

**MEETING OF THE
MEMBERSHIP APPOINTMENTS & GOVERNANCE GROUP
13 September 2017**

5th Floor Boardroom, Senate House, 1500

Present: Mr Denis Burn (Chair and Chair of the Board of Trustees); Mr Lucky Dube (Student member of the Board of Trustees); Ms Robin Geller (Registrar and Chief Operating Officer); Mrs Julie Goldstein (Chair of Convocation and the Alumni Association) attending via Skype until 16:25; Professor Geraldine Macdonald (Academic Staff member of the Board of Trustees); Mr James Wetz (Lay member of the Board of Trustees).

In attendance: Ms Tracy Brunnock (Equality and Diversity Manager); Mrs Helen Cole (Assistant Governance Officer); Miss Katy Gullon (Clerk).

Apologies: Mr Steve Chadwick (Director of Strategy, Planning and Change).

1 Chair's Business

Declaration of Interests

- 1.1 Members of MAGG were reminded of their duty to declare actual and potential conflicts of interest:
- Julie Goldstein declared an interest in discussions regarding the future of Convocation (as the Chair of Convocation)
 - All members of the Board, and the Registrar, declared an interest in discussions regarding the future of Court (as members).

MAGG welcomes

- 1.2 The Chair welcomed the two new members of MAGG, Geraldine MacDonald and Lucky Dube, as well as the Assistant Governance Officer who was present to minute the meeting.

Remuneration Committee: Modification of Composition
RECEIVED and NOTED (Tabled paper, on file)

- 1.3 NOTED the recent considerable media discussion regarding the remuneration of Vice-Chancellors. The tabled explained recent sectoral developments.
- 1.4 AGREED that the composition of the Remuneration Committee should be modified to remove the Vice-Chancellor as a member.
- 1.5 AGREED that the Vice-Chancellor would be formally 'in attendance' at Remuneration Committee going forward, but would recuse himself while his own remuneration was under consideration (as was currently the case).
- 1.6 NOTED that the removal of the Vice-Chancellor from the membership of the Remuneration Committee, would mean that the revised composition would then be inconsistent with Statute 29, which provides that "*The... Vice-Chancellor shall be [a member] of every committee of the Board of Trustees and Court and of their joint committees, save as otherwise provided by Statute or Ordinance*".

- 1.7 AGREED that Ordinance 3 be amended by inserting the additional text underlined below: *The Chair of the Board of Trustees and members of the University's staff are not eligible to be appointed as members of the Audit Committee. The Vice-Chancellor is not eligible to be appointed as a member of the Remuneration Committee.*
- 1.8 NOTED that a special resolution of the Board of Trustees is required in order to amend a University Ordinance and RECOMMENDED TO THE BOARD OF TRUSTEES the amendment of Ordinance 3 as set out under 1.7 above.
- 1.9 RECOMMENDED TO THE BOARD OF TRUSTEES the amendment of Ordinance 3 as set out under 1.7 above.
- 1.10 MAGG NOTED that the above approval would ensure that the University would remain aligned with an Illustrative Practice Note for remuneration committees by the Committee of University Chairs (CUC) (the CUC IPN), which provided the following guidance in relation to the membership (or otherwise) of Vice-Chancellors:
"The head of institution may or may not be a member but, and if not, should be consulted on senior staff remuneration. Where they are a member they should, of course, withdraw from any discussion of their own remuneration, as should any other staff members whose emoluments are within the scope of the Committee".
- 1.11 MAGG AGREED that at a future meeting of Remuneration Committee, consideration should be given to whether it would be desirable for the composition of the Remuneration Committee to be further modified, to include a staff and/or student member. MAGG NOTED that further guidance was expected from the Committee of University Chairs on this subject in the next few months and that the University should seek to follow good practice in the sector.

Minutes of previous meeting

- 2.1 AGREED, subject to minor corrections recorded by the Assistant Governance Officer.
- 2.2 With reference to minute 3.3, the Chair noted that the Chair of Finance Committee and the Chair of Estates Committee would meet with the purpose of better linking the two committees.

3 Matters arising and action register

- 3.1 RECEIVED and NOTED: (paper ref. **MAGG/17-18/001**).
- 3.2 NOTED that there were no matters arising or actions from the previous meeting.

Board and Committee Recruitment

- 4.1 RECEIVED for DISCUSSION: (paper ref. **MAGG/16-17/002**).

Co-opted members to committees

- 4.2 APPROVED the appointment of Ms Poonia and Mr Halton as co-opted members of the HR Committee, from 1 September 2017, for an initial term of three years.
- 4.3 NOTED that each committee of the Board would now have at least two co-opted (lay) members, as previously agreed by MAGG.

Vacancies Arising

- 4.4 NOTED that Ms Anne Stephenson and Mr James Wetz would reach the end of their third (and final) terms on the Board of Trustees on 31 December 2017 and that they

were not eligible for reappointment. Their retirement from the Board meant that the following vacancies would arise, for lay members of the Board of Trustees, from 1 January 2018:

- HR Committee (and the Health and Safety Consultative Committee which reports to it) –currently filled by Mr Wetz.
- Student Affairs Committee – currently filled by Mr Wetz
- MAGG – currently filled by Mr Wetz.

