

# **MINUTES**

#### **NOMINATIONS AND GOVERNANCE COMMITTEE, NG-61**

Date: Friday 13 October 2023 Time: 0930

Location: CA306 or Click here to join the 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.

Members				
Jonathan Chapman (Chair)	External Member	Р		
Kevin Gould (Dep Chair)	External Member	P(T)		
Juliet Oosthuysen	External Member	Р		
Colin Hughes	External Member	Р		
Saima Hussain	Staff Governor	Р		
Olayemi Ajiteru	Student Governor	Р		
In attendance				
Prof Martin Jones	Vice Chancellor	IA		
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA		

P = Present; A = Apologies; Ab = Absent; L = Late; IA = In Attendance

1 MEETING MANAGEMENT			
683	There were no apologies for absence.		
684	There were no new Declarations of Interest.		
685	The Committee noted the following Membership of the Committee for 2023-24:		
	Constitution	MEMBERSHIP	
	External Members	Jonathan Chapman (Chair)	
		Colin Hughes	
		Kevin Gould (Dep Chair)	
		Juliet Oosthuysen	
	Student		
	Representative	Olayemi Ajiteru	
	Staff Representative	Saima Hussain	
	In attendance	Professor Martin Jones, Vice Chancellor	
		Ian Blachford, Chief Operating Officer & Clerk to the Board	
686	The Minutes of the last meeting of the Committee, 9 May 2023 NG/61/01 were confirmed as a true and accurate record.		
687	Matters arising:		
	<ul> <li>Minute 2819 of the Board of Governors – Renewals – Governor Term of Office and Independen Update – to note the Board of Governors approved the terms of office as recommended by the Nomi Governance Committee.</li> </ul>		

- Minute 2819 Proposed Membership of Sub-Committees of the Board 2023-2024 to note that following
  approval at the May 2023 Committee meeting, this had been approved by the Board of Governors at its meeting on 28
  June 2023.
- Minute 646 Student Governor Update to note that Olayemi Ajiteru, as President would serve as Student Governor One (Nominations & Governance and Strategy & Performance Committee) on the Board, and that Leonard Stuart, as Vice President, was Student Governor Two (Sustainability & Resources Committee).
- The \*Overview of Annual Committee Business for 2023-24\* NG/61/02 was noted.

### 2 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)

- The Committee received and approved the **Committee Terms of Reference for 2023-24** NG/61/03 agreeing to refer these through to Board of Governors for formal approval.
- The Committee noted an update on the **Chair's Face-to-Face Meetings with Governors** NG/61/04, presented by the Chair of the Board, highlighting the following:

A full round of 1-1 meetings between individual governors and the Chair of the Board has been completed. These are undertaken regularly to take a temperature check on how the Board is performing, provide governors with an opportunity to reflect on where the Board might consider improving its performance, and to provide a two-way support and critique conversation between the Chair and each governor.

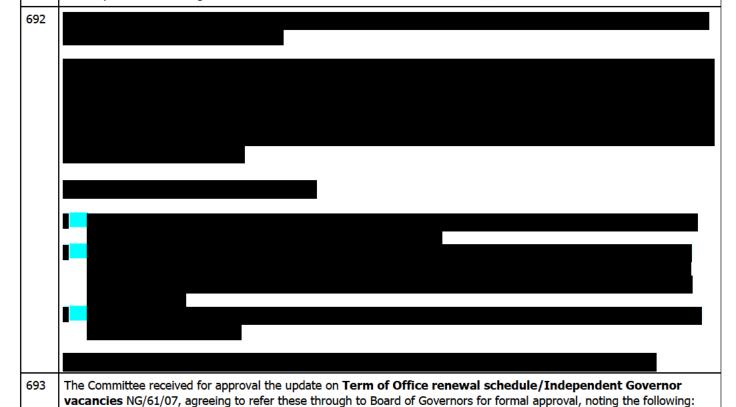
Views on the way the Board operates - the quality of discussion, input from Exec colleagues, and above all the openness and transparency across the Board and university leadership - were wholly positive. With regard to the University's position overall, governors recognised that we are pursuing a fresh strategy in a challenging environment.

Members and attendees commented as follows:

- It was commented that the face-to-face sessions were very valuable and were valued by the governors. Discussion followed regarding other opportunities for governors to meet, with and without Executive present. It was agreed that Colin Hughes would consider how to engage with the governors outside of the formal meetings.
- It was highlighted that constructive challenge was an important feature of the relationship and therefore this could be reflected upon further with the Advance HE survey of governors as part of the governance effectiveness review
- It was agreed that Jonathan Chapman would contact the governors about the Chair's willingness to engage in dialogue outside of the formal meetings.

The report was noted.

The Committee received the **Governance Effectiveness Review** NG/61/05 and it was noted that the findings would be shared prior to the strategic event and the event itself would focus on feedback, reflections and future actions.



The Board of Governors currently has two vacancies for independent governors, following the changes reported at the last Board of Governors meeting. One of these vacancies was to be filled by Kieran Myall, however, due to work commitments he was unable to accept the role at this time. Consequently, the Clerk to the Board has been liaising with Nurole to undertake the search for two independent governors, with a focus on a positive action approach, specifically in relation to gender. Four candidates were shortlisted following the closing date and the interviews are being held on 6 and 12 October 2023, with an additional candidate identified through the University's networks, making five in total.

Members and attendees commented as follows:

- An update was provided on the recent recruitment process. Three candidates, Josie Morris, Gemma Brierley and Mandy Beech would be recommended to the Board of Governors.
- Ian Blachford would circulate the CVs of the three individuals to all members of the Committee for information following the meeting.
- It was noted that Kim Newell Chebator and Martin Pugh probationary year would be considered at the summer meeting and that Mohit Dhingra would be considered for a second term of office.
- 694 The Committee considered a paper regarding the Chancellor role NG/61/08 and the following was noted:

Lord Stafford DL FRAgS has decided to stand down from the role of Chancellor of Staffordshire University by 2024. Therefore the university has been keen to secure a new Chancellor and nominations have been sought from stakeholders for an inspirational and recognisable public figure and a positive role model who can help to raise the profile of the University, inspire students and the wider University community. An online nomination form was sent to all members of staff, students, alumni and governors.



#### **3 FOR INFORMATION**

- The Committee received for information the paper on \*Attendance at Board and Committee meetings (August 2022 July 2023)\* NG/61/09.
- The Committee received for information the paper on \*Declarations of Interests for 2023-2024\* NG/61/10.

## **4 ADDITIONAL MATTERS**

- 697 There were no additional matters.
- 698 Items to be referred to Board of Governors:

#### **Approval**

- a) Minute 689 Committee Terms of Reference 2023-24 NG/61/03
- b) Minute 693 Term of Office Renewal Schedule/Independent Governor Vacancies NG/61/07

	c) Minute 694 – Chancellor Role NG/61/08	
699	Next meeting: Wednesday 8 May 2024 (Microsoft Teams online meeting)	