

MINUTES

NOMINATIONS AND GOVERNANCE COMMITTEE

Date: Tuesday 05 October 2021

Time: 1500

Location: University House/online Microsoft Teams meeting

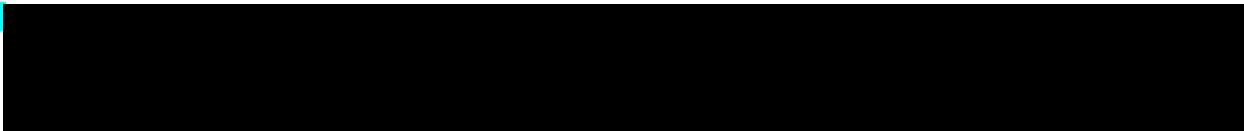
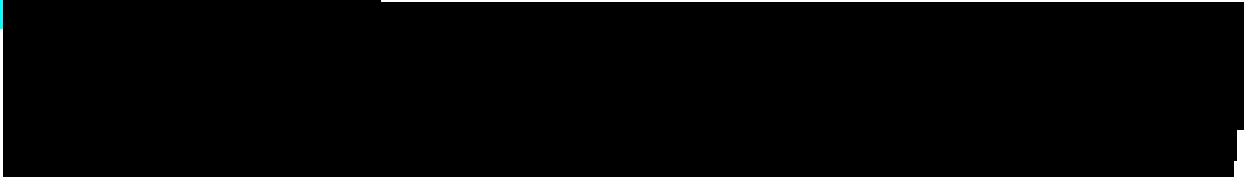
Notes:

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
Hannah Gibbard	Professional Support Staff Governor	P
Kevin Gould (Deputy Chair)	External Member	P (T)
Colin Hughes	External Member	P
Jonathan Vardon (Chair)	External Member	P (T)
Sara Williams	External Member	P
In attendance		
Professor Liz Barnes	Vice Chancellor	IA
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA
Lauren Rooke	Assistant Clerk to the Board of Governors (minutes)	IA

