

Appointments and Governance Committee

23/09 A meeting of the Committee was held on Monday 21 August 2023 at 3.00 pm via Teams.

Present: The President of Council, Helen Gordon
 Vice-President, Kate Owen (*Chair*)
 Vice-President, Kevin Corrigan
 Lay Member of the Council, Sue Maple
 The Vice-Chancellor

By invitation: University Secretary
 Director of Human Resources (recused for 23/13)

Apologies: Sian Butler, the Deputy Vice-Chancellor and the Head of Governance

23/10 Minutes of the last meeting

The Committee approved the minutes of the last meeting, held on 6 June 2023, as a correct record.

23/11 Matters Arising

The Committee noted that the report submitted to Council on 3 July 2023 had been accepted, including all changes to committee membership.

The Chair advised that she and the University Secretary were in discussion as to the implementation of the discussion held last term about the relationship between this committee and the Remuneration Committee.

The Chair also advised that Kevin Corrigan would continue as Chair of the Scrutiny and Finance Committee, while she would step down as Chair of the Student Experience Committee during 2023-24, with a recommendation as to her replacement coming to the next meeting of this committee.

All other matters arising were covered below.

23/12 Appointment of UEB Members

The Committee received a paper from the Vice-Chancellor in respect of the composition of UEB from 2023/24.

In particular the Committee were asked to consider:

- Plans to appoint a Pro-Vice-Chancellor (Academic Planning and Resource) following the departure of Professor Mark Fellowes
- The appointment of senior financial officer as a member of UEB
- The reappointment of Professor Parveen Yaqoob as Deputy Vice-Chancellor for a third term of two years.

PVC (AP&R) - Professor Mark Fellowes [redacted, section 40] last day at the University of Reading was 31 August 2023. The role of PVC (Academic Resources & Planning) was a critical one, involving co-chairing the planning process and line-managing the Heads of School (except the Head of School of ISLI), and working closely with the Dean of the Henley Business School on their financial sustainability. The Vice-Chancellor had taken the opportunity to reduce the remit of this role with the appointment of Caroline Baylon as PVC International. The PVC International would now assume responsibility for Marketing, Communications and Engagement and Global Recruitment and Admissions. The Vice-Chancellor had also taken on the overall leadership responsibility of Environmental Sustainability.

After discussion between the Vice-Chancellor and the President, Professor Dominik Zaum had been appointed interim PVC (Academic Planning & Resource) for a period of 6 months to ensure continuity for the planning process for the 2024/25 academic year. Professor Zaum would relinquish his 0.8 FTE job-share as PVC (Research and Innovation) for this period. Professor Parveen Yaqoob will exercise the role of PVC (Research & Innovation) at 1.0 FTE (up from her current 0.6 FTE) for this six-month period. This arrangement represented a 0.4 FTE reduction of the total capacity of UEB. The Vice-Chancellor had agreed a division of responsibilities between Professors Yaqoob and Zaum in respect to strategic and ongoing projects.

In view of the criticality of the post of PVC (Academic Planning & Resource), it was proposed that the substantive post would be filled following an internal (only) appointment process during the 2023/24 autumn term.

The Committee discussed the proposal. It challenged the Vice-Chancellor as to why this post was not being advertised externally. He replied that the planning process, for which this role was primarily responsible, had recently been reviewed and found to be in good order. As a consequence, there was not a need at this time for an external perspective on the planning process. In addition, he advised that with the last PVC appointment (PVC International) being external, he judged that an internal appointment would ensure the right balance on UEB. The Committee were supportive of the Vice-Chancellor's arguments and agreed to recommend to Council that the post of Pro-Vice-Chancellor (Academic Planning and Resource) be filled on a substantive basis following an internal only appointment process. The Committee also agreed to the establishment of a Selection Committee chaired by the President and with a membership to be determined.

