

# Appointments and Governance Committee

**23/01** A meeting of the Committee was held on Tuesday 6 June 2023 at 12.00 pm via Teams.

Present: The President of Council, Helen Gordon (*Chair*)  
Lay Member of the Council, Sian Butler  
The Vice-Chancellor  
The Deputy Vice-Chancellor

By invitation: University Secretary  
Director of Human Resources  
Head of Governance (*Secretary*)

Apologies: Vice-President, Kate Owen  
Vice-President, Kevin Corrigan  
Lay Member of the Council, Sue Maple

The Committee welcomed Sian Butler to her first meeting.

## **23/02 Minutes of the last meeting**

The Committee approved the minutes of the last meeting, held on 17 October 2022, as a correct record.

## **23/03 Matters Arising**

The Committee noted that the report submitted to Council on 23 November 2022 had been accepted, including all changes to membership and that the recommendations in respect of Student Experience Committee membership circulated in February had been approved by the Council on 13 March 2023.

All other matters arising were covered below.

## **23/04 Committees of Selection**

The Committee received and noted two Committee of Selection Reports that had been submitted since the last meeting. The Vice-Chancellor reported that appointments at this level would be in Schools with capacity to grow.

## **23/05 Report of the University Executive Board on matters relevant to the Committee**

There was no report on this occasion.

## **23/06 Membership of the Council in Class 2**

The Committee received and noted membership of the Council in Class 2.

The Committee noted the following vacancies for Lay Members of the Council:

### **Council**

Two lay members (Butler and Plank) reached the end of their first term on 31 July 2023. It was recommended that both were reappointed for a further three years (up to 31 July 2026), and that their membership of or attendance at committees be extended to the same date (that was Audit Committee and Remuneration Committee for Butler, Scrutiny and Finance Committee, Senate, and Fundraising Ethics for Plank).

It was noted that Moses had resigned from Council since the last meeting of the Committee. The Committee agreed not to go out to advert for a replacement; the overheads of advertising and especially the time of those involved interviewing did not justify filling a single vacancy that way. The Council still had a clear lay majority. The next lay member due to leave was Egan, who reached the end of her ninth and final year on 31 December 2024. It was proposed that the Committee in the Autumn Term 2023 consider what particular skills they were looking for in new lay members, and expect to advertise and interview in Summer 2024 so that with effect from the start of the academic year 2024-25, the vacancy for Moses was filled and the vacancy for Egan could shadow until taking up membership on 1 January 2025.

Elections were currently in hand for an academic representative on Council; the Senate representative would be appointed during July 2023.

### **Chairs of Council committees**

Corrigan currently chaired both Scrutiny & Finance Committee (S&FC) and Investments Committee. Council agreed that this was acceptable for one year, but that it would not be appropriate for longer to have the same person chairing a committee which reported to a committee that he also chaired.

It was recommended that Investments Committee report directly to Council. This used to be the arrangement until S&FC's strategic remit was reinforced, and it judged appropriate that it had oversight of Investment Committee's work. Two factors have changed since. Firstly, S&FC had become a scrutinising committee, with Council's primacy in matters of strategy reinforced. Secondly, Investments Committee's terms of reference had broadened to include development. It was currently overseeing work on a new investments strategy which would be a major piece of work for Council to consider.

It was also recommended that Investments Committee be renamed Investments and Development Committee.

## **Honorary Degrees**

The Committee was short of two members of Council. It was suggested that this be raised at the next Council meeting in order to gather interest.

## **Appointments and Governance Committee**

A vacancy vice Magee remained open whilst the future remit of this committee was considered.

## **Audit Committee**

The current membership of the Audit Committee was increased a few years ago because of concerns about attendance and quoracy. The advent of Teams meant that this was no longer a concern. One of the externally appointed members (Steve Sherman) wished to stand down. Audit Committee had agreed at its meeting on 27 May 2023 that it did not feel it necessary to replace him, and recommend instead that the current membership be amended from “Four lay members of Council and no fewer than two/no more than three further lay members appointed by the Council, not necessarily from its own number” be amended to “Four lay members and at least one further member appointed by the Council, not necessarily from among its own number.”

The Committee approved the recommendations in respect of Council membership of Committees.

[Redacted, Section 40].

### **23/07 Chair’s Action**

The Committee noted that the Chair of the Council approved, by Chair’s action, the appointment of three external members to the new Commercial Advisory Group and their remuneration.

### **23/08 Date of next meeting**

Monday 16 October 2023 at 1.30 pm

Thursday 1 February 2024 at 3.30 pm

Tuesday 4 June 2024 at 12.00 pm