

MINUTES

NOMINATIONS AND GOVERNANCE COMMITTEE, NG-64

Date: Tuesday 6 May 2025

Time: 1500

Location: Microsoft Teams Meeting

Members		
Jonathan Chapman (Chair)	External Member	P(T)
Kevin Gould (Deputy Chair)	External Member	P(T)
Precious Ogbein	Student Governor	P(T)
Juliet Oosthuysen	External Member	P(T)
Jo Nixon	Staff Governor	P(T)
Martin Pugh	External Member	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			
730	There were no apologies for absence received.		
731	There were no new declarations of interest.		
732	<p>Membership of the Committee for 2024-25:</p> <table border="0"> <tr> <td style="vertical-align: top;"> <p>Constitution External Member</p> <p>Student Representative Staff Representative In attendance</p> </td> <td style="vertical-align: top;"> <p>MEMBERSHIP Jonathan Chapman (Chair) Kevin Gould (Deputy Chair) Juliet Oosthuysen Martin Pugh Precious Ogbein Jo Nixon Professor Martin Jones, Vice Chancellor Ian Blachford, Chief Operating Officer & Clerk to the Board</p> </td> </tr> </table>	<p>Constitution External Member</p> <p>Student Representative Staff Representative In attendance</p>	<p>MEMBERSHIP Jonathan Chapman (Chair) Kevin Gould (Deputy Chair) Juliet Oosthuysen Martin Pugh Precious Ogbein Jo Nixon Professor Martin Jones, Vice Chancellor Ian Blachford, Chief Operating Officer & Clerk to the Board</p>
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733	The minutes of the last meeting of the Committee, 10 October 2024 NG/64/01 were confirmed as a true and accurate record.		
734	<p>Matters arising:</p> <ul style="list-style-type: none"> Minute 723 – Review of the Performance of the Chair of the Board - the Clerk to the Board of Governors wrote to the Chair of the Board of Governors regarding his performance for the 2023-2024 academic year. To note, that Colin Hughes had now been ceased as the remunerated Chair of the Board of Governors with effect from 31st March 2025. Minute 724 - Terms of Office renewal schedule/Independent Governor vacancies – the Nurole search appeared elsewhere on the agenda. <p>The matters arising were noted for information.</p>		
735	The Overview of Annual Committee Business for 2024-25 NG/64/02 was noted for information.		
2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)			
736	The Committee Terms of Reference for 2024-2025 NG/64/03 were noted for information.		

737

Chair of the Board – Update on Governor Face to Face Meetings NG/64/04

Martin Pugh briefed the board regarding the outcomes of his discussions with governors, gained from one-to-one meetings in early April. He summarised the governors' views on the University's position and prospects, the Board effectiveness as well as any issues below:

- The overriding focus of the governors is the financial outlook of the University
- There is much praise for the Executive team and its strong performance and continued resilience in very difficult circumstances
- There is also consensus that the overall quality and engagement of the governors is high
- Governors would like to allow more time at board meetings to delve into the most important topics
- There is a clear desire amongst governors for greater exposure to the student body and the student experience on the one hand, and to the staff body and university operations on the other
- Governors were also asked to comment on the effectiveness of the committees: no significant issues or concerns were raised

Members and attendees commented as follows:

[REDACTED]

[REDACTED]

738

The Clerk to the Board of Governors and Chief Operating Officer introduced the **Terms of Office Renewal Schedule NG/64/05** which set out the current position with renewals.

The Committee considered the following recommendations:

- Juliet Oosthuysen will have completed her first term as a Governor as at July 2025 and will therefore need to be considered to serve a second term.
- Gemma Brierley will have completed their first full year as a Governor as at July 2025 and will therefore need to be considered to serve a full first term of a further two years (noting it is one full academic year plus a part cycle due to date of joining).
- Josie Morris will have completed their first full year as a Governor as at July 2025 and will therefore need to be considered to serve a full first term of a further two years (noting it is one full academic year plus a part cycle due to date of joining)

Furthermore, the Committee is asked to consider a further year of service from Ian Jenkinson as a co-opted member.

