MEETING OF THE
MEMBERSHIP APPOINTMENTS & GOVERNANCE GROUP
22 February 2018

5th Floor Boardroom, Senate House, 1400

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 (Member of the Board of Trustees); Professor Geraldine Macdonald (Academic Staff member of the Board of Trustees); Dr Andreas Raffel (Lay member of the Board of Trustees).

In attendance: Mrs Helen Cole (Assistant Governance Officer); Miss Katy Gullon (Clerk).

Apologies: Mr Steve Chadwick (Director of Strategy, Planning and Change) and Ms Tracy Brunnock (Equality and Diversity Manager).

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.

1.2 MAGG NOTED that the proposed recruitment process for the appointment of one Alumni Association Trustee would be discussed but not actual applicants. Therefore, it was agreed that it would be appropriate for Mrs Julie Goldstein (Member of the Board of Trustees and Chair of Convocation and the Alumni Association) to remain for the discussion of this item.

MAGG welcomes

1.3 The Chair welcomed Dr Andreas Raffel as a new member of MAGG,

Minutes of previous meeting

2.1 APPROVED the minutes of the previous meeting on 13 September 2017 as a true and accurate record.

3 Matters arising and action register

3.1 RECEIVED and NOTED: (paper ref. MAGG/17-18/007).

3.2 The Chair advised that action 5.1 as detailed below was ongoing. 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.

4 Board and Committee Recruitment: Lay Members

RECEIVED for DISCUSSION: (paper ref. MAGG/16-17/008).
4.1 NOTED the update on the recruitment of three lay members to the Board of Trustees and of the next Chair of the Board from 1 January 2019.

4.2 NOTED the candidate briefs prepared by the recently appointed search firm, Odgers Berndtson (Odgers), and the broad timeline for the recruitment processes.

4.3 AGREED the following ways in which members of the Board might (appropriately) engage with the appointment of the next Chair of the Board.

- That members of the Board should be invited to join focus group(s) as part of the selection process. The interview panel for the Chair position should take into account the views of those groups as part of their decision-making.
- That the candidate brief prepared by the Odgers for the Chair position should be shared with the members of the Board to ensure that members of the Board had the opportunity to comment upon it before it was finalised. Those comments would then be fed to the Nominations Committee of Court.

   Action: Clerk

- That the Nominations Committee of Court should be asked to agree that an additional (that is, in addition to the Vice-Chair of the Board) lay member of the Board should join the interview panel. MAGG suggested that all members of the Board should be invited to express their interest in joining the interview panel. In the event of more than one expression of interest, the current Chair of the Board would decide which member of the Board should join the panel, to be able to take into consideration the overall diversity of the resulting panel.

4.2 Board recruitment update: Other Members

RECEIVED for DISCUSSION: (paper ref. MAGG/16-17/009).

4.2.1 AGREED the various elements as detailed below for the recruitment of academic, professional services, student and Alumni Association members of the Board of Trustees.

4.2.2 AGREED the proposed recruitment process for the one Academic Staff Trustee vacancy that would arise on 1 August 2018 (that is, when Professor Lumb reached the end of her current term of office).

4.2.3 AGREED the Preferred Skills and AGREED the role description and advert for the appointment of one Academic Staff Trustee, from 1 August 2018.

4.2.4 AGREED the members of the interview panel for the appointment of one Academic Staff Trustee, from 1 August 2018.

4.2.5 AGREED the proposed recruitment process for the two Support Staff Members of Board vacancies that would arise on 1 August 2018 (that is, when Mrs Beech and Mr Massie reached the end of their current terms of office).

4.2.6 AGREED the Preferred Skills and AGREED the role description and advert for the appointment of two Support Staff Trustees, from 1 August 2018.

4.2.7 AGREED the members of the interview panel for the appointment of two Support Staff Trustees, from 1 August 2018.
4.2.8 AGREED the proposed recruitment process for the appointment of two Student Trustees, from 1 July 2018.

4.2.9 AGREED the role description and advert for the appointment of two Student Trustees, from 1 July 2018.

4.2.10 AGREED the members of the interview panel for the appointment of two Student Trustees, from 1 July 2018.

4.2.11 AGREED the proposed recruitment process for the appointment of the Alumni Association Trustee, from 1 August 2018.

4.2.12 AGREED the role description and advert for the appointment of the Alumni Association Trustee, from 1 August 2018.

4.2.13 AGREED what information the candidates would be asked to provide and AGREED the membership of the interview panel for the appointment of the Alumni Association Trustee from 1 August 2018.

4.2.14 It was anticipated that the Board would be asked to approve the relevant appointments at its July meeting.

4.2.15 [Subsequent to the meeting of MAGG, the Chair of the Board agreed that (rather than launch the full process for the appointment of the Convocation Trustee in March, as originally planned), it would be sensible to instead renew the term of the current Convocation Trustee until 31 December 2018. At its meeting on 16 March 2018, the Board of Trustees APPROVED the renewal of Ms Julie Goldstein as Convocation Trustee to 31 December 2018.]

