University of BRISTOL

NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Friday 15 January 2021

Zoom Meeting

MINUTES

Present: Jack Boyer (Chair), Raman Bedi, Jessica Cecil, Mohammed Saddiq, Hazel Phillips

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

Apologies: Lucinda Parr (Registrar & Secretary), Andreas Raffel

1. WELCOMES, APOLOGIES AND DECLARATION OF INTERESTS

1.1 The Chair welcomed everyone including Mohammed Saddiq noting that it was Mohammed's first meeting 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 30 September 2020.

3 MATTERS ARISING, ACTIONS AND CHAIR'S BUSINESS

3.1 The following points were NOTED:

    3.1.1 Ref item: 7.4.4, Linda Fletcher had started to become involved in the area of the University's Student Complaint Committees and Committees of the Board of Trustees convened under the Examination Regulations.

    3.1.2 Ref item: 9.2.3, That the University should consult with City of Bristol contacts to ensure that external advisor/member of the Equality, Diversity and Inclusion Committee with EDI specialism being sought was from a wide pool of individuals and that update would be provided to the February 2021.

    3.1.3 Ref item: 9.2.7, That the Head of Governance would email the Committee with a proposal relating to the reappointment of the Chair of the Board later that day.

3.2 The following points were DISCUSSED:

    3.2.1 Ref item 5.2.7, It was AGREED that the paper on the potential renumeration of trustees currently scheduled for the February 2021 meeting should be delayed to a future meeting if the Chair of the Board of Trustees deemed this to be appropriate. The Chair of the Board was currently consulting within the wider HE sector regarding currently appetite for development of policy in this area

Action: Secretary

4 CHAIR'S BUSINESS

4.1   There was none.

5   CHANGES TO THE BOARD MEMBERS' COMMITTEE MEMBERSHIP: (reference **NCB/20-21/008**).

5.1   The following points were NOTED:

5.1.1   That the changes detailed in the paper were on the recommendation of the Chair of the Board and that the Chair had discussed these options both in terms of workload balance and development opportunities with members concerned.

5.1.2   That following the meeting, approval by the Board of Trustees of Nominations Committee's recommendations would be sought via email. The decision would be requested outside of a Board meeting, in accordance with Ordinance 3, as there were existing vacancies on Committees which need to be addressed. Subject to approval, the changes would become effective from 25 January, enabling members to engage with their new Committees immediately.

5.1.3   A Report of the Nominations Committee would be presented to the Board of Trustees at its meeting on 5 February for information.

5.1.4   The Committee noted that work was ongoing to find an external advisor with EDI specialism to co-opt onto Diversity and Inclusion Committee and that an update would be provided at the next meeting.

5.1.5   The Committee noted that from 1 January 2021, Mohammed Saddiq as the new Vice-Chair of the Board of Trustees replaced the outgoing Vice-Chair, Moira Hamlin on Nominations Committee.

5.2   The following points were DISCUSSED:

5.2.1   The Committee noted that on 25 September 2020, the Board of Trustees had approved the appointment of Stephen Robertson as a member of the Board of Trustees effective from 1 January 2021. It was also noted that from 1 January 2021, a vacancy was created on Audit & Risk Committee by Moira Hamlin's departure from the Board of Trustees. After discussion, the Committee AGREED TO RECOMMEND to the Board of Trustees that Stephen Robertson to join Audit and Risk Committee.

Jessica Cecil withdrew from the meeting, to recuse herself from the discussion below.

5.2.2   The Committee noted that from 1 January 2021, a vacancy for the Chair of Equality, Diversity and Inclusion Committee was created by Nicky McCabe's departure from the Board of Trustees.

5.2.3   It was noted that Jessica Cecil had been a member of the Equality, Diversity and Inclusion Committee since September 2019 and had experience and perspective on EDI matters from her role at the BBC. After discussion, the Committee AGREED TO RECOMMEND to the Board of Trustees that Jessica Cecil become the Chair of Equality, Diversity and Inclusion Committee.

Jessica Cecil re-joined the meeting.

5.2.4   The Committee noted that were two vacancies on Equality, Diversity and Inclusion Committee. One was created from 27 June, when Mohammed Saddiq became Chair of the Remuneration Committee and ceased to be a member of Equality, Diversity and Inclusion Committee. The other was created by the departure of Nicky McCabe and Jessica Cecil becoming the Chair (see above).

