

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
TUESDAY 13 DECEMBER 2022 VIA MICROSOFT TEAMS**

PRESENT:	Professor L Berry (Chair) Dr P Bonfield (from Minute 22.12.3) Professor G Meikle	L Phillips (Deputy Chair) Professor F Ross I Wilmot (Acting USCOO)
IN ATTENDANCE:	J Lamarque (Minutes)	E McMillan (Clerk)
APOLOGIES:	J Cappock	J Robson

22.11 ANNOUNCEMENTS

- 22.11.1 The Chair welcomed members and attendees to the meeting.
- 22.11.2 Apologies were noted as above.
- 22.11.3 The Chair confirmed that there were no requests to discuss items of business not on the agenda.
- 22.11.4 There were no declarations of interest.

22.12 GOVERNOR VACANCIES

- 22.12.1 Members discussed the approach to recruiting for the current and upcoming vacancies on the Court of Governors (Document NOM 221213A).
- 22.12.2 The Clerk confirmed that the skills matrix summary (Document NOM 221213B) contained the most up to date information including updates made in August 2022.
- 22.12.3 Members received the latest version of the Governor role description (Document NOM 221213C) and Section 2.2 from Standing Order 3 Constitution of the Court of Governors (Document NOM 221213D), which outlined the recruitment process for independent governors.
- 22.12.4 Members discussed the recruitment process and noted the importance of being clear to appointees about their starting dates and the reason for any appointments where the term of office does not start immediately.
- 22.12.5 In response to a member's query on direct applications, the Clerk reported that these are occasionally received and details of suitable applicants who had not been appointed to the Court, or a sub-committee are kept on file for future consideration.
- 22.12.6 **AGREED** Court of Governors to advertise three vacancies for independent governors – one to be appointed with a term of office starting as soon as possible and two to be appointed with a term of office starting on 1 December 2023.
- 22.12.7 Members discussed potential recruitment consultants and suggested requesting potential applicants' names from the Chancellor, governors, the colleague networks, and other senior colleagues.
- 22.12.8 **AGREED** Members delegated the appointment of a recruitment consultant to the Chair of the Court and the Clerk to the Court.
- 22.12.8.1 **ACTION Clerk to the Court** to seek quotes from recruitment consultants with a good track record of inclusive recruitment.

APPROVED

- 22.12.9 Members received the Court of Governors succession plan (Document NOM 221213E) and noted that any changes to the plan would be considered as part of the effectiveness review.
- 22.12.10 Members discussed the skills matrix and identified skills gaps in digital, cyber risk, estates and property development, sustainability, senior academic experience, and pensions and remuneration.
- 22.12.11 **AGREED** The skills required by the Court at this time are covered by the role description and no specific criteria will be added.
- 22.12.12 The Clerk to the Court commented that skills gaps could also be filled on an ad hoc basis by inviting independent (non-governor) committee members with relevant expertise to specific discussions at Court meetings.
- 22.12.13 The Vice-Chancellor agreed to send a list of nominees with sustainability skills to the Clerk.
- 22.12.14 Members discussed possible membership of the interview panel.
- 22.12.15 **AGREED** Chair of the Court to appoint the interview panel; panel members may or may not be members of the Governance and Nominations Committee. Three or four members of the panel will interview potential candidates.
- 22.12.15.1 **ACTION Chair of the Court** to nominate four independent governors for the interview panel.
- 22.12.15.2 **ACTION Clerk to the Court** to produce the recruitment timeline.

22.13 DATES OF FUTURE MEETINGS

Wednesday 1 March 2023
Wednesday 17 May 2023
Wednesday 13 September 2023
Wednesday 28 February 2024
Wednesday 15 May 2024

Meetings start at 4.30pm and take place via Microsoft Teams¹.

22.14 ANY OTHER BUSINESS

- 22.14.1 Members did not raise any other items of business.

¹ Onsite facilities can be arranged for those who have difficulties participating remotely