MINUTES

NOMINATIONS AND GOVERNANCE COMMITTEE

Date:	Tuesday 8 October 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		
Connor Bayliss	Student Governor	P
Tony Evans	External Member	A
John Henderson (Chair)	External Member	A
Colin Hughes	External Member	P
Jonathan Vardon	External Member	T
[Vacancy]	Professional Support Staff Governor	
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; T = via telephone; A = Apologies; IA = In Attendance

1 MEETING MANAGEMENT	
537	**Apologies for Absence** were received from Tony Evans and John Henderson.
538	There were no new **Declarations of Interest**.
539	The committee noted the **Membership for the Academic Year 2019-20**: **Constitution** — **MEMBERSHIP** External Members — Tony Evans John Henderson (Chair) Colin Hughes Jonathan Vardon (Deputy Chair) Student Representative — Connor Bayliss (President, Students' Union) Staff Representative — [Vacancy] (Professional Support Staff Rep) In attendance — Professor Liz Barnes, Vice Chancellor Ian Blachford, Chief Operating Officer & Clerk to the Board
540	The **Minutes of the last meeting of the Committee**, 14 May 2019 NG/53/01, were signed as a true and accurate record.

541	**Matters arising:**
	• **Minute 525 - Independent Governor Vacancies Update** – it was noted that an update would be provided at item 2.5 on the agenda (Governor Vacancy/Term of Office Schedule).
	• **Minute 526 – Appointment of Chair of the Board of Governors** – it was noted that Colin Hughes had been appointed to this role on 1 August 2019.
	• **Minute 532 – Students' Union Representatives on the Board** – it was noted that Connor Bayliss had been elected as President of the Students' Union and was Student Governor One (Nominations & Governance and Strategy & Performance Committee) on the Board, and that Scott William-Smith, as Vice President, was Student Governor Two (Sustainability & Resources Committee).
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542	The Committee received and noted the **Overview of Annual Business** NG/53/02.

2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)

543	The Committee received the **Terms of Reference for the Committee** NG/53/03.
	These were approved for onward approval by the Board of Governors.
544	The Committee received and discussed a paper on the **Chair's Face-to-Face Meetings with the Board** NG/53/04, noting the following principal points:
	• Practice at Staffs had been for the Chair of Governors to interview all members of the Board every two years, and compile a list of governance and other issues to present to the Nominations and Governance Committee, providing an anonymised summary of the comments fed back (the most recent paper provided by the previous Chair was attached as an appendix).
	• Feedback from the Chair's initial round of introductory meetings had been extremely positive, highlighting the great progress made over the past few years.
	• Several overarching themes for consideration by the Board had started to emerge.
	• The Chair recommended an annual meeting with each member of the Board, and a formal review every three years.
	Members commented as follows:
	• Liz Barnes noted her belief that attendance at Board and committee meetings was a key theme to be emphasised during the Chair's annual meetings with governors.
	• Colin Hughes confirmed that he would highlight this during his discussions. Colin also proposed that new governors be appointed on an initial year-long term, to be followed by a review on both sides, before proceeding with the subsequent two years of the first term of office.
	• Liz Barnes also proposed that sub-committee membership be revisited as part of the Chair's annual discussions.
	• Ian Blachford noted the importance of scheduling the Chair's face-to-face meetings early enough in the cycle that any governor requests could be considered when bringing together proposed sub-committee membership for the next year.
	• The committee discussed the possibility of a formal Board performance review, agreeing that this should be revisited in time for the next academic year.
	The committee approved the proposal for initial terms for new governors to be set at one year (to be followed by two further years for those continuing) and for a formal Board performance review in 2020. These proposals would be referred to Board of Governors for onward approval, and the paper on the Chair's face-to-face meetings with the Board would be referred for information.
545	The Committee received a verbal update on the **Appointment of a Staff Governor drawn from the Professional Support Staff**, following the departure of Sarah Tudor. The following main points were discussed:
	• A panel consisting of the Vice Chancellor, the Chair of the Board, Doug Rouxel (Academic Staff Governor) and Scott William-Smith (Student Governor) had met with six candidates that morning.
	• The panel agreed that the new approach had resulted in a strong candidate pool. It was proposed that for future staff governor vacancies, a more targeted approach to candidate preparation should be considered, in order to ensure that candidates were well-prepared to discuss their skillsets and what they could bring to the Board.
	• The panel recommended that Hannah Gibbard be appointed as the Professional Support Staff governor, for a three-year term of office.
	The committee approved the recommendation to appoint Hannah Gibbard to the Professional Support Staff Governor role, agreeing that this should be referred to the Board of Governors for information.