4.5 MAGG considered the skills and experience, and current committee burden, of lay members of the Board and AGREED that the Chair should engage with appropriate lay members of the Board and explore their preferences (and availability) regarding membership.

5. Board Effectiveness: Findings and Next Steps
RECEIVED for discussion: (paper ref. **MAGG/16-17/003**)

5.1 MAGG AGREED that the views of the University’s executive team (ie, who attend Board meetings but who are not Board members) on Board effectiveness should also be sought by the Chair and Vice-Chair of the Board of Trustees, and the report further revised to reflect those views in due course. The final version would then be circulated to MAGG electronically, and thence submitted to the Board of Trustees for discussion.

Action: Secretary

6. Governance Review: Next Steps

6.1 RECEIVED for DISCUSSION: (paper ref. **MAGG/16-17/004**).

Governance Review: Proposal 14

Proposal 14

The constitutional basis for Convocation and the Alumni Association should be removed with a view to establishing an Alumni Association which is composed of all of the University’s graduates.

The CAAC should be replaced by an Alumni Advisory Board, to provide advice and support for the work of DARO.

The Board of Trustees, working with CAAC, should identify the terms of reference of the Alumni Advisory Board including its composition.

Implementation actions:

- Presentation to CAAC **14 September**
- Consultation (Convocation etc) September – October
- Board to consider **6 October** what (if any) proposals to bring to Court in December
- (If agreed) Board to consider details of Proposal 14 **November**
- (If agreed) Proposal 14 to be submitted to Court for consideration **December**

Authority to approve: Board of Trustees; followed by Privy Council assent

To be consulted: CAAC, Convocation, Court, Director of DARO

6.2 NOTED that consultation was being undertaken (commencing 14 September 2017, with a presentation and facilitated discussion of this topic at the meeting of CAAC) with respect to Proposal 14. Consultation would also be undertaken with

members of Convocation more broadly.

- 6.3 MAGG AGREED that the plans for consultation were appropriate and sensible, and that the Board should consider whether to bring to Court in 2017 proposals in respect of Convocation. The Board would hear the views expressed through the consultation process, in order to inform that decision.

Governance Review: Proposal 16

Proposal 16

The power of Court to appoint members of the Board of Trustees should be removed, and consideration be given to ways in which Court can usefully contribute to the University's Strategy.

The composition of Court, and the appointment processes for its members, be reviewed and refreshed to reflect the needs of the University in the context of the modern higher education sector, and with a view to reducing the administrative burden of maintaining the membership of Court.

Implementation actions:

- MAGG to consider **September 2017**
- **6 October** Board to agree which (if any) proposals to bring to Court in 2017
- Board to consider detailed proposals **November**
- Court to consider proposals/issues **December**

Authority to approve: The Board of Trustees; followed by Privy Council assent

To be consulted: CAAC, Convocation, Court

- 6.4 AGREED that further consultation regarding the future role, purpose and membership of Court was unnecessary, given the extensive reviews and consultations on this subject that had been undertaken in recent years. MAGG was also mindful of the resource burden of any such further consultation.
- 6.5 RECOMMENDED TO THE BOARD OF TRUSTEES that, instead, the Board should submit a more specific proposal to Court in respect of its future (for Court to then consent to – or not). Having considered practice elsewhere, MAGG felt that the proposal for a reformed Court at Bristol could usefully incorporate the following key features:
- A much reduced membership – of circa 60 members – drawn from alumni, students, members of the local community, and from industries relevant to the University's interests and ambitions.
 - An advisory and engagement role, rather than a governance one (ie, the removal of powers to appoint lay members of the Board).
- 6.6 NOTED that should the Board agree in principle to a proposal for reform being submitted to Court in 2017, it would be asked to agree the detail of that proposal at its November meeting.
- 7. Terms of Office**
- 7.1 RECEIVED and NOTED: (paper ref. **MAGG/16-17/005**).

8. Committee Memberships

8.1 RECEIVED and NOTED: (paper ref. **MAGG/16-17/006**).

9. Communication and Consultation issues

9.1 Decisions taken by MAGG would be communicated as appropriate. MAGG reflected on the consultation that was being undertaken as part of the Governance Review: Proposal 14 (see item 6.1), the Chair's engagement with the preferred candidates for membership on the three committees to the Board (see item 4.5) and also the discussions that would take place regarding Board effectiveness between the Chair and Vice-Chair of the Board and the Executive team (see item 5.1)

10. Equality and Diversity issues.

10.1 MAGG noted that data that indicated equality and diversity implications had been provided for the discussions on Board and Committee Recruitment (see item 4.1) and that MAGG considered that it had given appropriate consideration to those issues in making its decisions.

11. Any other Business

11.1 The Chair thanked James Wetz for all his contributions to the committee noting that this was his final meeting.

12. Date of next meeting

12.1 22 February 2018 at 14:00.