

Restricted Minutes

Appointments and Governance Committee

18/20 A meeting of the Appointments and Governance Committee was held in Committee Room 2, Whiteknights House on Tuesday 22 October 2018 at 1.00 pm.

Present:

The President of Council (Dr P.R. Preston) (Chair)
The Acting Vice-Chancellor
Professor Gavin Brooks (for Minutes 18/20 to 18/35 only)
Professor Simon Chandler-Wilde
Vice-President, Mr Robin Evans
Vice-President, Mrs Kate Owen
Lay Member of the Council, Mr Steve Sherman
Lay Member of the Council, Mrs Sue Woodman

In attendance:

University Secretary (Dr R.J. Messer)
Head of Governance (Ms L.V. Sharman)

18/21 The Minutes (18/11-18/19) of the meetings held on 12 June 2018 were approved.

Arising on the Minutes:

Minute 18/15 Membership of the Council

Report that, at its meeting on 9 July 2018 the Council agreed that:

- a) Mr R.E.R. Evans be re-appointed to the Appointments and Governance Committee to serve until 31 July 2021;
- b) Professor S.N. Chandler-Wilde be re-appointed to the Appointments and Governance Committee to serve until 31 July 2020;
- c) Dr B. Rawal be appointed to the Joint Standing Committee of the Council and the Senate on Honorary Degrees to serve until 31 December 2018;
- d) Dr S. Weston, Academic Director of Teaching and Learning, University of Reading Malaysia, be appointed to the Student Experience Committee in an *ex officio* capacity;

That a report that the University remains fully compliant with the CUC Code of Practice, now submitted, be approved.

Matters for Report

18/22 Membership and Terms of Reference of the Appointments and Governance Committee (Item 2)

The Committee received a statement of its Membership and Terms of Reference.

18/23 Disclosure of Interests (Item 3)

The Committee received and noted a paper from the University Secretary in regard to Disclosure of Interests.

The Committee noted the Risk Register for 2018/19.

18/24 Reports of Committees of Selection (Item 4)

There were no reports on this occasion.

18/25 Report of the University Executive Board (Item 5)

There was no report on this occasion.

18/26 Transitional Arrangements in 2018/19 (Item 6)

The Committee noted that following the resignation of Sir David Bell as Vice-Chancellor that the following transitional appointments had been made for 2018/19:

Professor Robert Van de Noort had been appointed as Acting Vice Chancellor;

Professor Gavin Brooks had been appointed as Deputy Vice-Chancellor;

Professor Mark Fellowes had been appointed as fixed-term Pro-Vice-Chancellor (Academic Planning and Resource).

The Committee noted that during the transition period members of the University Executive Board had allocated duties amongst themselves.

Appointments Matters for Discussion and Decision

18/27 Update on the Appointment of the Vice-Chancellor

The Committee received an update from the University Secretary on the appointment of the Vice-Chancellor.

It was noted that the Selection Committee met for the first time on Tuesday 25 September. It had received an oral report from Odgers on the opinions of a wide variety of the University's staff and students on what

the University should be looking for in its next Vice-Chancellor. Having due regard to these opinions, the Selection Committee approved the advertisement, and job description. The advertisement appeared in the Times Higher Education on 4 October, in jobs.ac.uk at the same time, and in the Chronicle and the Sunday Times.

Odgers had provided a report as at 12 October which detailed the early position as to interest in the role, with an update as of 19 October. There had been two applications; 17 examples where there was initial interest; 28 examples where contact had been made without reply as yet; and 10 examples where contact was made but there was no interest.

The timeline for the process was as follows:

- Second meeting of the Selection Committee - Wednesday 28 November 1.00, to agree a long-list of candidates
- Third meeting of the Selection Committee - Thursday 24 January 10.00, to agree a short-list of candidates
- Thursday 14 February: three interview panels, one of academic staff, one of professional and managerial staff, and one of students; with perhaps in addition a presentation to the Leadership Group
- Final meeting of the Selection Committee - Friday 15 February 2019, to receive the reports of the three interview panels and of the Leadership Group, to interview the shortlisted candidates, and to make its decision
- Late-February, early March: Council meets to approve the recommendation of the Selection Committee

18/28 Membership of the Council (Item 4)

The Committee received a statement of the present overall position in respect of lay membership of the Council.

The Committee noted that the Effectiveness Review of the Council had agreed that it was important to maintain a lay majority of 15 (current membership was 12).

It was agreed to **recommend** to the Council that Egan and Rawal, whose first term of office finishes on 31 December 2018, be extended for a further three years to 31 December 2021.

Two lay members (Erskine and Sherman) would complete their ninth and final year on 31 July 2019; their departure would leave the Council with 10 lay members.

