NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Tuesday 25 June 2019
Room 1.32, Beacon House

MINUTES

Present: Mr J Boyer (Chair), Ms J Cecil, Dr M Hamlin, Dr H Phillips, Ms Sarah Gilbert

In attendance: Ms Lucy Barling (Clerk and interim Head of Governance & Executive Support), Ms Lucinda Parr (Registrar & University Secretary), Ms Hannah Quinn (incoming Head of Governance & Executive Support)

Apologies: Dr A Raffel

1 WELCOMES, APOLOGIES AND DECLARATION OF INTERESTS

1.1 The Chair welcomed everyone to their first meeting this year of the Nominations Committee and noted the one apology. No new interests were declared.

2 MINUTES OF THE PREVIOUS MEETING

2.1 APPROVED: the minutes of the meeting of the Nominations Committee of Court on 26 September 2018.

3 NOMINATIONS COMMITTEE DRAFT TERMS OF REFERENCE AND MEMBERSHIP FOR 2019/20: RECEIVED (reference NCB/18-19/001).

3.1 The committee suggested the following amendments:

- In paragraph 3.1, it should read “The Nominations Committee shall normally comprise of six members…” (not five) and the Registrar & University Secretary should be referred to as ‘in attendance’ not as an ex officio member.
- In paragraph 4.6, reference should be included to BAME in relation to Board diversity.
- In paragraph 4.10, the wording 'performance evaluation' should be softened to: “Non-Executive Directors will be assessed annually to ensure that they are fulfilling their duties and expected contribution as University trustees”.

3.2 APPROVED: Nominations Committee terms of reference and membership for 2019/20, subject to approval from the Privy Council for the recent amendments to Charter and Statutes. These terms of reference would come into effect from 1 September 2019.

4 STUDENT TRUSTEE APPOINTMENTS: RECEIVED (reference NCB/18-19/002).

4.1 ENDORSED: for onward recommendation to the Board of Trustees, the appointment of Mr Jason Palmer and Mr Jack McAlinden as student trustees from 1 July 2019 until 31 June 2020.
4.2 The Committee agreed that in future a more detailed paper would be provided outlining the total number of candidates, the process by which they were shortlisted, and commentary on candidate diversity.

5 COURT MEMBERSHIP (NOMINATED MEMBERS): RECEIVED (reference NCB/18-19/003).

5.1 ENDORSED the recommendation of the Court Reform Steering Group, for onward recommendation to the Chancellor, the list of organisations to be invited to become members of Court in the ‘Nominated Members’ category.

5.2 The committee suggested the following individuals/organisations for the Chancellor’s 20 additional members category:
- Lord Sheriff of Bristol
- South Gloucestershire NHS Trust

6 COURT TERMS OF REFERENCE AND MEMBER ROLE DESCRIPTION
6.1 RECEIVED (reference NCB/18-19/004).

6.2 The committee suggested the following amendments:
- The paperwork should make it clearer that members of Court will have the opportunity to ask open questions at the meeting during the Vice-Chancellors Questions and Answers session, in addition to being able to submit questions to the University in advance of the meeting for response at the meeting.
- Reference should be made in the paperwork to the Nolan Principles.

6.3 ENDORSED: for onward recommendation to the Board of Trustees, the University Court Terms of Reference, Court Standing Orders, and the Court Member role description.

7 PRO CHANCELLOR ROLE DESCRIPTION AND APPOINTMENT PROCESS: RECEIVED (reference NCB/18-19/005).

7.1 The committee suggested the following amendment:
- It would be helpful if the role description could provide one or two examples of the other aspects of the Pro Chancellor role e.g. that the Pro Chancellors were members of the Honorary Degrees Committee.

7.2 ENDORSED the Pro Chancellor role description and appointment process for onward recommendation to the Board of Trustees.

7.3 NOTED that there were currently two vacancies for the role (from 1 January 2020), and the Nominations Committee would consider prospective candidates at its meeting in the autumn.

8 FIT AND PROPER PROCESS FOR ALL APPOINTMENTS: RECEIVED (reference NCB/18-19/006).

8.1 NOTED the guidance in relation to reasonable enquiries and assessments which should be carried out prior to the appointment of Board members, co-opted members, the Chancellor and Pro Chancellors.

8.2 NOTED that going forward, the Governance team on behalf of the Registrar, would undertake those reasonable enquiries and assessments as recommended in the guidance, and that the information would be provided to the Nominations Committee before the final recommendations for appointment were made.
8.3 AGREED that the Fit and Proper declaration included in the guidance ought to be used going forward.

8.4 The committee requested that a final copy of the Fit and Proper Person Declaration be shared with the Chair of the Committee for approval.

8.5 The committee suggested that clarity should additional be provided to individuals about what a standard CRB check might involve.

9 LAY MEMBER SHORTLISTING: RECEIVED (reference NCB/18-19/007).

9.1 [REDACTED: Personal information] applications had been received for the one lay member vacancy on the Board of Trustees from 1 January 2020.

9.2 [REDACTED: Personal information]

9.3 [REDACTED: Personal information]

9.4 [REDACTED: Personal information]

9.5 The committee AGREED the following in priority order:

• [REDACTED: Personal information]

9.6 For future recruitment rounds the committee made the following suggestions:

• The appointments criteria should include reference to the protocol for candidates applying who had any employment links with the university.

• At the September Nominations Committee meeting, the shortlisting paperwork ought to include an outline of the recruitment process, a full analysis of the results of the campaign, and the diversity of candidates being presented to the committee.

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

10.1 [REDACTED: Personal information]

10.2 [REDACTED: Personal information]

10.3 There was no other business and the meeting was closed.

11 Date of next meeting
Tuesday 22 October 2019, 1000, Room 1.32, Beacon House.