

APPROVED

**MINUTES OF THE MEETING OF THE NOMINATIONS COMMITTEE HELD ON THURSDAY 26
FEBRUARY 2020 IN ROOM MG38 (MBA BOARDROOM), 35 MARYLEBONE ROAD, NW1 5LS**

PRESENT:	Mrs D Yeo (Interim Chair) Dr P Bonfield	Mr D Cheeseman Professor G Meikle
IN ATTENDANCE:	Mrs E McMillan (Clerk) Mrs J Lamarque (Minutes)	Mrs S Recaldin (Minute 19.22)
APOLOGIES:	Ms C Bernard	Mr J Cappock

19.19 ANNOUNCEMENTS

- 19.19.1 The Interim Chair welcomed members to the meeting.
- 19.19.2 Apologies were noted as above.
- 19.19.3 David Cheeseman, Chair of Remuneration Committee and Deputy Chair to the Court of Governors, declared an interest in agenda item 2.1 Membership of the Court and committees. David left the room while members discussed and agreed the recommendation for his term of office as Deputy Chair to the Court (see Minutes 19.20.18 and 19.20.19).
- 19.19.4 Di Yeo, Interim Chair to the Court, declared an interest in agenda item 2.1 Members of the Court and committees. Members noted the potential conflict of interest; however, considered the view of the interim post holder to be an important consideration and therefore agreed that Di could participate fully in the discussion and decision.
- 19.19.5 The Interim Chair confirmed that there were no requests to discuss starred items or to raise business at the meeting other than that included on the agenda.

19.20 MEMBERSHIP OF THE COURT AND COMMITTEES

- 19.20.1 Members considered a report on the current membership of the Court and its committees, current and upcoming vacancies, criteria for board apprentice candidates and a new skills matrix format (Document NOM 200226A).

Current and upcoming vacancies

- 19.20.2 Members noted the summary of governor terms of office.
- 19.20.3 Members discussed the proposed format for a new skills matrix, which will provide the Committee and the Court with more detailed information to support recruitment of governors and allocations to committees.
- 19.20.4 A member identified an error in the summary of governance skills coverage, which states that the Court has one expert in Pensions when the Court has none.
- 19.20.5 Members noted that there are two vacancies currently increasing to three on 27 February 2020.
- 19.20.6 The Clerk to the Court briefed members on work with the Alumni and Development teams to recruit qualified accountants and/or auditors from the University alumni and development

APPROVED

contacts. Members heard that two expression of interests were received, one of whom applied and, although both are working in the financial sector (audit company and banking), neither are qualified accountants.

- 19.20.6.1 **ACTION Clerk to the Court** to invite the applicant to meet with independent governors to discuss the governor role.
- 19.20.6.2 **ACTION Clerk to the Court** to promote the vacancies through all other available recruitment routes.
- 19.20.7 Members discussed alternative solutions to address the accounting skills gap on the Court in the short term.
- 19.20.8 In response to a member's question, the Clerk to the Court confirmed that ex-governors may return to the Court following a period of absence of no less than three years.
- 19.20.9 The Clerk to the Court informed members that an election will be held to elect a nominee for the academic staff governor vacancy created when Geoffrey Davies' term of office ends on 20 May 2020 and the Court will consider the appointment on 3 June 2020.
- 19.20.10 **AGREED** Members recommend to the Court that Geoffrey Davies' term of office is extended for two weeks.
- 19.20.10.1 **ACTION Vice-Chancellor** to promote the staff governor election in his blog to colleagues with an emphasis on inclusion and diversity in the nominations.
- 19.20.11 Members noted the outcome of the recent Students' Union election, where Padamjeet Singh was elected UWSU President from 1 July 2020. The Clerk to the Court confirmed receipt of the Returning Officer's report on the election. Members will consider whether to recommend the nominee to the Court for appointment when standard due diligence procedures have been completed.
- 19.20.12 The Interim Chair briefed members on the outcomes of discussions at the Effectiveness Review Working Group meeting earlier in the day regarding composition of the Court.
- 19.20.13 Members noted that David Cheeseman, Deputy Chair to the Court, will reach the end of his second term of office as a governor in November 2020 and that the Interim Deputy Chair to the Court has resigned due to taking up new employment and will leave the Court on 19 March 2020.
- 19.20.14 David left the room and members discussed options to fill upcoming vacancies in the roles of Interim Deputy Chair to the Court and Deputy Chair to the Court.
- 19.20.15 Members discussed the risk associated with several leadership positions becoming vacant in close succession and confirmed the intention to establish a robust succession plan and development programme to prepare independent governors for Court leadership roles.
- 19.20.16 Members noted that the Court have not yet met to consider the recommendation of the Committee that Di Yeo is appointed as Chair to the Court, which would create a second vacancy for a Deputy Chair to the Court from March 2020.
- 19.20.17 David Cheeseman left the room and members discussed whether to extend his term of office as an independent governor and as Deputy Chair to the Court to provide continuity and stability in leadership of the Court.
- 19.20.18 **AGREED** Members recommend to the Court that David Cheeseman's term of office as an independent governor is extended for one year to 24 November 2021 and that his appointment as Deputy Chair to the Court is extended for one year to 19 July 2021. David will continue in the role of Chair to Remuneration Committee until further notice. [David re-entered the room here]