The Committee agreed to recommend to the Council that a process be undertaken to appoint to the lay membership. The University Secretary agreed to circulate a draft advert for consideration by the Committee. The University would then advertise the vacancies on the Advance HE board vacancy portal as well as selected publications.

In regard to membership of specific committees:

- Strategy and Finance Committee – Dr Erskine and Mr Sherman’s final period of office would come to an end on 31 July 2019. The Committee agreed to **recommend** that one of the vacancies be filled by Mrs Helen Gordon from 1 August 2019 to 31 July 2020 in the first instance. The remaining vacancy would be filled following the recruitment process for new lay members.
- Appointments and Governance Committee, and Remuneration Committee – Mr Sherman’s final period of office would come to an end on 31 July 2019. The Committee recognised the advantage of having more HR expertise on these committees. It was agreed it would pause seeking a replacement at the current time and would await the outcome of the recruitment process for new lay members. Consideration would also be given to co-opting a current practitioner.
- Audit – As reported at the last meeting [redacted, sec 40], the intended replacement for Mr Hawker as an external member of the Audit Committee, had declined to join the Committee. The Chair of the Audit Committee had expressed some concerns about the quoracy of the Committee and had **recommended** that lay membership be increased to six members; the Appointments and Governance Committee was supportive of this proposal. The Committee agreed to **recommend** that [redacted, sec 40] become a co-opted member of the Audit Committee from 1 August 2019. The advert for new lay members would seek individuals with an audit background. The Committee also agreed to **recommend** that external membership be increased from 5 to 6 but that the quoracy remain at 3.
- Student Experience Committee – Mr Corrigan had resigned from membership of the Student Experience Committee. As Student Experience Committee already had three other lay members (Gordon, Owen, Rawal) it was agreed to await the results of the recruitment process for new lay members. The Vice-President (Mrs Owen) informed the Committee that she wished to invite the Chief Executive of the Students’ Union to meetings occasionally to provide some continuity with the Students’ Union. The Committee was supportive of this proposal noting that if regular attendance was required that a recommendation to that effect would be made.

18/29 Policy on the Recruitment of lay members (Item 8)

The Committee received a policy on the recruitment of lay members. The Committee approved the policy subject to amendments, as follows:

1. 'Our normal practice is'
2. 'and to take proactive measures to increase diversity'
3. 'to ensure that recruitment material conveys a genuine commitment to a diverse Council'
4. 'convey in recruitment material a genuine commitment for a diverse Council'

Several members of the Committee also suggested that the wording try to attract younger members.

18/30 Succession Planning (Item 9)

The Committee received and noted an update from the University Secretary in respect of senior staff appointed from their substantive post to senior fixed term posts, such as Deans and Pro-Vice-Chancellors.

The Committee sought assurance that the University Executive Board was preparing for succession planning in key roles. The Acting Vice-Chancellor was asked to consider this matter further, identifying any gaps in the pipeline, and report back to the next meeting of the Committee.

The Committee would welcome a report from the Vice-Chancellor on this matter on an annual basis.

18/31 Update from the University Secretary on the Personal Titles Process (Item 10)

The Committee noted that following the 2017/18 Personal Titles process eleven appeals were received (in context 101 applications were considered overall, 74 were successful, 27 unsuccessful). The Chair of the Appeals Committee (Howard Palmer, former lay member of Council) had deemed that five of the appeals were eligible.

The appeals were heard on 17 October 2018 and it was noted that two of the appeals were upheld and would be referred back to the University Committee on procedural grounds.

[Redacted, sec 43]. The University Secretary informed the Committee that the Vice-Chancellor had given feedback to the Dean, and that general advice had been given to all Heads of School.

Report from the President on the annual appraisal of Council members and feedback on the operation of Council

The Committee discussed how best to undertake a regular appraisal of Council members. It was agreed that an annual self-assessment questionnaire would be sent to all Council members. The responses to these questionnaires would be considered by the President who would hold one to one meetings on a rolling programme where necessary. The President of Council and the University Secretary agreed to discuss this matter further.

Update on the Effectiveness Review of Council

The Committee received and noted an update on the fourteen recommendations of the review of the effectiveness of the Council.

Recommendation 1 (That the Vice-Chancellor be asked to lead a discussion at a future meeting of the Council on the University's values, including what they are, how they were arrived at, and how they are embedded within the University; 2. That Council for its part, subsequent to this discussion, considers how best it might fulfil its duty to safeguard the values of the University).

The Acting Vice-Chancellor should consider as part of the work being undertaken on the strategy refresh the underlying values that underpin the strategy. This work should be undertaken ahead of the appointment of the new Vice-Chancellor.

