constitution</th><th>MEMBERSHIP</th></tr> <tr> <td>External Members</td><td>Jonathan Chapman (Chair) Colin Hughes Kevin Gould Juliet Oosthuysen</td></tr> <tr> <td>Student Representative</td><td>Precious Ogbein</td></tr> <tr> <td>Staff Representative</td><td>Marta Vizcaya Echano</td></tr> <tr> <td>In attendance</td><td>Professor Martin Jones, Vice Chancellor Ian Blachford, Chief Operating Officer & Clerk to the Board</td></tr> </table>	Constitution	MEMBERSHIP	External Members	Jonathan Chapman (Chair) Colin Hughes Kevin Gould Juliet Oosthuysen	Student Representative	Precious Ogbein	Staff Representative	Marta Vizcaya Echano	In attendance	Professor Martin Jones, Vice Chancellor Ian Blachford, Chief Operating Officer & Clerk to the Board
Constitution	MEMBERSHIP										
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In attendance	Professor Martin Jones, Vice Chancellor Ian Blachford, Chief Operating Officer & Clerk to the Board										
717	The Minutes of the last meeting of the Committee, 8 May 2024 NG/63/01 were confirmed as a true and accurate record.										
718	<p>Matters arising:</p> <ul style="list-style-type: none"> Minute 2819 of the Board of Governors – Renewals – Governor Terms of Office and Independent Governor Update – to note the Board of Governors approved the terms of office as recommended by the Nominations and Governance Committee. Minute 2819 – Proposed Membership of Sub-Committees of the Board 2023-2024 – to note that following approval at the May 2023 Committee meeting, this had been approved by the Board of Governors at its meeting on 26 June 2024. Minute 646 – Student Governor Update – to note that Precious Ogbein, as President would serve as Student Governor One (Nominations & Governance and Strategy & Performance Committee) on the Board, and that Joseph Knight, as Vice President, was Student Governor Two (Sustainability & Resources Committee). 										

719	The Overview of Annual Committee Business for 2024-25 NG/63/02 was noted.
2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)	
720	<p>The Committee received the Committee Terms of Reference for 2024-25 NG/63/03 for approval.</p> <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> Marta Vizcaya Echano asked about the procedure for escalating any exceptional risks that may arise between Committee meetings, noting that these meetings are held only twice a year. Ian Blachford agreed to add a section to the Committee Terms of Reference for the upcoming cycle, which will detail the process for escalating risks more comprehensively. <p>Subject to this amendment, the Committee Terms of Reference were approved for onward referral to the Board.</p>
722	<p>The Committee noted an update on Chair's Face-to-Face Meetings with Governors NG/63/04, presented by the Chair of the Committee, highlighting the following:</p> <ul style="list-style-type: none"> A full round of 1-1 meetings between individual governors and the Chair of the Board has been completed. These are undertaken regularly to take a temperature check on how the Board is performing, provide governors with an opportunity to reflect on where the Board might consider improving its performance, and to provide a two-way support and critique conversation between the Chair and each governor. Views on the way the Board operates - the quality of discussion, input from Exec colleagues, and above all the openness and transparency across the Board and university leadership - were wholly positive. Governors however expressed concerns around staff morale. <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> Colin Hughes informed the Committee that he has been discussing his succession with the governors, as he plans to step down as Chair to the Board in July 2025 after six years of service. He will present his thoughts at the November Board meeting which will require full Board resolution. Kevin Gould also advised that he intends to step down as an independent governor in July 2025 after more than seven years of service. It was noted that there will be some changes to the composition of Committees, as both are experienced and valued members. It was agreed that the plan for the future structure of the Committees, including the Chair to the Board of Governors and the Committee Chairs, would be in place by May 2025. All agreed that the Governors bring a diverse range of skills and are engaged and committed individuals. It was agreed to elevate Mohit Dhingra to Chair of the Audit and Risk Committee when this was being undertaken. Kevin Gould noted that succession planning was essential for the Sustainability and Resources Committee, given the departure of two experienced members. Additionally, an expert co-opted member would also be required to replace Mike Herbert. Ian Blachford informed the Committee that he had contacted an individual recommended to the Committee for the co-opted role, but the response had been disappointing. As Clerk he plans to search for a replacement Coopted member with the right skillset, alongside the broader search for new Board members. It was agreed that handovers should take place in the spring. <p>There were no further comments and the report was noted.</p>
723	<div style="background-color: black; height: 1.2em; width: 100%;"></div> <div style="background-color: black; height: 1.2em; width: 20%; margin-top: 10px;"></div> <div style="background-color: black; height: 8em; width: 100%; margin-top: 10px;"></div> <div style="background-color: black; height: 1.2em; width: 30%; margin-top: 10px;"></div> <div style="background-color: black; height: 8em; width: 100%; margin-top: 10px;"></div> <div style="background-color: black; height: 1.2em; width: 60%; margin-top: 10px;"></div> <div style="background-color: black; height: 1.2em; width: 80%; margin-top: 10px;"></div> <div style="background-color: black; height: 1.2em; width: 80%; margin-top: 10px;"></div> <div style="background-color: black; height: 1.2em; width: 80%; margin-top: 10px;"></div>

724	<p>The Committee received for approval the update on Terms of Office renewal schedule/Independent Governor vacancies NG/63/06 agreeing to refer these through to the Board of Governors for formal approval, noting the following:</p> <ul style="list-style-type: none"> At the Board of Governors meeting BG-134 on 2 October 2024, it was noted that Eleanor Morrissey resigned from the Board on 30 July 2024 to accept a position at the University of Manchester. This resignation brings the current number of governors to 10, meeting the constitutional requirement. Currently, there are no vacancies for independent governors on the Board. However, Kevin Gould is scheduled to step down as a governor in July 2025. To address this upcoming vacancy and ensure the Board remains fully staffed, the Clerk to the Board will begin coordinating with Nurole in January 2025 to search for two independent governors. The Committee are asked to consider any specific skills/specialisms to inform the search. This proactive approach aims to optimise the recruitment process and maintain readiness for any eventualities. An update on the progress will be provided at the next meeting. <p>There were no comments and the report was noted.</p>
3 FOR INFORMATION	
725	The Committee received for information the paper on Attendance at Board and Committee meetings (August 2023 – July 2024) NG/63/07
726	The Committee received for information the paper on Declarations of Interests for 2024-2025* NG/63/08
4 ADDITIONAL MATTERS	
727	There were no additional matters
728	<p>Items to be referred to Board of Governors:</p> <p>Approval</p> <p>a) Minute 720 - Committee Terms of Reference for 2024-25 NG/63/03</p> <p>b) Minute 724 – Committee Terms of Office Renewal Schedule/Independent Governor Vacancies NG/53/06</p> <p>Information</p> <p>a) Minute 723 - Review of the Performance of the Chair of the Board NG-63-05</p>
729	Next meeting: Wednesday 6 May 2025 (Hybrid CA 306)