APPROVED

- 19.20.19 **AGREED** The Committee will initiate the process to recruit a new (Interim) Deputy Chair to the Court after the Court has taken a decision in March on the Committee's recommendation for the Chair to the Court.
- 19.20.20 Members discussed leadership of the Finance and Property Committee when the current Chair - Gary Morley - retires from the Court on 10 July 2020.
- 19.20.21 **AGREED** Members recommend to the Court that David Stanton is appointed to the role of Chair, Finance and Property Committee with effect from 11 July 2020.
- 19.20.21.1 **ACTION Clerk to the Court** to contact David to confirm whether he is willing and able to take on the role.
- 19.20.22 Members discussed leadership of the HR Committee when the current Chair - Philip Murphy - retires from the Court on 27 February 2020. Members noted that the Deputy Chair - Vanessa James – retires from the Court in November 2020 and that the Committee does not meet again until June 2020.
- 19.20.23 **AGREED** Members recommend to the Court that Deputy Chair Vanessa James is appointed as Interim Chair for HR Committee pending the outcome of the committee review.
- 19.20.23.1 **ACTION Clerk to the Court** to contact Vanessa to confirm whether she is willing and able to take on the role.
- 19.20.24 Members discussed membership of Nominations Committee, noting that there is a potential weakness due to the small number of independent members.
- 19.20.25 **AGREED** Members recommend that Lin Phillips and Mei Xin Wang are approached regarding membership of Nominations Committee.
- 19.20.25.1 **ACTION Clerk to the Court** to contact Lin and Mei Xin to confirm whether they are willing and able to join the Committee.
- 19.20.26 Members discussed the criteria for the board apprentice role and confirmed that there would be no specific criteria.
- 19.20.27 Members discussed the draft skills matrix/audit, which is based on the Higher Education Code of Governance and is a more in-depth self-assessment.
- 19.20.28 **AGREED** Members recommend to the Court adoption of the new skills matrix format with immediate effect, subject to a minor amendment to the order in which skills are presented for the strategic leadership section.
- 19.21 APPOINTMENT OF A CHANCELLOR**
- 19.21.1 The Clerk to the Court updated members on the process to recruit a new Chancellor and provided a copy of the current longlist (Document NOM 200226B).
- 19.21.1.1 **ACTION Clerk** to remove a potential candidate identified by the Committee from the longlist.
- 19.21.2 The Vice-Chancellor reported that he had sent the role description to the University colleague networks and he summarised the feedback received.
- 19.21.3 Members noted that the Vice-Chancellor has had informal discussions with the candidate identified by the Committee from the longlist and they are interested in the role and meet the agreed criteria.
- 19.21.3.1 **ACTION Clerk** to carry out background checks and send the due diligence survey.
- 19.21.4 **AGREED** Members agreed to recommend the Chancellor role description to the Court, subject to amendments in response to the feedback from University colleague networks.

APPROVED

19.22 HONORARY AWARDS

- 19.22.1 Members considered nominations for honorary awards for conferment at upcoming ceremonies (Document NOM 200226C).
- 19.22.2 **AGREED** Members recommend to the Court that the University offers honorary awards to the following individuals:
- **[REDACTED]**
- 19.22.3 A member commented that at the last meeting members had received the list of honorary awards not yet conferred and asked for this information to be provided alongside nominations in future.
- 19.22.4 A member asked what the University expects from individuals who accept honorary awards. The Vice-Chancellor's Executive Assistant and Office Manager confirmed that award recipients usually are invited to speak at the graduation ceremony when their award is conferred. Members considered more should be done to engage recipients of honorary awards with the University, recognising that this must not be a requirement of award conferment.
- 19.22.5 **AGREED** Members reconfirmed the Procedure for nomination of honorary award recipients without change (Document NOM 200226D) and noted that the procedure will be reviewed every three years with the next review due in 2023.

19.23 REVIEW OF THE COMMITTEE'S REMIT AND RESPONSIBILITIES

- 19.23.1 Members discussed the review of the Nominations Committee's remit and responsibilities (Document NOM 200226E).
- 19.23.2 The Clerk to the Court invited members to consider whether there were other areas of work that should be covered by Nominations Committee, for example taking an overview of equality, diversity and inclusion, or whether they supported any expansion of the membership.
- 19.23.3 A member commented that the Committee has work to do to improve the diversity of honorary award and staff governor nominations and that staff governors add value to the Committee.

19.24 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

- 19.24.1 **AGREED** The minutes of the Nominations Committee meeting held on 5 December 2019 (Document NOM 200226F) were agreed as an accurate record.
- 19.24.2 Members received and noted the summary of actions and matters arising from previous meetings (Document NOM 200226G).
- 19.24.3 **Recruitment of a Chair to the Court of Governors (Action 19.14.4.1):** Members noted a summary from the Clerk to the Court on what may be included within 'reasonable out-of-pocket expenses' for governors.
- 19.24.4 **Membership of the Court and committees (Action 19.15.5.1):** Members noted that Mei Xin Wang had accepted the invitation to observe Remuneration Committee meetings.
- 19.24.5 **Link governors (Action 19.16.5.1):** Members noted that the Interim Chair to the Court confirmed the allocation of Lin Phillips as link governor for the Westminster Business School on 13 February 2020.
- 19.24.6 **RATIFIED Membership of the Court and committees (Minute 19.10.3):** Members supported the decision taken by Chair's action to recommend to the Court appointment of Professor Fiona Ross as a member of Audit Committee with effect from 14 October 2019.
- 19.24.7 **Honours List 2019 (Action 18.26.3.1):** The Vice-Chancellor confirmed that he had submitted a nomination on behalf of the University.

APPROVED

19.24.8 **RATIFIED Effectiveness Review Working Group update – membership of the working group (Action 18.27.5.1):** Members confirmed the process to establish and nominate membership for working groups of the Court.

19.25 DATES OF FUTURE MEETINGS

19.25.1 Members agreed that due to the volume of business the meeting on 20 May 2020 in MG38 (MBA Boardroom), Marylebone should start at 4pm.

19.26 ANY OTHER BUSINESS

19.26.1 Members did not raise any other matters for discussion.