

## Appointments and Governance Committee

17/08 A meeting of the Appointments and Governance Committee was held in Room G04, Henley Business School on Tuesday 13 June 2017 at 11.30 am.

Present:

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

In attendance:

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

Apologies were received from Mrs Woodman and Mrs Owen.

17/09 The Minutes (17/01-17/07) of the meeting held on 31 January 2017 were approved.

Arising on the Minutes:

Minute 17/05 Membership of the Council

Report that, at its meeting on 20 March 2017, the Council noted:

‘that, in the course of the Session 2016/17, it would fall to the Appointments and Governance Committee (acting as Nominations Committee) to propose for appointment by the Council two members of the Council in Class 2 (*vice* Mr T. Bartlam and Mr H.W.A. Palmer) to serve for the period from 1 August 2017. The Committee, having considered the size of the Council, had agreed to keep one of the posts vacant for the time being, which would still maintain a lay majority on the Council. The Council confirmed its support for this course of action’.

Minute 17/05 Membership of the Council

Report that, at its meeting on 20 March 2017, the Council agreed that:

“Ms Helen Gordon be appointed to membership of the Council in Class 2 (*vice* Mr T. Bartlam) for the period from 1 August 2017 to 31 July 2020.”

## **Matters for Report**

### 17/10 Reports of Committees of Selection (Item 2)

The Committee received the Reports of the Committees of Selection for:

- i) Chief Financial Officer
- ii) Professor in Entrepreneurship and the Creative Industries
- iii) Director of Strategic Marketing
- iv) Professor in Leadership
- v) Professor in Accounting

### 17/11 Report of the University Executive Board (Item 3)

The Committee received a report from the University Executive Board on matters relevant to the Appointments and Governance Committee.

In particular the Committee noted that the General Data Protection Regulation would come into force on 25 May 2018 replacing the Data Protection Act. The University Executive Board had established a Steering and Working Group to develop an action plan, and co-ordinate and implement the new data protection requirements. It was noted that implementation of the requirements of the Regulation would entail a significant piece of work. The University Secretary informed the Committee that Audit Committee had expressed an interest in the Regulation and that Internal Audit Services would undertake an audit in this area in due course.

## **Appointments Matters for Discussion and Decision**

### 17/12 Appointment of the Deputy Vice-Chancellor (Item 4)

The Committee approved for recommendation to the Council that Professor Robert Van de Noort be appointed as Deputy Vice-Chancellor for a four year period from 1 August 2018 to 31 July 2022.

{REDACTED SEC 40}

### 17/13 University Executive Board (Item 5)

The Committee received a discussion paper, produced by the Vice-Chancellor, in regard to the diversity of the membership of the University Executive Board (UEB). It was noted that of a board of seven, there was one woman and no representation from Black, Asian and minority ethnic (BAME) colleagues. Targets for diversity and inclusion were set in 2016, including a commitment to having 30% women on University key committees (including UEB) and that all committees would match academic staff BAME by 2020.

The Vice-Chancellor informed the Committee that in addition to discussions around diversity inclusion he had been giving thought to the size of UEB given the demands on a small management team. The Committee noted that there were a number of missed opportunities and risks that arose from the current composition of UEB.

The Vice-Chancellor informed the Committee that the Leadership Group had discussed a number of options including: making no immediate change and allowing natural turnover to happen; increasing the size of UEB with another PVC role; rotating additional members; review the size of UEB in light of the Medical School discussion; involving members of Leadership Group. Members of the Leadership Group had expressed a range of view in regard to the options proposed.

It was noted that issues of diversity and inclusion in senior leadership roles were common within the sector. The Dean for Diversity and Inclusion (Professor Chandler-Wilde) outlined work being undertaken within the University to develop action plans and targets for improving gender and BAME representation which would help in the future to ensure greater diversity of staff.

The Committee discussed the options outlined in the paper and expressed a variety of views. Members were broadly in favour of a cautious approach with natural turn over, particularly given that two UEB positions would become open over the next two years. A number expressed a view that additional PVCs should only be created if a full role was required and that there should be no tokenism. In addition, in the spirit of openness, there was some support for the idea of inviting observers to UEB. The President of the Council reminded the Committee that UEB were charged by the Council with the performance of the University and that as such the overriding concern was to appoint the right people with the right skills and strengths. It was suggested that skills around high level project management and commercial experience might be desirable, and that potentially the appointment might be a non-academic.

The Committee noted that as a next step the Vice-Chancellor intended to circulate the revised paper to the Leadership Group. The Committee agreed that it would be useful to include as part of that paper the progress made to date with regard to diversity and inclusion targets.

The Committee discussed the upcoming post of Pro-Vice-Chancellor Research and Innovation. It was agreed that the post would be advertised, internally in the first instance, in the Autumn Term 2017 for appointment from 1 August 2018. It was agreed that a Committee of Selection be established, to be chaired by the President of the Council; advice would be sought from the Deans for Diversity and Inclusion.

17/14 Appointment of the Provost at the University of Reading Malaysia (Item 6)

The Vice-Chancellor informed the Committee that the selection process was underway with long listing to be held later in the month with final selection early September.

17/15 Membership of the Council (Item 7)

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

The Committee noted that in the course of the Session 2016/17, it would fall to it (acting as Nominations Committee) to propose for appointment by the Council two members of the Council in Class 2 (*vice* REDACTED SEC 40) to serve for the period from 1 August 2017. [REDACTED SECTION 40]

The Council, had previously agreed to keep one of the posts vacant for the time being, which would still maintain a lay majority on the Council. It was now proposed that Council for the time being function with 14 lay members and 12 internal members, keeping the two lay vacancies unfilled. The Committee agreed that a Council size of 20-26 felt intuitively more productive. The University Secretary was asked to assure members that achieving a quorum for the Council would not be adversely threatened by the reduction in size, and to review this against recent attendance at Council meetings.

