

**NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES**

**Thursday 7 September 2023 2pm**

**4.04, Beacon House**

**MINUTES**

Present: Gillian Bowen via Teams, Jack Boyer (Chair), Jessica Cecil via Teams, Sarah Gilbert via Teams, Hazel Phillips

In attendance: Helen Cole (Senior Governance Officer, **Secretary**), Michael Flay (Head of Governance),

Apologies: Andrew Carr, Lucinda Parr (Registrar and Secretary)

**1. WELCOMES, APOLOGIES AND DECLARATION OF INTERESTS**

1.1 The Chair welcomed everyone and declared the meeting as quorate.

**2. MINUTES OF PREVIOUS MEETINGS AND ACTIONS**

2.1 APPROVED: the minutes of the meeting of the Nominations Committee on 16 June 2023.

**3. MATTERS ARISING AND ACTIONS**

3.1 AGREED that those actions marked as Proposed Closed could be removed from the action register. In particular it was noted that the revised Policy on Trustee Sabbaticals had now been approved and the Secretary would now update the relevant webpages.

**Action: Secretary**

**4. TERMS OF REFERENCE 2023/24 (reference NCB/23-24/001).**

4.1 The following points were DISCUSSED:

4.1.1 APPROVED the Nominations Committee Terms of Reference 2023/24

**5. MEMBERSHIP OF THE BOARD AND COMMITTEES OF THE BOARD (reference NCB/23-24/0002).**

5.1 The following points were NOTED:

5.1.1 That the recruitment of incoming independent trustees in partnership with Odgers Berndtson had continued and on 24 July and 4 Aug via email the Board approved on the recommendation of Nominations Committee that Mark Allan, Steven Boyd, Nick Keveith and Melanie Welham be appointed as Independent Trustees on the Board of Trustees each for an initial term of 4-month and 3-years from 1 September 2023 to 31 December 2026.

5.1.2 After further discussions with the four recently appointed Independent Trustees and in the light of the change in focus that the Board would need in the years ahead the Chair advised that the appointment of new trustees to Committees of the Board proposed in the paper would be paused for the time being. It was noted that over the next few years the Board and its Committees would need to evolve to provide the

flexibility to increase emphasis and focus on areas relating to the University estate, for example: [REDACTED likely to prejudice commercial interests].

- 5.1.3 That it was not anticipated that changes to the Audit and Risk Committee, the Nominations Committee and the Equity, Equality, Diversity and Inclusion Oversight Committee would be required because these Committees each had a stand alone remit outside of the context above.
- 5.1.4 That Equity, Equality, Diversity and Inclusion Oversight Committee had a vacancy for a Student Trustee. The Committee AGREED that either Student Trustee could be appointed but that Xenia Levantis should be invited by the Chair in the first instance. [The Chair met with Xenia Levantis on 8 September and Xenia agreed to join subject to approval by the Board on 22 September.]
- 5.1.5 That on 31 December 2023, the initial three-year term of office of Board of Trustees member Stephen Robertson (Deputy Chair of Audit and Risk Committee and member of Honorary Degrees Cttee) will expire. Stephen will be eligible for reappointment for a second term of between one and four years from 1 January 2024.
- 5.1.6 [On 8 September, the Chair of the Board met with Stephen and it was agreed that Stephen serve second three-year term subject to a recommendation from Nominations Cttee to Board, with Board approval to be sought on 22 September.]
- 5.2 The following points were DISCUSSED:
  - 5.2.1 AGREED to RECOMMEND to the Board of Trustees, that that Nick Joicey be appointed as Treasurer for an initial term of 1 year and 9 months and from 1 August 2023 to 5 May 2025.
  - 5.2.3 AGREED to RECOMMEND to the Board of Trustees, that Xenia Levantis be appointed to Equity, Equality, Diversity and Inclusion Oversight Committee from 22 September 2023 to 30 June 2024.
- 5.1.7 [On 12 September, via email, Nominations Cttee was asked to: AGREED to RECOMMEND to the Board of Trustees that Stephen Robertson be reappointed for a second three-year term as an Independent Trustee on the Board of Trustees from 1 January 2024 to 31 December 2026. Board approval to be sought on 22 September via the Nominations Cttee Report to Board.]

## **6 FIT AND PROPER PERSON FORMS PROCESS UPDATE (reference NCB/22-23/003).**

- 6.1 The following points were NOTED:
  - 6.1.1 That the Head of Governance had commission VWV to review whether current University procedures in this area were appropriate, proportionate and comparable with best practice in the wider HE sector.

## **7 ANY OTHER BUSINESS, INCLUDING FUTURE AGENDA ITEMS, CONSIDERATION OF EQUALITY RELATED RISKS, & COMMUNICATION AND CONSULTATION MATTERS**

- 7.1 NOTED that the next scheduled meeting was on 14 February 2024, and that depending on the outcomes of discussions in paragraph 5.1 an additional meeting of the Nominations Cttee might need to be scheduled before 31 December 2023.