MINUTES

NOMINATIONS AND GOVERNANCE COMMITTEE, NG-60

Date:	Tuesday 9 May 2023	**Time:**	1600
Location:	Microsoft Teams online meeting		

Notes:

1. *Items marked with an asterisk (starred items) are for information only or regarded as noncontentious. Starred items will not be discussed and will be assumed to have been noted or approved unless a request to unstar a named item is received from a Board member in advance, or at the commencement, of the meeting.*
2. *Items classified as Confidential, and their subsequent minutes, will be redacted before publication of the agenda and minutes on the University's public website.*

Members		
Hannah Blackburn	Student Governor	P(T)
Jonathan Chapman (Chair)	External Member	P(T)
Kevin Gould (Deputy Chair)	External Member	P(T)
Colin Hughes	External Member	P(T)
Saima Hussain	Staff Governor (Professional Support Staff)	P(T)
Sara Williams	External Member	P(T)
In attendance		
Professor Martin Jones	Vice Chancellor	IA
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA

P = Present (via Teams); A = Apologies; Ab = Absent; L = Late; IA = In Attendance (via Teams)

1 MEETING MANAGEMENT	
667	**Apologies for Absence** None
668	**Declarations of Interest** No new declarations of interest.
669	**Minutes of the last meeting of the Committee**, 10 May 2022 NG/60/01 were approved as a true record.
670	**Matters arising:** • **Minute 658 – Terms of Reference –** these had been approved by the Board of Governors at their meeting in November 2022. • **Minute 660 – Remuneration of the Chair** – this had proceeded to the Board of Governors in November 2022 and had been approved. The arrangement had been implemented with effect from 1st August 2022 and the necessary formalities had been undertaken following the November Board of Governors meeting. The Nominations and Governance Committee would be asked to review the performance of the Chair at its the Autumn meeting. • **Minute 661 – Approval and Onboarding of New Independent Governors** – the Board of Governors had approved the appointment of the three new independent governors and the onboarding had commenced in December 2022. The board had also approved the appointment of Mohit Dingra to a full member of the Board of Governors.
671	***Overview of Annual Committee Business for 2022-23*** NG/60/02 was noted.

672	The Clerk to the Board and Chief Operating Officer introduced a paper on **Term of Office Renewal Schedule/Independent Governor Update** NG/60/03, which set out the current position with renewals. The Committee considered the following recommendations: • Jonathan Chapman, Kevin Gould and Baljinder Kuller be approved to stand for a further term • Victoria Sylvester and Juliet Oosthuysen be approved to serve their full first term • Sara Williams to stand down from the Board at the Summer Board of Governors meeting • Keiron Myall be approved to join the Board of Governors. • The Vice Chancellor consider an alternative role for Ruth Anderson to perform, ensuring she remains connected with the University. Members and attendees commented as follows: • It was noted that the attendance of Vicki Sylvester could be improved and it was agreed that Colin Hughes would speak with her regarding this. Jonathan Chapman and Kevin Gould left the room for the consideration of the renewal of their term of office. The following was approved: • Jonathan Chapman, Kevin Gould and Baljinder Kuller are approved to stand for a further term • Victoria Sylvester and Juliet Oosthuysen are approved to serve their full first term • Sara Williams to stands down from the Board at the Summer Board of Governors meeting • Keiron Myall be approved to join the Board of Governors. • The Vice Chancellor consider an alternative role for Ruth Anderson to perform, ensuring she remains connected with the University.
673	The Clerk to the Board and Chief Operating Officer introduced a paper on **Appointment of Governor drawn from the Academic Staff** NG/60/04. It was noted that following a very successful set of interviews for the role, Chris Headleand had been appointed as the new Staff Governor drawn from the academic staff, to replace Simon Smith from 1st August 2023.
674	The Clerk to the Board and Chief Operating Officer introduced the update on the **Governance Effectiveness Review 2023** NG/60/05, outlining the need for a governance effectiveness review and options on how this could be progressed. Members and attendees commented as follows: • Members agreed that the audit approach for the governance effectiveness review was not a high priority for the internal audit plan and thus would not be progressed as part of the forthcoming internal audit plan discussions for the next academic year. • Members agreed that a similar approach to the previous governance effectiveness review be undertaken but suggested that AdvanceHE and Board Alchemy be contacted to understand their scope and cost for such a review. It was approved for the Clerk to make contact with the organisations and gain information on scope and cost of such a review to then share with Nominations and Governance Committee to make the final decision of which organisation to commission. Ideally the work would be undertaken over the Summer and report back to the Nominations and Governance Committee in Autumn 2023.
675	The Clerk to the Board and Chief Operating Officer introduced the **update to the Membership/Composition of Sub Committees 2023-2024** NG/60/06. The composition of the commitees was approved for 2023-2024.
676	The Clerk to the Board and Chief Operating Officer introduced the **Calendar of Meetings for 2023-24** NG/60/07, and noted that the schedule broadly followed the usual pattern (and had been circulated to the Board members several months earlier). Members and attendees commented as follows: • Kevin Gould asked why the Sustainability and Resources Committee commenced at a different time to the other meetings. Ian Blachford explained that this had been a historical request. It was agreed that for the 2024-2025 academic year that the committee would start from 3pm, aligning this with the other commitees.
677	The Calendar of Meetings was approved.
678	The Clerk to the Board and Chief Operating Officer updated the committee on the **Appointment of Chancellor** NG/60/08. It was noted that the nominations from staff, students and alumni had provided an initial list of the individuals

to consider. The Clerk explained that he wished the list to be broadened to allow for a wider debate on the Chancellor role and to that end had asked Nurole whether they may be interested in a desktop exercise. An outcome was awaited.

Members and attendees commented as follows:

- It was agreed that it would be helpful to expand the initial list and it was suggested that Million Plus and AdvanceHE be contacted as to whether they were aware of suitable contact points to assist the expansion of the list. The Clerk and the Vice Chancellor would progress this.

It was agreed that a further update would be provided at the next meeting.

3 FOR INFORMATION	
679	The President of the Students' Union, Hannah Blackburn gave a verbal update on the **Student Governor appointment (Students' Union elections)**, noting that the final selection of two individuals to join the Board had not yet been made, however, this would be in time for the Summer meeting of the Board where they would shadow the current student governors for their last meeting.
4 ADDITIONAL MATTERS	
680	**Any additional matters** None
681	**Items to be referred to Board of Governors** **Minute 672 - Term of Office Renewal Schedule/Independent Governor Update** NG/60/03 - APPROVAL **Minute 675 - Membership/Composition of Sub Committees 2023-2024** NG/60/06 – APPROVAL **Minute 677 - Calendar of Meetings for 2023-24** NG/60/07 – FOR INFORMATION **Minute 678** - **Appointment of Chancellor** NG/60/08 – FOR INFORMATION
682	**Next meeting:** Wednesday 4 October 2023 TBC (Microsoft Teams online meeting)