

Restricted Minutes

Appointments and Governance Committee

18/11 A meeting of the Appointments and Governance Committee was held in Committee Room 2, Whiteknights House on Tuesday 12 June 2018 at 12.30 pm.

Present:

The President of Council (Dr P.R. Preston) (Chair)
The Vice-Chancellor
Professor Gavin Brooks
Professor Chandler-Wilde
Mr Robin Evans
Mrs Owen
Mr Steve Sherman

In attendance:

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

Apologies were received from Mrs Woodman and Mrs Owen.

18/12 The Minutes (18/01-18/10) of the meetings held on 30 January 2018 were approved.

Arising on the Minutes:

Minute 18/07 Membership of the Council and Committee Vacancies
Report that, at its meeting on 30 March 2018, the Council approved that:

- a) Mr R.E.R. Evans be re-appointed to the Council in Class 2 for a period of three years to 31 July 2021, and that he be re-appointed as Chair of the Remuneration Committee
- b) Mr S.C.C Pryce be appointed as Chair of the Investments Committee for the period 1 April 2018 to 31 July 2019

Matters for Report

18/13 Reports of Committees of Selection (Item 2)

There were no reports on this occasion.

18/14 Report of the University Executive Board (Item 3)

There was no report on this occasion.

Appointments Matters for Discussion and Decision

18/15 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 also noted that five members (Corrigan, Egan, Preston, Pryce and Rawal) would finish their current three year term during the 2018/19 session, but be eligible for further reappointment, while two (Erskine and Sherman) would finish their current three year term during the 2018/19 session, but not be eligible.

In regard to specific vacancies it was agreed to **recommend** to the Council that:

- a) Mr R. Evans be reappointed to the Appointments and Governance Committee to serve until 31 July 2021.
- b) Professor S. Chandler-Wilde be reappointed to the Appointments and Governance Committee to serve until 31 July 2020.
- c) Dr Bina 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 Sam Weston (Director of Teaching and Learning, University of Reading Malaysia (UoRM)) be appointed to the Student Experience Committee in an *ex officio* capacity. Further consideration would be given in due course as to whether the Vice-Provost and/or the Director of Teaching Learning were appointed in an *ex officio* capacity.

[Redacted, Section 40]. One vacancy for a co-opted member therefore remained (*vice* Mr Hawker).

The University Secretary informed the Committee that the term of office for the current Senate representative on Council (Professor Walker) was due to end on 31 July 2018. Given the ongoing review of the Effectiveness of the Council it was proposed that the Senate be asked to nominate an existing Council members as their representative to serve until 31 July 2019. The Committee was supportive of this approach.

It was noted that Dr Erksine had queried whether the role of Chair of the Henley Business School Advisory Board was associated with a seat on the Council. The Committee confirmed that this was an informal understanding in the aftermath of the 2008 merger but no formal agreement had ever been made to that effect and no other School had an automatic seat on the Council.

Governance Matters for Discussion and Decision

18/16 Report from the President – Review of the Effectiveness of the Council (Item 5)

The President gave a verbal report to the Committee on progress with the Review of the Effectiveness of the Council. In particular it was noted that:

- The Group had met on two occasions to date and was anticipating submitting a report to the meeting of the Council on 9 July 2018.
- A questionnaire had been circulated to members in order to identify areas for improvement.
- Some members were concerned that Council was too large to function effectively. There was support for reducing Council to around 18 (12 Lay and 6 internal) members. There was also support for maintaining the representative nature of the internal membership.
- The Group were supportive of expanding the lay membership to include a representative with experience in higher education in order to provide more understanding of academic standards and academic governance.
- It had been agreed that it would be useful to develop a skills matrix for lay members.
- Council ought to be involved at an earlier stage for projects that were complex, risky and which had a bearing on strategy and long-term investment.
- Consideration was being as to whether Council should meet more frequently; this could have an impact on the timing of some of the Sub-Committee meetings.
- The Group were likely to propose that Council meetings be split into two, with the first part focussing on strategy/discussion/big decision making, followed by matters of governance; similar to the format undertaken by the recent review of the Senate.
- A buddy system between lay members and Schools was under consideration.
- The Group had started a discussion in respect of the number of Sub-Committees. It had been agreed that the Strategy and Finance Committee (S&FC) remained a robust vehicle for challenging the University Executive Board that could not be undertaken by Council to the same degree during its meetings.
- Clarity was emerging as to the relevant remits of S&FC and the Investments Committee, but this would be kept under review.
- Given the requirements of the CUC Code the Council need better oversight of academic matters.

Members of the Committee made the following suggestions in regard to the review:

- Consideration needed to be given to the diversity of members on Council and its Sub-Committees; this was reiterated in area 6 of the

CUC Code. It was suggested that targets be adopted for Council and its Sub-Committees, and that an annual report on progress be reported to the Committee on progress against targets.

- Further work was required to improve the induction process for lay members.
- The seating should be rearranged for Council meetings as at present the Executive dominated the arrangement.
- Lay members should be given the opportunity to inform the agenda for meetings.
- Lay member visits to Schools, buildings or other committee meetings might be beneficial.
- It would be beneficial for lay members to meet with all RUSU officers.

18/17 Office for Students Consultation (OfS) (Item 6)

The University Secretary informed the Committee that the University had submitted the required registration documents to the OfS on 23 May 2018.

The OfS had allocated the University a named individual who would be the University's assessor. All providers had been advised to expect a lot of questions, given that this was a new process, and the OfS themselves were still developing their approach. The University had been advised not to expect a formal decision until mid-September. Work had commenced on the next stage of OfS registration, due for August 2019.

18/18 Update on the CUC Code (Item 7)

The Committee received and noted a progress report from the University Secretary in regard to the CUC Code of Practice. It was noted that a number of these items were now regarded as business as usual. The Committee noted that all of the actions were complete, or, in a small number of cases, and for good reason, were to be completed in the Autumn Term. The Committee noted links to relevant web pages and to Diligent for further information.

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

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

Monday 22 October 2018 at 1.30 pm

Tuesday 29 January 2019 at 3.30pm

Tuesday 11 June 2019 at 12.00pm