



NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Wednesday 14 February 2024 at 1500

Via Microsoft Teams

MINUTES

Present: Gillian Bowen, Jack Boyer (Chair), Andy Carr, Jessica Cecil from 1510, Sarah Gilbert, Hazel Phillips

In attendance: Helen Cole (Senior Governance Officer, **Secretary**), Michael Flay (Head of Governance), Lucinda Parr (Chief Operating Officer, Registrar & University Secretary)

Apologies: There were none.

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 7 September 2023.

3. MATTERS ARISING AND ACTIONS

3.1 The following points were NOTED:

4. CHANGES TO THE COMMITTEE STRUCTURE OF THE BOARD (reference NCB/23-24/004 & Presentation).

4.1 The following points were NOTED:

4.1.1 The Head of Governance summarised the proposed changes to the Committee structure, principally that the Finance and Infrastructure Committee will be disbanded and the establishment of two new Committees entitled 1. Finance and Investment Committee and 2. Infrastructure Planning Committee. It was anticipated that the Board of Trustees would be asked to approve the amended committee structure and associated Ordinance changes at its meeting on 22 March.

4.1.2 The dates of the remaining Finance and Infrastructure Committee meeting for 2023/24 would be unchanged and Infrastructure Planning Committee would be added to the existing 2024/25 schedule of meetings.

4.1.3 The role of the Infrastructure Planning Committee would be to present options to Finance and Investment Committee. The Finance and Investment Committee would then make recommendations to the Board of Trustees for approval. Over the previous year it had become clear that the time and resource required by the University's various capital projects had increased and would continue to do so. This meant that the existing Finance and Infrastructure Committee was spending too much time on capital and infrastructure projects instead of its required finance functions.

4.2 The following points were DISCUSSED:

4.2.1 The required changes were a decision for the Board of Trustees but that the Nominations Committee wished to express its support.

5. MEMBERSHIP OF THE BOARD AND COMMITTEES OF THE BOARD (reference NCB/23-24/005).

5.1 The following points were NOTED:

5.1.1 That the membership of the two new Committees 1. Finance and Investment Committee and 2. Infrastructure Planning Committee would be further defined in the revised Ordinance 4 that would be presented to the Board of Trustees for approval. It was anticipated that this would include Staff Trustee membership and where necessary Additional Members.

The Chair of the Board recused himself from the call for the following:

5.1.2 The Deputy Chair of the Board of Trustees advised that he was leading on the proposed reappointment of the Chair of the Board of Trustees for a third and final three year term from 1 January 2025 to 31 December 2027. Individual consultation meetings had been arranged between the Deputy Chair and all the members of the Board of Trustees, the Registrar & University Secretary and the Chief Financial Officer. The outcome of the consultation would then be summarised in a paper to be presented to the Nominations Committee on 17 April for a recommendation to go to the Board of Trustees for approval on 26 May 2024. It was noted that this approach was aligned with institutional precedent and Ordinance 2.

The Deputy Chair of the Board recused himself from the call for the following:

5.1.3 The Chair of the Board of Trustees noted that the Deputy Chair of the Board would be eligible for reappointment for a third term of between one and three years from 1 January 2025. Over the next few months the Chair of the Board would consider and consult on this potential renewal and a recommendation would then be made to Nominations Cttee to the June 2024 meeting. It was noted that it was best practice to have staggered end of term dates for the Chair and Deputy Chair of the Board and that this would be considered going forwards.

5.2 The following points were DISCUSSED:

Audit and Risk Committee

5.2.1 AGREED to RECOMMEND to the Board of Trustees that Melanie Welham be appointed to the Audit and Risk Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.

5.2.2 AGREED to RECOMMEND to the Board of Trustees that Michaela Munro be appointed to the Audit and Risk Committee as an Additional Member for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.

