

# MINUTES

## NOMINATIONS AND GOVERNANCE COMMITTEE, NG-58

**Date:** Tuesday 10 May 2022

**Time:** 1500

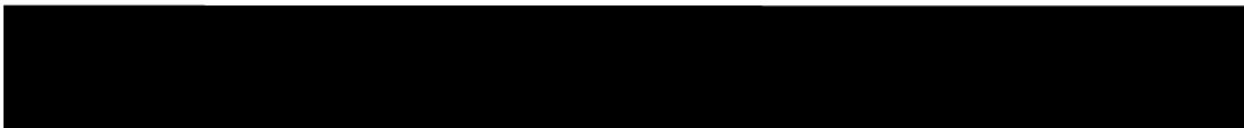
**Location:** [Microsoft Teams online meeting](#)

**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.*

<b>Members</b>		
Hannah Blackburn	Student Governor	P(T)
Hannah Gibbard	Professional Support Staff Governor	P(T)
Kevin Gould (Deputy Chair)	External Member	A
Colin Hughes	External Member	L(T)
Jonathan Vardon (Chair)	External Member	P(T)
Sara Williams	External Member	P(T)
<b>In attendance</b>		
Professor Martin Jones	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)*

<b>1 MEETING MANAGEMENT</b>	
634	<b>Apologies for Absence</b> were received from Kevin Gould. Colin Hughes joined the meeting at 3.30pm.
635	There were no new <b>Declarations of Interest</b> .
636	The <b>Minutes of the last meeting of the Committee</b> , 5 October 2021 NG/58/01 were signed as a true and accurate record.
637	<p><b>Matters arising:</b></p> <ul style="list-style-type: none"> <li>• <b>Minute 607 – Chair’s Face to Face Meetings with Board Members</b> – it was noted that an update on this appeared elsewhere on the agenda.</li> <li>• <b>Minute 610 - Proposed membership of the Board and its sub-committees for 2021-22</b> – it was noted that following the approval of their appointments at the 6 April 2022 Board of Governors meeting, Juliet Oosthuysen and Vikki Sylvester had been appointed to Strategy and Performance Committee and Audit &amp; Risk Committee respectively for the remainder of the academic year.</li> <li>• <b>Minute 623 – Committee Terms of Reference 2021-22</b> – it was noted that that these had been approved by the Board of Governors on 23 November 2021.</li> <li>• </li> </ul>

	<p>• <b>Minute 626 – Independent Governor vacancies</b> – it was noted that that three full Independent Governors had been appointed since the last Committee meeting (Peter Baines, Juliet Oosthuysen and Vikki Sylvester), and a Co-opted Advisor to the Sustainability &amp; Resources Committee (Ian Jenkinson). A full update was given in the item elsewhere on the agenda (Independent Governor Vacancies) and an item also appeared on the agenda regarding Renewals of Terms of Office.</p>
638	The <b>*Overview of Annual Committee Business for 2021-22*</b> NG/58/02 was received for information.
<b>2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)</b>	
639	The Committee received a brief update on <b>Chair’s Face-to-Face Meetings with Governors</b> NG/58/03 from the Chair of the Board, who noted that he had already met with several Governors and that emerging themes would be identified in a report once all meetings had been concluded.
640	<p><b>CONFIDENTIAL</b></p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>The above recommendations on <b>Governor renewals</b> were all approved by the Committee, for formal approval by the Board of Governors.</p>
641	<p>The Committee received a paper on <b>Independent Governor Vacancies</b> NG/58/05, introduced by the Clerk to the Board, which set out the context for the proposed recruitment round, which had been informed by the results of Governor Skills and Experience matrix and the current diversity mix of the Board of Governors.</p> <p>Discussion ensued around the need to balance appropriate skills and experience with ensuring as diverse a Board as possible.</p> <p>The Committee agreed that Nurole would be appointed to progress the two vacancies on the Board, with the search focused on candidates with previous non-executive director experience from a range of different disciplines, in order to ensure the appropriate level of skills to complement the Board, whilst ensuring the talent pool was as broad as possible. This approach would be referred to the Board for formal approval.</p>
642	<p>The Committee received for discussion an <b>Overview of the Diversity of the Board of Governors</b> NG/58/06, introduced by the Clerk to the Board of Governors, who highlighted that although this topic had been much discussed over the past few years and significant efforts made to increase diversity within the Board (with some degree of success), it was felt that a formal report on developments over the past three years would be helpful for the Committee.</p> <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> <li>Jonathan Vardon asked about benchmarking of Board diversity profiles across the sector and amongst comparators. Ian Blachford noted that ensuring appropriate diversity within Boards was an issue across the sector and indeed other sectors. It was noted that the University had previously had a more proportionate balance by gender, which would need addressing. The ethnicity profile of the Board was improving.</li> <li>Hannah Blackburn noted that the Board should remain open minded to transgender applicants also, rather than either male or female applicants. This point was agreed by the Committee.</li> </ul> <p>The report on <b>Diversity of the Board of Governors</b> was noted.</p>
643	The Committee received a paper on the <b>Proposed membership of Sub-Committees</b> NG/58/07, introduced by the Clerk to the Board of Governors.