Recommendation 3 (That while it should continue to approve the University overarching mission and strategy, and any other strategies required by external regulators, it should for now, and as part of the Council's work during 2018-19, request assurance from the Vice-Chancellor and the Chief Strategy Officer & University Secretary as to the coherence across existing strategies, and that arrangements are in place to ensure coherence as strategies are renewed and replaced. In particular, that the Council should receive assurance as to the coherence of the long term academic plans of the University).

The University Executive Board would consider this further and would report back to the Council in the Spring or Summer 2019.

Recommendation 4 (That the Council seek to appoint a lay member with some experience of higher education, who can help interrogate the reports coming to Council from an informed perspective, and can in time help advise how best Council might deal with academic governance matters).

The Committee had agreed that an advert would be placed to recruit more lay members (see minute 18/28).

Recommendation 5 (That, in addition to routine reports for note, the Council is advised of the matters of academic governance which the University is at present most engaged in, and can ask for a detailed, self-standing paper on any such matter, for discussion).

The Committee was supportive of the proposal that Professor Brooks leads a session on how the University assures itself of the quality of the degrees it awards.

Recommendation 6 (*That the Appointments and Governance Committee be charged with considering this matter [that is, how formally and informally Council and its lay members can hear the staff voice] in more detail at its next meeting, including which if any committee of the Council be charged with ongoing responsibility for considering and bringing to Council the staff voice*).

The Committee discussed the possibility of a 'buddying' system with School and Functions; the University Secretary agreed to take this proposal forward. Consideration would also be given to inviting staff to attend particular meetings and increasing tours of various parts of the University.

Recommendation 7 (*The group deemed the current maximum size of Council (29) as too large. It recommends the following membership, totalling 27*).

Lay member vacancies would be advertised later in the term.

Recommendation 8 (*That the Council agenda is divided into:(a) Welcome, minutes and matters arising (b) One or two items that would take about an hour and a quarter, on strategy and/or a major decision which Council is being asked to make (c) The report of the Vice-Chancellor(d) One or two items of governance, with in depth papers written on matters of particular relevance (e) A list of any matters for which Council approval is being sought (f) Reports of Committees, for information only, and for which no discussion is expected*).

The Committee agreed that during the Spring Term a key topic would be a report from the Student Experience Committee on student welfare including mental health. For the November meeting a presentation would be given by Professor Wing Lam on the University of Reading Malaysia in addition to the session from Professor Brooks. At the dinner the evening before Council, the Acting Vice-Chancellor would lead a discussion on strategy.

Recommendation 11 (*That the secretary to the Council to begin the process of drawing up a skills matrix of members of Council, drawing on good practice elsewhere identified by the CUC*).

The Committee received a draft skills matrix for consideration. It was suggested that columns be added for Governance, and Diversity & Inclusion implementation. Council members would be asked to score each column high/medium/low. The matrix would be used to identify skill gaps.

Recommendations 9 (*Changes to how Council meeting operates*), 10 (*more informal visits to the University*) 12 (*visits to relevant places*), 13 (*Operation of the Strategy and Finance Committee*), 14 (*remit of Investments Committee and Strategy and Finance Committee*), would be taken forward by the President and University Secretary.

18/33 Office for Students Consultation (OfS) (Item 12)

The University Secretary informed the Committee that the University had successfully completed its initial registration. The University was subject to enhanced monitoring in the areas of access and participation and would need to submit a further report in February 2019.

Having passed initial registration the University was now working on full registration, which was due in August 2019.

18/34 Prevent Duty (Item 12)

The Committee received a report from the Prevent Duty Implementation Group. The Committee:

- 1) Agreed that the Annual Report on the Prevent Duty be submitted to the Council on 28 November 2018.
- 2) Approved the Prevent Annual Data Return for 2017/18 for submission to the OfS
- 3) Approved the signing of the Prevent Annual Accountability Statement for submission to the OfS
- 4) Noted the Prevent Duty: Framework for monitoring in Higher Education in England 2018/19 onwards.

The Committee asked the University Secretary to circulate an amended document which more clearly showed how the University was meeting each of OfS' questions.

18/35 Campaigns and Supporter Engagement Code of Governance Statement (Item 13)

The Committee received and noted the Campaigns and Supporter Engagement Governance Statement for 2017/18 for submission to the Council.

18/36 Reserved Business – Pro-Vice-Chancellor (Teaching and Learning)

[Professor Brooks was excused for this item]

[Redacted, sec 43]

18/37 Dates of meetings in the Session 2018/19

Meetings of the Appointments Committee in the Session 2018-19 had been scheduled for:

Tuesday 29 January 2019 at 3.30pm

Tuesday 11 June 2019 at 12.00pm