5.2.3 AGREED to RECOMMEND to the Board of Trustees, that Ordinance 4 Appendix A – Audit and Risk Committee Terms of Reference be amended as follows: 3.4 The Vice-Chancellor, the Chair of the Board, Deputy Chair of the Board and the Chair of the Finance and Infrastructure Committee are not members of the Committee (but may be invited to attend on the invitation of the Chair of the Committee)

Honorary Degrees Committee

5.2.4 AGREED to RECOMMEND to the Board of Trustees that Melanie Welham be appointed to the Honorary Degrees Committee for an initial term of 9 months and two years from 1 April 2024 to 31 December 2026)

5.2.5 AGREED to RECOMMEND to the Board of Trustees that Natalie Edwards, Academic Staff Trustee be appointed to the Honorary Degrees Committee for an initial term of four months and two years from 1 April 2024 to 31 July 2026.

5.2.6 AGREED to RECOMMEND to the Board of Trustees that Jilly Huggins, Professional Services Staff Trustee, be appointed to the Honorary Degrees Committee for an initial term of four months and two years from 1 April 2024 to 31 July 2026.

5.2.7 AGREED to RECOMMEND to the Board of Trustees that Helena Thornton, Student Trustee, be appointed to the Honorary Degrees Committee for an initial term of 3 months from 1 April 2024 to 30 June 2024.

5.2.8 AGREED to RECOMMEND to the Board of Trustees that Ordinance 4 is amended as detailed below in terms of the staff in attendance at Honorary Degrees Cttee.

4.1 Registrar & University Secretary.

4.2 Director of Development & Alumni Relations Office. Executive Director of Global Engagement

4.3 ~~Director of External Relations.~~ Assistant Director of DARO - Engagement, Global Engagement

5.2.9 NOTED that the above would ensure that the Committee's Terms of Reference were aligned with changes to internal structures and job titles that report to the COO made since February 2023 and ensure that the teams managing the logistics behind the awarding of Honorary Degrees are represented at the meetings.

Remuneration Committee

5.2.10 AGREED to RECOMMEND to the Board of Trustees that Stephen Robertson be appointed to the Remuneration Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.

5.2.11 AGREED to RECOMMEND to the Board of Trustees that Andrew Carr be reappointed to the Remuneration Committee for a second term of one year from 1 January 2024 to 31 December 2024 and become Chair of Remuneration Committee, (effective from 23 February 2024).

5.2.12 AGREED to RECOMMEND to the Board of Trustees that Gillian Bowen be appointed to the Remuneration Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.

Finance and Infrastructure Committee

5.2.13 AGREED to RECOMMEND to the Board of Trustees that Nick Keveth be appointed as Deputy Chair of Finance and Infrastructure Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.

Infrastructure Planning Committee

5.2.14 AGREED to RECOMMEND to the Board of Trustees that Steven Boyd be appointed as the Chair of the Infrastructure Planning Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.

5.2.15 AGREED to RECOMMEND to the Board of Trustees that Mark Allen be appointed to the Infrastructure Planning Committee for an initial term of 9 months and two years from 1 April 2024 to 31 December 2026.

5.2.16 AGREED to RECOMMEND to the Board of Trustees that Linda Fletcher be appointed as an additional member to the Infrastructure Planning Committee for an initial term of 9 months and two years from 1 April 2024 to 31 December 2026.

6 STUDENT TRUSTEE RECRUITMENT FOR 2024/25 (reference NCB/22-23/006).

6.1 The following points were AGREED:

6.1.1 The arrangements for upcoming Student Trustee recruitment.

7 FIT AND PROPER PERSONS YEAR END 31 JULY 2024

7.1 The Head of Governance provided a verbal update on the work that the Governance team will complete on Fit and Proper person declarations in time for the start of the academic year 2024/25.

8. UPDATE ON COURT MEMBERSHIP (reference NCB/22-23/007)

8.1 NOTED the update on Court membership and work to be carried out by the Governance team over the next year.

9. EFFECTIVENESS REVIEW IMPLEMENTATION PLAN

9.1 The Head Of Governance provided a verbal update on the plan noting that the aim was that outstanding actions would be completed over the next few weeks with a view to closing off entirely by the June 2024 meeting of Nominations Committee.

10. ANY OTHER BUSINESS, INCLUDING FUTURE AGENDA ITEMS, CONSIDERATION OF EQUALITY RELATED RISKS, & COMMUNICATION AND CONSULTATION MATTERS

10.1 Date of next meeting: 17 April 2024