

NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES**Wednesday 30 September 2020****Zoom Meeting****MINUTES**

Present: Raman Bedi, Jack Boyer (Chair), Jessica Cecil, Moira Hamlin, Hazel Phillips,

In attendance: Helen Cole (Secretary), Lucinda Parr (Registrar & Secretary), Hannah Quinn (Head of Governance & Executive Support)

Apologies: Andreas Raffel

1. WELCOMES, APOLOGIES AND DECLARATION OF INTERESTS

- 1.1 The Chair welcomed everyone and declared the meeting as quorate.
- 1.2 The Chair advised the Committee that Andreas Raffel had provided comments on the papers to the Chair in advance of the meeting.

2 MINUTES OF PREVIOUS MEETING and actions

- 2.1 APPROVED: the minutes of the meeting of the Nominations Committee on 12 June 2020.

3 MATTERS ARISING, ACTIONS AND CHAIR'S BUSINESS

- 3.1 The Chair informed the Committee in confidence that Nicky McCabe had advised that she would be stepping down from the Board of Trustees on 31 December 2020. It was noted that this information would inform some discussions during the meeting.
- 3.2 NOTED that an additional meeting of the Nominations Committee would be arranged to discuss further changes to the Board Members' Committee membership and that the Governance Team would be in touch to arrange this. [Subsequently this was arranged for 15 January 2021.]

Action: Secretary

4 NOMINATIONS COMMITTEE TERMS OF REFERENCE FOR 2020/21: (reference NCB/20-21/001).

- 4.1 The following points were NOTED:
 - 4.1.1 As part of the modernisation of the University's constitution, future iterations of the Terms of Reference would refer to "Independent" trustees instead of "Lay" trustees.
- 4.2 The following points were DISCUSSED:
 - 4.2.1 AGREED that section 4.10 should be amended as per the below to better align the Terms of Reference with actual practise. Additionally, that the annual

review should be included in the Committee's schedule of business in order that its completion could be reported to the Committee.

4.10 *"Review annually the time required from non-executive directors (lay trustees) of the Board and its committees. Non-Executive Directors will be informally assessed reviewed by the Chair of the Board annually to ensure that they are fulfilling their duties and expected contribution as University trustees."*

Action: Secretary

4.2.2 AGREED that under section 3.4, the membership of Jessica Cecil and Andreas Raffel be clarified as *Two further Lay members of the Board of Trustees.*

4.2.3 The Committee, APPROVED and AGREED TO RECOMMEND to the Board of Trustees the Nominations Committee Terms of Reference 2020/21 subject to the amendments detailed in 4.2.1 and 4.2.2 above and NOTED the addition of section 4.12.4: *"The Committee will also make the following recommendations to the Board of Trustees: to recommend to the Finance & Infrastructure Committee the appointment of independent Non-Executive Directors onto the Boards of university subsidiaries."*

5 2020 BOARD RECRUITMENT PROCESS – LESSONS LEARNED: (reference NCB/20-21/002).

5.1 The following points were NOTED:

5.1.1 With reference to recommendation 4, the Committee reflected that the 2020 recruitment round criteria presented to potential candidates had appeared at times rigid and overly prescriptive. This may have led to candidates being eliminated or not putting themselves forward. It was noted that future briefs should also encourage candidates to engage directly with the Governance team at an early stage to clarify initial queries.

5.2 The following points were DISCUSSED:

5.2.1 With reference to recommendation 1, the Committee AGREED that, subject to any required procurement processes, the University continue to use Perret Laver in the next round (2021) of lay member recruitment. It was noted that in engagement with Perrett Laver it would be important that relationships and requirements established in the 2020 recruitment were maintained and developed.

5.2.2 With reference to recommendation 2, the Committee AGREED that in spite of the above recommendation to retain Perrett Laver for 2021, the University should make use of existing networks to supplement this work and extend reach. It was AGREED that reasonable investment should be made in placing advertising in specialist and relevant markets (in relation to the preferred skills for each vacancy).

