

# MINUTES

## NOMINATIONS AND GOVERNANCE COMMITTEE, NG-54

**Date:** Tuesday 12 May 2020

**Time:** 1400

**Location:** 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
Tony Evans	External Member	P
John Henderson (Chair)	External Member	P
Colin Hughes	External Member	P
Jonathan Vardon	External Member	P
Hannah Gibbard	Professional Support Staff Governor	P
In attendance		
Professor Liz Barnes	Vice Chancellor	A
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; IA = In Attendance (via Teams)*

1 MEETING MANAGEMENT	
555	<b>Apologies for absence</b> were received from Liz Barnes.
556	There were no new <b>Declarations of interest</b> .
557	The <b>Minutes of the last meeting of the Committee</b> , 8 October 2019 NG/54/01 were signed as a true and accurate record.
558	<p><b>Matters arising:</b></p> <ul style="list-style-type: none"> <li>• <b>CUC Code of Governance</b> - it was noted that following discussion by email, the University's consultation response to the CUC its revised Code of Governance had been submitted on 12 March 2020.</li> <li>• <b>Minute 524 – Chancellor Role</b> – it was noted that this appeared as a separate item on the agenda for discussion and approval.</li> <li>• <b>Minute 544 – Chair's Face to Face Meetings</b> – it was noted that the probationary period for new governors had now been introduced.</li> <li>• <b>Minute 547 – Independent Governor Vacancy</b> – it was noted that a) following the recruitment round that had commenced in Autumn/Winter 2019, the Board had appointed Baljinder Kuller as an External Member with effect from 1 April 2020; there would be one new vacancy for the new academic year with the completion of three terms by Mike Herbert. (This appeared as an item elsewhere on the agenda.)</li> <li>• <b>Minute 547 - Items arising from Independent Governor Vacancy/Term of Office – Renewal</b> – it was noted that following approval from the Board of Governors on two proposals, a) Glenn Earlam and Kevin Gould had both</li> </ul>

	<p>agreed to a further term (ending 31 July 2023); and b) the agreed process had being followed with regard to the appointment of a new Academic Staff Governor for the term 1 Aug 2020 to 31 Jul 2023, and an update was provided elsewhere on the agenda.</p> <ul style="list-style-type: none"> <li>• <b>Minute 550 – Self Assessment Against the CUC Code of Governance</b> – it was noted that this work had been completed and the Audit and Risk Committee had seen the report from the Internal Auditors. This appeared as a separate agenda item.</li> </ul>
559	The committee noted the <b>*Overview of annual committee business for 2019-20*</b> NG/54/02.
<b>2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)</b>	
560	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
561	<p>The committee received and discussed a paper regarding the proposal for a <b>Co-opted member of Sustainability and Resources Committee</b> NG/54/04, introduced by the Chair of the Board of Governors, who highlighted that retaining Mike Herbert as an advisor would provide continuity for Sustainability and Resources Committee and ensure that the relevant specialist knowledge remained available to the Board (even though Mike would remain as a committee member rather than a Board member).</p> <p>Members commented as follows:</p> <ul style="list-style-type: none"> <li>• The approach was supported by members of the committee.</li> </ul> <p>The committee approved the proposal for a co-opted member of Sustainability and Resources Committee and agreed that this be referred to the Board of Governors for formal approval.</p>
562	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
563	<p>The committee received and discussed a paper regarding the <b>Academic Staff Governor appointment</b> NG/54/06, which reminded governors that the current academic staff governors' term would finish on 31 July 2020, and outlined the process followed, including the timeline and composition of the interview panel (Nominations and Governance Committee members plus the Vice Chancellor).</p> <p>Members commented as follows:</p> <ul style="list-style-type: none"> <li>• The Committee wished to place on record their thanks for the contribution that Doug Rouxel had made to the Board and recorded the fact that the University was also reviewing other arenas for Doug to contribute.</li> </ul> <p>The committee approved the appointment of Simon Smith as Academic Staff governor with effect from 1 August 2020 and recommended that this be referred to the Board of Governors for information.</p>
564	<p>The committee received and discussed a paper outlining the <b>proposed membership of the Board and its sub-committees for 2020-21</b> NG/54/07, introduced by the Clerk to the Board of Governors.</p> <p>The committee approved the proposed membership of the Board and its sub-committees for 2020-21 for onward approval by the Board.</p>

565	<p>The committee received and discussed a paper regarding the <b>review of the effectiveness of the Board (Governance Effectiveness Review 2020)</b> NG/54/08, introduced by the Clerk to the Board of Governors. The paper included as an appendix the draft scope set out by AdvanceHE, who were the proposed external partners for the review.</p> <p>Members commented as follows:</p> <ul style="list-style-type: none"> <li>The committee welcomed the approach laid out, blending both the internal review aspects and the external oversight provided by AdvanceHE.</li> </ul> <p>The committee approved AdvanceHE and the attached proposal for the Board Effectiveness Review (noting that a report on progress and findings would be brought to the Autumn meeting); and approved the proposed Governors (Kevin Gould, Cathryn Hickey and Hannah Gibbard) to be involved in the implementation of the review. This would be referred to the Board of Governors for information.</p>
<b>3 FOR INFORMATION</b>	
566	The committee received for information an update regarding the appointment of a <b>Co-opted member of Audit and Risk Committee</b> NG/54/09, noting that a further update would be provided to the committee by email when appropriate.
567	The committee received for information the <b>Update on the Students' Union elections and Students' Union representatives on the Board</b> NG/54/10, introduced by Connor Bayliss, who confirmed that discussions were ongoing regarding the appointment of the two student governors for 2020-21.
568	The committee received for information the <b>*Calendar of meetings for the academic year 2019-20*</b> NG/54/11, noting that this had been circulated by email to all governors on 23 April 2020.
569	The committee received for information the <b>*2019 self-assessment against the CUC Code of Governance*</b> NG/54/12, noting that this review by RSM of the self-assessment carried out by the University had already been considered at Audit and Risk Committee.
570	The committee received for information a briefing report from AdvanceHE entitled <b>*Understanding Governance Performance and Future Challenges*</b> NG/54/13.
<b>4 ADDITIONAL MATTERS</b>	
571	<p><b>How have we made a positive impact on our students today?</b></p> <p>It was agreed that several items on the agenda would have a significant positive impact on the University's students, including the strengthening of the Board and committee membership, and the review of the Board's effectiveness.</p>
572	There were no <b>additional matters</b> .
573	<p><b>Items to be referred to Board of Governors:</b></p> <p>For approval</p> <ul style="list-style-type: none"> <li>i) <b>Minute 561</b> - Co-opted member of Sustainability and Resources Committee</li> <li>ii) <b>Minute 562</b> - Independent Governor vacancy</li> <li>iii) <b>Minute 564</b> - Proposed membership of the Board and its sub-committees for 2020-21</li> </ul> <p>For noting</p> <ul style="list-style-type: none"> <li>iv) <b>Minute 563</b> - Academic Staff Governor appointment</li> <li>v) <b>Minute 565</b> - Review of Effectiveness of the Board 2020 (Advance HE Governance Review)</li> </ul>
574	<b>Next meeting:</b> 29 September 2020 (Boardroom, University House)