Senior Finance Officer - Following the departure of the Chief Financial Officer her position on the board was replaced on a temporary basis by the appointment of the Director of Finance, Andrew Grice, who had been the University's designated senior finance officer. He had retained his Head of Function role and assumed most of the former CFO's ongoing activities with a revised Job Description to reflect the additional board level responsibilities. This arrangement had worked well and positive feedback had been received.

A permanent appointment of the University's senior financial officer was now required. Given the centrality of finance to the University's strategic decision-making in the period ahead, it was imperative that the most senior financial officer remained a core member of the University Executive Board. The appointment should include full membership of UEB as a Non-Academic Officer, as defined in Ordinance B3, and the appointment process for this role was therefore a matter of Appointments and Governance Committee.

The Job Description would not include several responsibilities that the former CFO held which had now transferred to other UEB members, most notably:

- oversight of the Commercial function of the University, which now sat with the PVC Professor Dominik Zaum as chair of the Commercial Advisory Group
- represent the University at external business and employer bodies (e.g. CBI, TVCC, LEP and REDA), which was shared between the Vice-Chancellor and Professor Zaum.

It was proposed that Appointments and Governance Committee establishes a selection committee to determine and implement the selection process to be used. If possible, this post would be filled following an internal (only) appointment process during the 2023/24 autumn term. The selection committee might decide, following advice from the Director of HR, that this was one of those occasions where rather than advertising a role, a single candidate could be interviewed.

After lengthy discussion, the Committee agreed to recommend the proposal to the Council. It recognised that it was possible that the proposed arrangement might produce a result in which some of the advantages of the former CFO role may not be translated into the new arrangement. The Vice-Chancellor was asked to identify any significant gaps and suggest how to fill them as part of this selection process.

Deputy Vice-Chancellor - Professor Parveen Yaqoob's second term of office as DVC would come to an end on 31 December 2023 and a decision would need to be taken as to which PVC was designated DVC from that date.

It was noted that, in June 2013, the Council agreed a recommendation from the Appointments and Governance Committee that the designation of 'Deputy Vice-Chancellor' be accorded to one of the Pro-Vice-Chancellors on a two-yearly 'rotation' (with a maximum of two such 'rotations' for the same individual). Such a limit in the number of 'rotations' was not included in the University's Ordinances.

In view of the performance of Professor Yaqoob in this role, notably deputising for the Vice-Chancellor when away from the University, leading on key activities and events, and recognising the changes already happening amongst UEB members, it was proposed that Appointments and Governance Committee recommend to Council, by exception, that Professor Yaqoob was appointed as DVC for a third two-year term, subject to her continuing as a PVC.

No separate appointment process was required for the post of DVC under Ordinances B2.

The Committee approved the proposal for recommendation to the Council.

A further paper would be submitted to the Committee at a future meeting in respect of the Pro-Vice-Chancellor Research and Innovation appointment which would come to an end in 2024/25.

23/13 Consultation on the Directorate Model

The Committee received the consultation document for the Directorate model. The Committee were asked:

- a) for any comments on the document or attached job descriptions
- b) to agree that it was content from a governance perspective with the process outlined for appointing Heads of Directorate

The Committee were supportive of the document and job descriptions, though a simplification of some of the longer elements of the job descriptions was requested. It asked that either through amendment to the job descriptions, or through the development of the selection criteria for the interview process, it was made clear that successful candidates were expected to lead and deliver on significant change, and would need the commitment and resolve to achieve this.

The Director of HR left the meeting.

The Committee approved for its part the translation of the four specified existing Head of Function roles into the relevant Head of Directorate roles, as normal HR practice. However, it asked that informal discussions take place with these four colleagues to ensure that they had understood and embraced the need for and demonstrated their capacity to deliver transformational change.

23/14 Dates of meetings 2023/24

Friday 13 October 2023 at 9.00 am

Thursday 1 February 2024 at 3.30 pm

Tuesday 4 June 2024 at 12.00 pm