5.2.3 With reference to recommendation 3, the Committee AGREED that the timelines for recruitment should be extended to enable further candidates to be sourced and considered. It was AGREED that the process be moved earlier in the year, starting in advance (rather than following) the February meeting of Nominations Committee. It was noted that a further advantage would be more detailed planning of interview dates to ensure that the membership of the interview panel was consistent between interviewees.

Action: Secretary

5.2.4 With reference to recommendation 4, the Committee AGREED that further consideration should be given to the development of co-opted committee members to become Board of Trustee members. The Committee AGREED that

appointment of “associate” trustees with reduced duties would not be helpful within the working dynamic of the Board and could cause confusion with regard to co-opted members.

5.2.5 With reference to recommendation 4, the Committee noted that only one meeting of the remodelled Court had so far taken place (December 2019). It was AGREED that it would take two-three years for the new iteration of Court to become established. Once this had occurred the Committee could consider again whether work should be carried out to identify members of Court who had the potential to be developed as lay trustees or co-opted committee members. The Committee noted that if membership of Court was demonstrated to be a point of entry onto the Board of Trustees it would increase the appeal and therefore the success of Court as a means of engaging the wider City of Bristol.

5.2.6 With reference to recommendation 4, the Committee AGREED that in future recruitment rounds the Governance Team should engage with the Development and Alumni Relations Office regarding the suitability of any alumni who could be approached.

Action: Head of Governance

5.2.7 With reference to recommendation 5, the Committee AGREED that a paper on the potential remuneration of trustees should be presented to the February 2021 meeting. The paper should include benchmarking and best practice from both within the HE sector and beyond (e.g. public services). It was noted that the next step after the February 2021 meeting would be to raise the issue with the CUC (Committee of University Chairs).

Action: Head of Governance

6 RESULTS OF THE SEPTEMBER 2020 SKILLS AND EXPERIENCE SURVEY: (reference **NCB/20-21/003**)

6.1 The following points were NOTED:

6.1.1 That the description entitled “Fundraising: Development of and implementation of fundraising campaigns” was intended to reflect that the Board required some members who were able to bring background experience to bear during a discussion on the topic rather than a requirement for Board members to engage in fundraising on behalf of the University.

6.1.2 That the description entitled “*Data science and Informatics: Use of technology in organisational design. Knowledge of enterprise IT, cyber security and strategic understanding of digital trends*” was very broad and encompassed several areas. It was agreed that this description would need to be reviewed and updated more frequently than others as it was an area that was constantly expanding and evolving in terms of required expertise and nomenclature.

6.2 The following points were DISCUSSED:

6.2.1 AGREED that the suggestion that the data is improved for September 2021 by creating individual sheets for each Committee of the Board that included the Skills and Experience of all the Board of Trustees and Co-opted Lay members for each committee would create extra work for the Governance Team and was not required.

6.2.2 With reference to description entitled “Research Funding: Knowledge of Research policy and funding in the Higher Education sector” the Committee APPROVED the suggestion that the Board receive a briefing from the Pro Vice-Chancellor, Research and Enterprise, who joined the University in July 2020.

Action: Head of Governance

6.2.3 With reference to description entitled “Research Funding: Knowledge of Research policy and funding in the Higher Education sector” the Committee agreed that the level of knowledge in this area was still low at a time when the full cost of research funding was coming to the political fore in light of the Covid-19 pandemic. It was noted that the most recently recruited Lay members did not have this type of knowledge and that increased emphasis should therefore be given to this area in future rounds of recruitment.

Action: Head of Governance

6.2.4 With reference to description entitled “Regulation, Policy and Academic Assurance” the Committee APPROVED the suggestion that the Board receive training from an external organization/ consultant to be arranged by the Governance Team.