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

1 MEETING MANAGEMENT											
618	There were no apologies for absence .										
619	There were no new declarations of interest .										
620	<p>The following Membership of the Committee for 2021-22 was noted:</p> <table> <thead> <tr> <th>Constitution</th> <th>MEMBERSHIP</th> </tr> </thead> <tbody> <tr> <td>External Members</td> <td>Kevin Gould (Deputy Chair) Colin Hughes Jonathan Vardon (Chair) Sara Williams</td> </tr> <tr> <td>Student Representative</td> <td>Hannah Blackburn</td> </tr> <tr> <td>Staff Representative</td> <td>Hannah Gibbard</td> </tr> <tr> <td>In attendance</td> <td>Professor Liz Barnes, Vice Chancellor Ian Blachford, Chief Operating Officer & Clerk to the Board</td> </tr> </tbody> </table>	Constitution	MEMBERSHIP	External Members	Kevin Gould (Deputy Chair) Colin Hughes Jonathan Vardon (Chair) Sara Williams	Student Representative	Hannah Blackburn	Staff Representative	Hannah Gibbard	In attendance	Professor Liz Barnes, Vice Chancellor Ian Blachford, Chief Operating Officer & Clerk to the Board
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621	The Minutes of the last meeting of the Committee , 11 May 2021 NG/57/01 were confirmed as a true and accurate record.
622	<p>Matters arising:</p> <ul style="list-style-type: none"> • Minute 605 – Independent Governor vacancy (minute 588) – it was noted that Professor Dame Sue Hill had stood down as a governor with effect from 17 Aug 2021 (see separate agenda item re Independent Governor Vacancies). • Minute 607 – Chair’s Face to Face Meetings with Board Members – it was noted that these meetings would take place during Autumn/Winter 2021, with the resulting themes being used to help inform the transition arrangements for the incoming Vice Chancellor. • Minute 608 – Deputy Chair of the Board of Governors – it was noted that the appointment of Jonathan Vardon had been approved by the Board of Governors at its meeting on 30 June 2021. • Minute 609 – Composition of the Board of Governors for 2021-22 – it was noted that at its meeting on 30 June 2021, the Board of Governors had approved the proposals to: (a) appoint Jonathan Chapman as an Independent Governor following as first-year term as a Co-Opted Member of Audit & Risk Committee, with effect from 1 August 2021; (b) reappoint Sara Williams as an Independent Governor (to be reviewed on an annual basis) with effect from 1 August 2021; (c) appoint Mike Herbert as a co-opted member of the Sustainability and Resources Committee for a second term of one year with effect from 1 August 2021; and (d) convert Baljinder Kuller’s initial one-year term to a full three-year term, with effect from 1 August 2021. It was further noted that Joanne Hannaford had agreed to step down as an Independent Governor on 23 June 2021, leaving a vacancy to be filled for the 2021-22 year (see separate agenda item re Independent Governor Vacancies). • Minute 609 – Composition of the Board of Governors (Audit and Risk Committee Co-opted Member) – it was noted that following approval given by the Committee to recruit for this vacancy for the 2021-22 academic year, Mohit Dhingra had been appointed with effect from 07 September 2021, as approved by the Committee via email. • Minute 610 - Proposed membership of the Board and its sub-committees for 2021-22 – it was noted that the Board of Governors had approved this at its meeting on 30 June 2021 • Minute 611 – Governor Skills and Experience Matrix – it was noted that this appeared as a separate item on the agenda. • Minute 613 – Student Governor appointment update – it was noted that Hannah Blackburn would serve as Student Governor One (Nominations & Governance and Strategy & Performance Committee) on the Board, and that Anthony Wallace, as Vice President, was Student Governor Two (Sustainability & Resources Committee).
623	The *Overview of Annual Committee Business for 2021-22* NG/57/02 was received for information.
2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)	
623	The committee received and approved the Committee Terms of Reference 2021-22 NG/57/03, agreeing to refer these through to Board of Governors for formal approval.
624	<p><i>The Chair of the Board of Governors was not present for this item.</i></p> <p>The Committee received for approval a paper on Remuneration of Governors NG/57/04, introduced by the Clerk to the Board of Governors. The following main points were noted:</p> <ul style="list-style-type: none"> • The University had last considered this issue at Nominations and Governance Committee in October 2019, when it had been resolved that the Committee should keep a watching brief on the item. • The previous paper was attached as an appendix to this paper (including a report from HEPI), given the length of time that had passed since it had last been considered. • This paper provided a comprehensive further update for further consideration by the Nominations and Governance Committee, including sections on the background/current position, approaches elsewhere within the sector, potential advantages and disadvantages, legal and regulatory context, and further discussion points. Finally, the paper outlined a recommendation to progress, subject to Nomination and Governance Committee approval, and full Board of Governor approval. <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> •  • 