5. Committee recruitment
RECEIVED for DISCUSSION: (paper ref. MAGG/17-18/010)

5.1 NOTED the updates on committee recruitment and in particular the vacancies that would arise on committees, for lay members of the Board, from 1 January 2019.

5.1 NOTED that HEFCE has committed to support the sector in diversifying its governing bodies (which does also include Board committees) and has already set a target of 40% for the proportion of women on governing bodies by 2020. This should be taken into account when considering Board and Committee appointments.

3.3 APPROVED the reappointment of Dr John Manley to the Audit Committee for a further one-year term from 1 January 2019 to 31 December 2019.

3.4 AGREED to a pilot approach to a PGR student joining the Ethics of Research Committee.

3.5 APPROVED the following amendment to the terms of reference of the IT Committee (underlined text represents an insertion, text in strikethrough represents a deletion): The committee is responsible for:
• Developing and recommending to the Board of Trustees the Ensuring the University’s IT Strategy and the accompanying action plan is developed and recommendations sent to the Board of Trustees.

6. Future role of Student Affairs Committee: proposals
RECEIVED for DISCUSSION: (paper ref. MAGG/17-18/011)

6.1 CONSIDERED the revised composition, terms of reference and nomenclature for the Student Affairs Committee (SAC) and APPROVED changes to them as detailed below (underlined text represents an insertion, text in strikethrough represents a deletion):

Composition
- Three lay members of the Board of Trustees (including the Chair of the Board of Trustees)
- Two student members (at least one of whom is a student member of the Board of Trustees)
- An academic member of the Board of Trustees
- The Pro Vice-Chancellor Education and Students (ex officio)
- The Deputy Registrar (ex officio)
- The University-nominated Trustee of the Students’ Union (if not otherwise a member)
- The Chief Executive of the Students’ Union
- Co-opted member(s), as agreed by MAGG.

Terms of Reference
The committee will:
- Contribute to the development of and advise the Board of Trustees on institutional strategy in relation to education and on the student experience
- Monitor and evaluate the University’s performance towards institutional SPIs in relation to education and the student experience.
- Monitor and evaluate institutional risks in relation to the same.
- Advise and assure the Board of Trustees on matters within its remit.
- Review and report to the Board of Trustees in relation to the strategic performance indicators relating to education and the student experience as outlined in the University strategy.
- Act as critical friend to the University and Students’ Union, in particular in relation to their educational and student aims.

6.2 AGREED that the changes to SAC should be reviewed in due course, with a view to evaluating their effectiveness and the continuing need for SAC in the context of the wider issue of how the Board received assurance in relation to risks associated with the student experience and education compared with other areas of the University’s strategy.

7. Future arrangements for the Finance and Estates Committees
RECEIVED for DISCUSSION: (paper ref. MAGG/17-18/012)

7.1 CONSIDERED and DISCUSSED the paper in respect of the governance of finance and estates matters that had already been considered by the Finance and Estates Committees.
7.2 NOTED that the Board of Trustees would be asked to consider these matters at its meeting on 16 March 2018. MAGG emphasised the valuable role played by the members of the Estates Committee but agreed that the current governance structures in respect of estates and finance matters would benefit from some revision. On balance, MAGG agreed that the Estates Committee should be disbanded and replaced by an Estates Advisory Group (precise nomenclature to be determined). That group could act as a source of specialist advice and support, and a critical friend, to the Bursar and other members of the Senior Team in respect of estates matters. But it need not have Board or Executive members amongst its membership and would not necessarily need to be run as a formal committee of the Board.

7.3 AGREED that it, taking into account the views of the Board in March (and thence the views of Finance and Estates Committees on the detail), should consider the detail of the new arrangements at its May meeting. Those matters would include the ToR of the new bodies, their respective compositions and memberships and any other relevant issues.

7.4 [At its meeting on 16 March 2018, the Board of Trustees, AGREED IN PRINCIPLE the proposal to disband the Estates Committee and replace it with an Estates Advisory Group, with the governance role currently performed by Estates Committee to be absorbed by the Finance Committee.

8. Communication and Consultation issues
8.1 Decisions taken by MAGG would be communicated as appropriate.

9.1 MAGG noted that equality and diversity implications had been discussed in the context of Committee recruitment and appointments and that MAGG considered that it had given appropriate consideration to those issues in making its decisions.

10. Any other Business
10.1 There was none.

11. Date of next meeting
11.1 10 May 2018 at 14:00.

11.2 [Subsequently it was decided that 10 May meeting would be cancelled, and that MAGG would instead be invited to agree relevant items electronically.]