Action: Head of Governance

7 EQUALITY & DIVERSITY ANALYSIS OF THE BOARD AND ITS COMMITTEES: (reference **NCB/20-21/004**)

7.1 The following points were NOTED:

7.1.1 The Equality & Diversity Analysis of the Board and its Committees.

7 FIT AND PROPER PROCESS DECLARATIONS: (reference **NCB/20-21/005**).

8.1 The following points were NOTED:

8.1.1 The results of the Fit and Proper Process Declarations 2020-21.

9 BOARD AND COMMITTEES OF THE BOARD – TERMS OF OFFICE AND PROPOSED CHANGES TO THE BOARD MEMBERS’ COMMITTEE MEMBERSHIP: (reference **NCB/20-21/006**).

9.1 The following points were NOTED:

9.1.1 That in April 2020, the Board of Trustees approved the extension of Andy Poolman’s term of office by one year from 1 January 2022 to 31 December 2022. The Committee noted that Andy was University Treasurer, Chair of Audit & Risk Committee and a member of Remuneration Committee.

9.2 The following points were DISCUSSED:

9.2.1 [REDACTED: Personal information]

9.2.2 [REDACTED: Personal information]

9.2.3 The Committee AGREED that an external advisor/member of the Equality, Diversity and Inclusion Committee with EDI specialism be sought by the Governance Team as a replacement for the outgoing CEO of Bristol SU.

Action: Head of Governance

9.2.4 The Committee AGREED TO RECOMMEND to the Board of Trustees that vacancy is held on Honorary Degrees Committee from 1 January 2021. It was noted Honorary Degrees Committee had a substantially larger membership (mainly comprising of senior academic staff) than the other committees and that it was an aspiration of the Chair of the Board and the Vice-Chancellor to review this area in due course.

9.2.5 The Committee AGREED TO RECOMMEND to the Board of Trustees that Mohammed Saddiq join the Nominations Committee from 1 January 2021.

9.2.6 The Committee AGREED TO RECOMMEND to the Board of Trustees that that the Major Projects Task and Finish Group is disbanded. The Committee noted that the governance of major projects had over the last 12-18 months been effectively dealt with by Finance and Infrastructure Committee and when appropriate the Board of Trustees, rendering the Major Projects Task and Finish Group obsolete.

The Chair of the Board of Trustees withdrew from the meeting.

9.2.7 With regard to the reappointment of the Chair of the Board of Trustees, the Committee discussed who would be best placed to conduct a consultation with the Board and the members of the University's Senior Leadership Team. The Committee noted a desire for independence, consistency and an understanding of the University and its governance structures. It noted that establishing a precedent of best practice for this process would also serve the University well. AGREED that the Governance Team should produce a proposal based on the discussion for circulation to the Committee via email.

Action: Head of Governance

The Chair of the Board of Trustees re-joined the meeting.

10 FUTURE SIZE & SHAPE OF THE BOARD: (reference NCB/20-21/007).

10.1 The following points were NOTED:

10.1.1 The Committee noted discussion at the Board of Trustees meeting on 25 September and that the constitutional changes referred to in paragraph 3 of the paper had not yet been approved by the Board.

10.1.2 The Committee reflected that the current appetite for change with regard to a reduction in the overall size of the Board was low. It was noted that the University was not an outlier compared with the rest of the sector both in terms of the size and makeup of its Board. The total number of members at Jan 1, 2021 would be 19 comprising of 11 independent members, two academic staff members, two professional service staff members, two student members, the Vice-Chancellor and the Deputy Vice-Chancellor.

10.1.3 The Committee noted that non- executive directors of boards were seeing an increase in responsibilities in the wider governance context and a further reduction in the number on the University's Board risked increasing the workload of, and pressure on, existing trustees. The Chair noted that on-going review of committee structures was in progress to address this.

10.2 The following points were DISCUSSED:

10.2.1 The Committee AGREED that the current size and shape of the University's Board was at this time appropriate. It was noted that the regular review of the structure, size and composition of the Board of Trustees was a duty detailed in the Terms of Reference of the Nominations Committee and would be discussed further at future meetings.

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

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