The following was approved and would be considered by the Board at the June 2025 meeting:

- Juliet Oosthuysen was approved to serve a further term.
- Gemma Brierley and Josie Morris were approved to serve their first full term.

[REDACTED]

739

The **Governor Appointment Update (Independent Governors) NG/64/06** was introduced by the Clerk to the Board of Governors and Chief Operating Officer who noted the following for approval:

- After conducting interviews with potential candidates for the role of independent governor, the Interview Panel, consisting of the Vice Chancellor and three other independent governors, is seeking approval of the Nominations and Governance Committee and the Board of Governors to appoint the following individuals to the Board:
 - Alison Tong- full independent governor
 - Dean Clegg – full independent governor
 - Andrew McManus – co-opted governor on the Sustainability and Resources Committee

	<ul style="list-style-type: none"> On this basis, there is still one remaining vacancy for an independent governor. It is proposed, given the knowledge and experience gap left by the previous Chair of the Board, that we consider applications from individuals who have contemporary knowledge and/or experience of higher education, ideally at a Board level, from either within the sector or allied to the sector. Nurole would be asked to progress the vacancy. <p>The following was approved:</p> <p>The three proposed candidates were approved for appointment, together with the progression of the vacancy, subject to formal approval by Board of Governors in June 2025.</p>
740	<p>The President of the Student's Union, Precious Ogbein gave a verbal update on the Governor Appointment Update (Students' Union elections), noting that she had been reappointed as Student Governor following the recent elections.</p> <p>Precious Ogbein added that the final selection of the second Student Governor to join the Board had not yet been made, however, this would be in time for the Summer meeting of the Board where they would shadow the current student governors for their last meeting.</p> <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> Ian Blachford offered to meet with the three student officers to help them make informed decisions regarding the roles and responsibilities of the two Student Governors positions. <p><i>Post meeting note: Arrangements for the meeting have subsequently been made following this meeting.</i></p> <p>There were no further comments and the report was noted for information.</p>
741	<p>The Clerk to the Board of Governors and the Chief Operating Officer introduced the Proposed Membership of Sub Committees 2025-2026 NG/64/07 for approval.</p> <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> Kevin Gould expressed concern about potential continuity issues on the Sustainability and Resources Committee due to his upcoming departure as governor. He proposed inviting Jonathan Chapman and Martin Pugh to the Committee meeting on 11 June 2025 to ensure a smooth transition and maintain its effectiveness. Jonathan Chapman agreed and arrangements would be made for him to attend. It was noted that Martin Pugh was already on Sustainability and Resources Committee following his appointment as Chair of the Board. <p>The composition of Committees was approved for 2025 – 2026 and would progress to the Board for formal approval.</p>
742	<p>The Calendar of Meetings for the Next Academic Year NG/64/08 was noted for information.</p> <ul style="list-style-type: none"> Jonathan Chapman advised the Committee that he was not available to attend Remuneration Committee in October, and it was agreed that the meeting be rescheduled. Subsequently Mohit Dhingra highlighted that the Spring 2026 date would be problematic. Changes would therefore be made and this would be brought back to the Board for final approval.
4 ADDITIONAL MATTERS	
743	<p>Any additional matters None</p>
744	<p>Items to be referred to Board of Governors</p> <p>a) Approval</p> <ol style="list-style-type: none"> Minute 738 – Terms of Office Renewal Schedule Minute 739 - The Governor Appointment Update (Independent Governors) Minute 741 - Proposed Membership of Sub Committees 2025-2026 Minute 742 – Calendar of Meetings for the Next Academic Year <p>b) Information</p> <ol style="list-style-type: none"> None
	<p>Next meeting: Wednesday 1 October 2025, CA 306, Catalyst</p>