	<p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> <li>• Discussion ensued around the proposed membership mix and how to ensure that Governors' skills and experience could be most appropriately leveraged whilst staying within the parameters imposed by the Committee Terms of Reference.</li> <li>• It was noted that as the diversity of the board improved that this would need to be reflected in committee composition.</li> <li>• Colin Hughes reflected on the final proposed composition and suggested that a meeting take place off-line regarding any further changes.</li> </ul> <p><i>[Clerk's note: the meeting subsequently took place on 12 May 2020 and confirmed the proposed membership submitted in the papers. This was communicated by email to the remainder of the Nominations and Governance Committee.]</i></p> <p>The Committee agreed the Composition and Membership of the Board of Governors for 2022-23, referring this to the Board for formal approval.</p>
644	<p>The Committee received for approval a paper on the <b>Chancellor role</b> NG/58/08, introduced by the Clerk to the Board of Governors, who noted that Lord Stafford had agreed that he would stand down in July 2024 following the completion of his second 5-year term.</p> <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> <li>• Hannah Blackburn asked about the possible person specification for a future Chancellor and discussion ensued around the relevant qualities, experience, and profile of potential candidates. The Clerk highlighted that an early part of the discussions with the Board would be to consider a desirable person specification for the role which would then aid the search for a future Chancellor.</li> </ul> <p>The Committee approved the proposed approach for the <b>Chancellor role</b>, and this would be considered again at the Autumn 2022 meeting.</p>
645	<p>The Committee received for approval the <b>Calendar of meetings for 2022-23</b> NG/58/09, introduced by the Clerk to the Board of Governors, who noted that the schedule broadly followed the usual pattern (and had been circulated to Board members several months earlier).</p> <p>Members and attendees commented as follows:</p> <ul style="list-style-type: none"> <li>• Hannah Blackburn asked about the format of the June 2022 Board of Governors meeting and whether a strategic event would be held. Ian Blachford clarified that this would be a normal ca. 2.5hr meeting.</li> </ul> <p>The Committee approved the Calendar of meetings for 2022-23 and agreed to refer this to the Board of Governors for formal approval.</p>
<b>3 FOR INFORMATION</b>	
646	<p>The President of the Students' Union gave a verbal update on the <b>Student Governor appointment (Students' Union elections)</b> NG/58/10, as the Leadership Race elections had now closed, confirming that she would serve as President for a further term and noted that Student Governor Two would be confirmed in June 2022.</p>
647	<p>The Clerk to the Board introduced the update on the <b>Staff Governor (Professional Support)</b> NG/58/11, highlighting that interviews would take place on 27 May 2022.</p>
<b>4 ADDITIONAL MATTERS</b>	
648	<p><b>How have we made a positive impact today?</b></p> <p>It was agreed that having the right people on the Board of Governors was key to effective governance at the University, and therefore any items that contributed to this would have a positive impact on the whole Staffordshire University community.</p>
649	<p>There were no <b>additional matters</b>.</p>
650	<p><b>Items to be referred to Board of Governors:</b></p> <p><b>Approval</b></p> <ol style="list-style-type: none"> <li>Minute 640 – Renewals of Governor Terms of Office</li> <li>Minute 641 – Independent Governor vacancies</li> <li>Minute 643 - Proposed membership of the Board and sub-committees 2022-23</li> <li>Minute 647 – Staff Governor (Professional Support)</li> </ol>

	<b>Information</b> e. Minute 644 – Chancellor role
651	<b>Next meeting:</b> Tues 4 October 2022 (Microsoft Teams online meeting)