5.2.5 The Committee noted that on 25 September 2020, the Board of Trustees had approved the appointment of Gillian Bowen as a member of the Board of Trustees effective from 1 January 2021. After discussion, the Committee AGREED TO RECOMMEND to the Board of Trustees that Gillian Bowen join Equality, Diversity and Inclusion Committee.

5.2.6 The Committee noted that Andrew Carr now had sufficient time to engage further in his role as a member of the Board. After discussion, the Committee AGREED TO RECOMMEND to the Board of Trustees that Andrew Carr join Equality, Diversity and Inclusion Committee.

5.2.7 The Committee noted that Jessica Cecil was currently a member of three Committees: Equality, Diversity and Inclusion, Nominations and Remuneration. Becoming Chair of Equality, Diversity and Inclusion Committee (as per above) would further increase Jessica's workload. To rebalance responsibilities and workload between Board members, the Committee AGREED TO RECOMMEND to the Board of Trustees that Jessica Cecil step down from Nominations Committee and for Andrew Carr join Nominations Committee to replace Jessica Cecil.

5.2.8 The Committee noted that Andreas Raffel was currently a member of four Committees: Finance and Infrastructure, Nominations, Remuneration, and Pensions Task and Finish Group and Chair of Finance and Infrastructure Committee. The Committee noted that Linda Fletcher now had sufficient time to engage further in her role as a member of the Board. To rebalance responsibilities and workload between Board members, the Committee AGREED TO RECOMMEND to the Board of Trustees Andreas Raffel to step down from Remuneration Committee and for Linda Fletcher join Remuneration Committee to replace Andreas Raffel.

6 **RECRUITMENT TIMETABLE AND SKILLS/PERSON SPEC FOR INCOMING ACADEMIC MEMBER(S) OF THE BOARD:** (reference **NCB/20-21/009**).

6.1 The following points were NOTED:

6.1.1 That the paper has been prepared in consultation with the Chair of the Board after discussion with the Deputy Vice-Chancellor and Provost.

6.1.2 That the person specification included that "*Governance experience and/or budget management experience of an institute or academic school at the University of Bristol or another Higher Education Institution"* was being sought.

6.1.3 The Committee noted that Shelia Ellwood, Academic Trustee on the Board of Trustees had advised the Chair of the Board that she was considering plans to retire from the University in due course and will therefore leave the Board on by 31 July 2021. Shelia's first term of office on the Board of Trustees was due to end on 31 July 2021. Additionally, the Committee noted that initial term of office of the remaining Academic Trustee (Keith Syrett) would also expire on 31 July 2021.

6.2 The following points were DISCUSSED:

6.2.1 APPROVED the Recruitment timetable for incoming Academic member(s) of the Board.

6.2.2 AGREED that the Academic members needed to have a strategic perspective and that someone with experience of running large department ideally with understanding of change management would be of benefit to the Board because the University would continue on its journey of change over the next few years. Additionally, academic staff trustees might be required to reflect broader staff

views and provide perspective on how to maintain academic excellence whilst developing the institution.

6.2.3 AGREED that the specification was currently very broad with many required elements and there was a risk that this could put off some applicants. The Committee agreed that the specification should be revised to include a covering letter from the Chair of the Board inviting applications and clarifying that not all requirements had to be met by every applicant. Additionally, the letter needed to detail the benefits of membership of the Board of Trustees for academic trustees. The Committee agreed that this more personal approach would hopefully draw out more applications. The Committee agreed that the recruitment of academic membership to the Board could be used as an opportunity to increase the diversity of the Board of Trustees.
Action: Head of Governance and Chair of the Board of Trustees.

6.2.4 [REDACTED: Personal information]
Action: Head of Governance and Members of the Committee

6.2.5 AGREED that the Person Specification for incoming Academic member(s) of the Board should be amended as per the discussion detailed above and AGREED to delegate approval of the final version to the Chair of the Board of Trustees.
Action: Head of Governance and Chair of the Board of Trustees.

6.2.6 [REDACTED: Personal information]
Action: Head of Governance and Chair of the Board of Trustees.

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

7.1 There was no other business, and the meeting was closed.