

NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Thursday 22 September 2022

Online

MINUTES

Present: Gillian Bowen, Jack Boyer (Chair), Jessica Cecil, Andrew Carr, Sarah Gilbert, Hazel Phillips, Mohammed Saddiq

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

Apologies: None

1. WELCOMES, APOLOGIES AND DECLARATION OF INTERESTS

- 1.1 The Chair welcomed everyone and declared the meeting as quorate.
- 1.2 On behalf of the Committee the Chair extended his congratulations to Mohammed Saddiq who had been appointed next Lord Lieutenant of Somerset. The Chair also congratulated Independent Member Nick Joicey who had recently been appointed to a new post as Head of the Economic and Domestic Secretariat at the Cabinet Office. This appointment is discussed further under item 5 below.

2. MINUTES OF PREVIOUS MEETINGS AND ACTIONS

- 2.1 **APPROVED:** the minutes of the meeting of the Nominations Committee on 14 June 2022.

3. MATTERS ARISING AND ACTIONS

- 3.1 There were no matters arising and all actions were completed or ongoing as per the action register.
- 3.2 With reference to 5.1.3, **NOTED** that potential renewal of Board of Trustees Independent member Madhu Bhabuta is discussed further under item 5 below.

4. NOMINATIONS COMMITTEE TERMS OF REFERENCE FOR 2022/23 (reference **NCB/22-23/001**).

- 4.1 The following points were **NOTED**:
 - 4.1.1 That in April 2022, the Board agreed on the recommendation of the Committee that the number of Independent Members on Nominations Committee would be permitted to exceed the two as specified in Ordinance 4 until 31 December 2022. (When Mohammed Saddiq steps down from Board and Andrew Carr becomes Deputy Chair from 1 January 2023, the Committee would have the membership specified by its Terms of Reference.)
 - 4.1.2 That all the Committees' Terms of Reference were reviewed and revised as part of the modernisation of the University's constitution effective from 1 August 2021.
- 4.2 The following points were **DISCUSSED**:

4.2.1 APPROVED The Nominations Committee Terms of Reference 2022/23.

5 MEMBERSHIP OF THE BOARD AND COMMITTEES OF THE BOARD (reference **NCB/22-23/002**).

5.1 The following points were NOTED:

5.1.1 That Independent Board of Trustees Member and Deputy Chair of Finance and Infrastructure Nick Joicey had recently been appointed to a new post as Head of the Economic and Domestic Secretariat at the Cabinet Office. **[REDACTED Personal information]**

5.1.2 AGREED that the Governance Team and Chair of the Board would consider next steps and then update the Committee in due course.

Action: Secretary

5.2 The following points were DISCUSSED:

5.2.1 NOTED that subsequent to the paper circulation, Jonathan Punter had agreed on the invitation of the Chair of Finance and Infrastructure Committee and the Chair of the Board of Trustees to continue his membership of Finance and Infrastructure Committee and Pensions Task and Finish Group for a final three-year term to 31 December 2025. AGREED that having an additional member with knowledge of the history of the University's complex pension arrangements, industrial action and recent financial decisions is most useful to both Finance and Infrastructure Committee and Pensions Task and Finish Group.

5.2.2 AGREED TO RECOMMEND to the Board of Trustees that Jonathan Punter Additional Member of Finance and Infrastructure Committee is appointed for a final three-year term to from 1 January 2023 to 31 December 2025 with approval at the meeting of the Board of Trustees on 18 November 2022.

Action: Secretary

5.2.3 AGREED TO RECOMMEND that Jonathan would also continue to be the member of the Pensions Task and Finish Group as the member of the Finance and Infrastructure Committee with significant pensions experience stipulated by the Task and Finish Group's Terms of Reference.

5.2.4 NOTED that on 31 December 2022, the initial three-year term of office of Board of Trustees member Madhu Bhabuta (member of Audit and Risk Committee) would expire.

5.2.5 NOTED that Nominations Committee was the body that determined whether to re-appoint Independent Trustees as per the relevant sections of Ordinance 2 and Ordinance 4, replicated below:

Ordinance 2 Board of Trustees

8 Reappointment of Trustees

8.1 Subject to the requirements of Statute 1.2 (terms of office), the Nominations Committee will consider each proposed reappointment of a Trustee having regard to any Preferred Skills identified by the Nominations Committee and will make recommendations to the Board as to whether the Trustee should be reappointed and for what term. When considering whether to recommend a Trustee for re-appointment, the Nominations Committee will consider the Trustee's attendance, contribution, skills and experience, and the continued relevance of their skills and experience to the University's strategic aims. Re-appointment to the Board at the end of a Trustee's term of office will not be automatic.

Ordinance 4 Board Committees

2 Specific duties and responsibilities (Nominations Committee)

2.1.1 Board membership

(f) Recommending to the Board all reappointments of Trustees and their terms of office, in accordance with Ordinances 2.7 and 2.8

5.2.6 [REDACTED Personal information]

6 UPDATE ON TREASURER (NEW OR EXISTING INDEPENDENT MEMBER) FROM JANUARY 1 2023 (reference NCB/22-23/003).

6.1 The following points were NOTED:

6.1.1 NOTED that the result of items 5.1.1 and 5.2.5 above, was that the Board of Trustees would now have two fewer members when compared with the same period last year. This meant that consideration needed to be given to recruiting more than one new member.

6.1.2 NOTED that even with the reduction in members, the Board of Trustee remained well rounded in terms of areas of expertise, although improvements could be made. [REDACTED likely to prejudice commercial interests]

6.1.3 [REDACTED Personal information]

6.2 The following points were noted:

6.2.1 The Committee discussed the types of skills and experience that incoming Independent Members would need to have and AGREED that the specification/brief included in the paper pack should be reviewed amended to indicate that two/three roles are available, each with a different focus, i.e., one brief with multiple roles.

Action: Secretary

6.2.2 [REDACTED likely to prejudice commercial interests] AGREED that longlisted candidates would be shortlisted and interviewed by a panel comprised of members of the Nominations Committee.

Action: Secretary and Committee Members

6.2.3 NOTED that Andrew Poolman would remain the Treasurer until he steps down from the Board on 31 December 2022. At its meeting on 18 November 2022, the Board would need to appoint a new Treasurer on the recommendation of Nominations Cttee. AGREED that, if necessary, an existing Independent Member would be asked to hold the role of Treasurer on a pro tem basis until a new member had been recruited. AGREED that this requirement would be kept under review over the next few weeks and the Nominations Cttee would be asked to make a recommendation via email if required.

Action: Secretary

7 EQUALITY & DIVERSITY ANALYSIS OF THE BOARD OF TRUSTEES (TO INCLUDE COMPARITIVE DATA FROM HE SECTOR) (reference NCB/22-23/004).

7.1 The following points were DISCUSSED

7.2.1 [REDACTED likely to prejudice commercial interests]

7.2.2 The Committee discussed ways in which data from other Russell Group members could be obtained. [REDACTED likely to prejudice commercial interests]

8 FIT AND PROPER PROCESS DECLARATIONS 2022-23 (reference **NCB/22-23/005**).

8.1 The following points were DISCUSSED

8.1.1 NOTED, the results of the Fit and Proper Process Declarations 2021-22.

8.1.2 **[REDACTED likely to prejudice commercial interests]**

Action: Secretary

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

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

10 MEETING CLOSES