The Vice-Chancellor reminded the Committee that the pipeline of potential new lay members was quite limited. The Committee agreed that if any other lay members resigned it would be necessary to review internal University membership. The University Secretary was asked to produce a paper for the next meeting on the skills gap within the Council.

In regard to the post of Vice-President, held by Mrs Woodman to 31 July 2017, the President of the Council informed the Committee that he intended to write around to all eligible members of the Council to seek any expressions of interest. A recommendation would be circulated from the President to members between meetings for approval. Mrs Woodman had agreed to remain in post until an appointment was made.

The Committee agreed that:

- 1) Mr T. Beardmore-Gray be re-appointed to membership of the Council in Class 2 for the period from 1 August 2017 to 31 July 2020.
- 2) Lord Crisp be re-appointed to membership of the Council in Class 2 for the period from 1 August 2017 to 31 July 2020.
- 3) Ms S. Woodman be re-appointed to membership of the Council in Class 2 for the period from 1 August 2017 to 31 July 2020.

- 4) Ms S. Woodman be re-appointed as Vice-President of the Council for a further period beyond 31 July 2017 until the next Vice-President is approved.

17/16 Committee Vacancies (Item 8)

The Committee agreed to recommend to the Council that:

**Audit Committee**

The President of the Council, for recommendation of the Chair of Audit Committee, approve on the Committee's behalf a replacement for Mr T. Bartlam from 1 August 2017 on the Audit Committee.

**Joint Standing Committee of the Council and the Senate on Honorary Degrees**

Ms H. Gordon be appointed to the Joint Standing Committee for the period from 1 August 2017 to 31 July 2020.

**Investments Committee**

Mr K. Corrigan (currently a co-opted member) be appointed to the lay member of Council vacancy as a member of the Investments Committee (vice Bartlam) for the period from 1 August 2017 to 31 July 2019.

Mr R. Evans be re-appointed as Chair of the Investments Committee for the period from 1 August 2017 to 31 July 2018 to be coterminous with his current period as Vice-President.

The President proposed that Investments Committee should take greater responsibility for the University's Investment Strategy and review strategic investment options. With this additional remit it was proposed that in the future Investments Committee report directly to the Council rather than through the Strategy and Finance Committee.

**Student Experience Committee**

Ms H. Gordon be appointed to the Student Experience Committee for the period from 1 August 2017 to 31 July 2020.

The Deans for Diversity and Inclusion be regularly invited to the Student Experience Committee.

**Appeals Panel - University Personal Titles Committee**

Mr H. Palmer to re-appointed as Chair of the Appeals Panel against the University Personal Titles Committee for the period from 1 August 2017 to 31 July 2020.

17/17 Membership of the Court (Item 9)

The Committee noted that membership of the Court was reviewed for the annual meeting in 2016 (90<sup>th</sup> anniversary year). Following this the Vice-Chancellor agreed that membership should move from a permanent membership to a rolling membership which would be reviewed and updated annually.

Ordinance A7 stated that membership of the Court should comprise:

The Chancellor;  
The Members of the Council;  
The Members of the Senate; and  
Such other persons as the Council on the recommendation of the Appointments and Governance Committee shall determine from time to time, who will normally be appointed for a period of no more than five years and who shall be eligible for reappointment.

It is recommended that whilst the Chancellor, Council, and Senate would continue to be members of the Court, other members should be invited on a rolling basis, reviewed annually. This structure would ensure that membership was comprised of the University's strategically important stakeholders. The following categories of membership were proposed:

- University Officers
- Students' Union Officers/representatives
- Leadership Group
- Research contacts
- Business and Industry contacts
- Members of Parliament
- Regional dignitaries
- Representatives from local/regional organisations
- Education contacts
- Representative group of Honorary Graduates
- Members of the College of Benefactors
- Representative group of alumni and donors
- University supporters

The Committee agreed to recommend to the Council that the membership of the Court be amended to a rolling membership and that members be invited from the categories outlined.

#### 17/18 Update on the CUC Code (Item 10)

The Committee received and noted a progress report from the University Secretary in regard to the CUC Code of Practice. 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 University Secretary drew the Committee's attention to Area 4 and the requirement on the Council to consider academic quality and academic risk.

It was noted that this matter was being discussed widely in the sector; several universities had approached retired Vice-Chancellor's and University Secretaries to join their Council to provide relevant expertise. The University had taken a different approach to this inviting Ms Egan to be involved with the Working Group producing the Annual Provider Return. The Committee expressed itself content with this approach for now.

In regard to Area 7 the President informed the Committee that he intended to seek feedback on the work of the Council.

The Committee were asked to comment on the format of the report and whether there was any additional information they would like to receive. It was suggested that during 2017-18 it would be helpful to perform a 'deep dive' on one or two areas of the report to provide further assurance, possibly using an external person or a member of staff from another Higher Education Institution through a reciprocal arrangement.

The Committee also agreed that it would be helpful to include, in future iterations on the document, a column to illustrate where the evidence was for those items.

The Committee agreed on the basis of the work done that it could recommend to the Council that the University was still fully compliant.

#### 17/19 Dates of meetings in the Session 2017/18

Meetings of the Appointments Committee in the Session 2017-18 had been scheduled for:

Monday 30 October at 2.15pm

Tuesday 30 January 2018 at 3.30pm

Tuesday 12 June 2018 at 12.00pm