	The Committee approved the proposal and agreed to refer it the Board of Governors for formal approval.
625	<p>The governors received for discussion the report on the Governor Skills and Experience Matrix, introduced by the Clerk to the Board of Governors, noting the following main points:</p> <ul style="list-style-type: none"> • Following approval by the Committee, and subsequently the Board, earlier in the year, all independent governors had completed the form, and the outcome had been shared with the Committee, which had then approved (by email) the proposal to search for an independent governor with a strong corporate finance background, via Nurole. • Following the decision of Professor Dame Sue Hill to step down as a governor with effect from 17 August 2021, the matrix was revisited so that the next areas of focus for governor recruitment could be determined. Consequently, the Committee approved (by email) the proposal for Nurole to search for a second governor with experience in property development/investment/management. • Whilst the matrix had been helpful in terms of identifying weaker areas of Board knowledge and experience, it had been underlined that improving the diversity of the composition of the Board remained a high priority. Consideration of this had been given at every stage, including during the drafting of the appointment pack and in the initial briefing conversation with Nurole. • It was further noted that all new Governors would complete the matrix on appointment. At the renewal of a term of office, we would ask current Governors to update their skills and experience. In addition, the Committee would be able to undertake a Board of Governors skills and experience audit as it saw fit, where the outcomes would usefully inform the search for new members to fill any vacancies. <p>There were no comments from Members or attendees.</p>
626	<p>The Committee received the Independent Governor Vacancy Update (including the Term of Office renewal schedule) NG/57/06, introduced by the Chief Operating Officer & Clerk to the Board of Governors, who noted the following main points:</p> <ul style="list-style-type: none"> • The Committee had given approval (by email) to the proposal to use Nurole, a search consultancy with a strong track record in accessing a more diverse talent pool, for both Independent Governor vacancies. The corporate finance vacancy had gone live on 26 August, and the estates/property vacancy on 7 September. Both were due to close on 6 October 2021. • The interview panel had initially been proposed as follows: <ul style="list-style-type: none"> ○ Professor Martin Jones, Deputy Vice Chancellor and Vice Chancellor and Chief Executive Designate ○ Colin Hughes, Chair of the Board, and Nominations & Governance Committee member ○ Jonathan Vardon, Deputy Chair of the Board, and Chair of Nominations & Governance Committee ○ Sara Williams, Chair of Strategy & Performance Committee, and Nominations & Governance Committee member • It had been estimated that with at least five interview candidates (for the two roles), a full day was likely to be needed, and it had proved difficult to match diaries to secure this, given prior commitment, travel required, and planned leave. • It had therefore been discussed with the Chair of the Board of Governors and the decision reached to reduce the panel by one independent governors (Jonathan Vardon) and to add the Clerk to the Board, to allow the scheduling of the interviews to proceed. It had also been agreed that these would be undertaken via Teams. • The Governor Term of Office renewal schedule had been included here for reference/information. <p>There were no comments from Members or attendees.</p> <p>The Independent Governor Vacancy Update was referred to the Board of Governors for information (and it was noted that any candidates proposed by the panel for appointment would be referred to the Board for approval).</p>
627	<p>The Committee considered for discussion the update on the Board Effectiveness Review 2020 NG/57/07, introduced by the Chief Operating Officer and Clerk to the Board of Governors, who noted the following principal points:</p> <ul style="list-style-type: none"> • At its meeting in Spring 2020, the Committee had approved the scope of the proposed Board Effectiveness Review 2020, prepared by AdvanceHE. The review had been carried out over Summer 2020, with all Board members asked to complete a comprehensive bespoke survey as part of this. Four focus groups had been held in August 2020 (Board Inclusivity and Diversity, Academic Assurance, Staff Governors and Students Governors) and a summary of the headline outcomes shared at Board of Governors in August 2020. In September 2020, the Committee had approved various actions proposed by the Board Effectiveness Review 2020 'Task and Finish' group, within the three themes of improving the diversity of the Board, improving the inclusivity of the Board and assurance of academic standards. • The report gave an update on all actions, with it being noted that as face-to-face contact for the Board (and University Executive) over the past year had been the exception rather than the norm, it had proved challenging to progress in some areas as much as had been hoped. <p>Members and attendees commented as follows:</p>

	<ul style="list-style-type: none"> In relation to Governor induction, Hannah Gibbard noted that the AdvanceHE training event she had attended, and the briefing meetings with the Clerk to the Board, had been extremely useful. <p>The Committee agreed to refer the report to the Board of Governors for information.</p>
3 FOR INFORMATION	
628	The report on *Attendance at Board and Committee meetings (August 2020 – July 2021)* NG/57/08 was received for information.
629	The report on *Declarations of Interests for 2020-21* NG/57/09 was received for information.
4 ADDITIONAL MATTERS	
630	<p>How have we made a positive impact on our students today?</p> <p>It was agreed that a continued focus on the calibre of Governors and the diversity of the Board was key to ensuring that our student demographic was properly reflected.</p> <p>Members discussed the continued relevance of the above question, and it was agreed that this given that a heightened focus on student experience was now business as usual, this should be replaced by a broader question regarding positive impact.</p>
631	There were no additional matters .
632	<p>Items to be referred to Board of Governors:</p> <p>Approval</p> <ul style="list-style-type: none"> a) Minute 623 - Committee Terms of Reference 2021-22 b) Minute 624 – Remuneration of Governors <p>Information</p> <ul style="list-style-type: none"> c) Minute 626 - Independent Governor Vacancy Update (including the Term of Office renewal schedule) d) Minute 627 – Board Effectiveness Review 2020
633	Next meeting: Tues 10 May 2022 (Catalyst building, Leek Road)