546	The Committee received and discussed a paper on the **Remuneration of Governors** NG/53/05, noting the following principal points: • Over the last few years, discussions had taken place regarding whether it was appropriate or indeed beneficial to remunerate members of the Board of Governors, in whole or in part. (A HEPI paper on the subject was attached as an appendix, outlining the potential benefits and disadvantages for the introduction of a form of payment for Board members. The paper was inconclusive as to whether a payment assisted with the attraction, retention and commitment of Board members.) • The new Chair of the Board had been appointed on an un-remunerated basis, from a very strong field of candidates. Therefore, it appeared that lack of remuneration for the role had not prevented the attraction of suitable applicants. Whilst it was true that the University had struggled with the appointment of diverse candidates to the governor role with a background in audit, a strong appointment was nonetheless made. In addition, difficulty had been had in sourcing an appropriate level of governor with higher education experience, which led to a revisit of the background being sought for this role. • It was therefore proposed that as there was not an immediate 'problem to solve', the committee continued to have a watching brief on this, to see how the sector reacted. Members commented as follows: • Liz Barnes highlighted that she was aware that several of the HEIs referred to in the paper had moved to remunerating governors as a result of wishing to target particular people. • Colin Hughes noted that his preference in his current role of Chair was in fact to remain unremunerated. • Members agreed that the committee should keep a watching brief on this item.
547	The committee received and discussed an update regarding **Independent Governor Vacancies and the Term of Office Renewal Schedule** NG/53/06, noting the following main points: • The Term of Office Renewal Schedule showed that four governors would come to the end of their current terms in July 2020: Mike Herbert (final term); Glenn Earlam (second term); Kevin Gould (first term); and Doug Rouxel (first term). • ███████████████████████████████████ Members commented as follows: ███████████████████████████████████ ███████████████████████████████████ ███████████████████████████████████ ███████████████████████████████████ The committee approved the following: i) to invite Kevin Gould to serve a second term of office; ii) to invite Glenn Earlam to serve a third term of office; iii) the process for appointing an academic staff governor (following the end of Doug Rouxel's first term in July 2020) of inviting nominations and then holding interviews; iv) that with regard to the current independent governor vacancy, alumni networks would be targeted in a fresh recruitment round. It was agreed that the Chair of the Board would speak to both Kevin Gould and Glenn Earlam to determine whether they each wished to commit to a further term, before onward approval from the Board of Governors.

3 FOR INFORMATION	
548	The committee received and noted a report on ***Attendance at Board and Committee meetings (Aug 2018 – Jul 2019)*** NG/53/07. Members commented as follows: • Liz Barnes highlighted that there had been one Board meeting during 2018-19 that no Student Governors had attended, underlining the importance of good attendance for all governors.
549	The committee received and noted a paper on ***Declarations of Interests for 2019-20*** NG/53/08.
550	The committee received and noted a paper on **Self-Assessment against CUC Code of Governance (Governance Effectiveness Review 2019)** NG/53/09, noting the following main points: • As agreed by the committee, over the summer the University had undertaken a self-assessment exercise of current practice against the CUC HE Code of Governance. Following this, RSM had been asked to carry out a sample-based review of our self-assessment as part of the 2019-20 internal audit plan. • RSM's report was currently being finalised and would be brought to the Spring meeting of the committee, following consideration by the Audit and Risk Committee.
5 ADDITIONAL MATTERS	
551	**Have we made a positive impact on our students today?** It was agreed that refining the staff governor selection process and highlighting the importance of governor attendance would both help, indirectly, to improve the student experience. It was also noted that creating some sort of advisory group/task group round the Estates masterplan would be very valuable.
552	There were no **additional matters**.
553	**Items to be referred to Board of Governors** **For approval** • **Minute 543** – Terms of Reference for the Committee • **Minute 544** – *Arising from Chair's Face-to-Face Meetings with Board*: a) Annual two-way review for the Chair with each member of the Board; b) Initial one-year term of office for new governors; c) Board performance review for 2020 • **Minute 547** – *Arising from Independent Governor Vacancy/Term of Office – Renewal: a)* Renewal of Terms for two independent governors; b) Appointment process for new staff governors **For information** • **Minute 544** – Chair's Face-to-Face Meetings with Board • **Minute 545** - Appointment of a Staff Governor • **Minute 546** – Remuneration of Governors
554	**Next meeting:** Tuesday 12 May 2020 (Boardroom, University House)