

Appointments and Governance Committee

20/01 A meeting of the Appointments and Governance Committee was held in Committee Room 2, Whiteknights House on Tuesday 28 January 2020 at 3.00 pm.

Present: -

The President, Dr P.R. Preston (in the Chair)

The Vice-President, Mr R. Evans

The Vice-President, Mrs K. Owen

Member of the Council, Mrs S. Maple (via phone)

Member of the Council, Mrs S. Woodman

The Vice-Chancellor

The Deputy Vice-Chancellor

By invitation: -

Member of the Council, Mr J. Taylor

The University Secretary

Head of Governance (Secretary)

20/02 **Minutes of the last meeting**

The Committee received and approved the Minutes of its meeting held on 21 October 2019.

20/03 **Matters arising**

It was noted that the report of the Committee to the Council on 27 November 2019 had been accepted.

It was also noted that:

Professor McCrum had been appointed to the Council from 1 January 2020

Professor Park had been appointed to the Strategy and Finance Committee from 1 January 2020

Professor Yaqoob had been appointed to the Appointments and Governance Committee from 1 January 2020

Professor Yaqoob had been appointed to the Investments Committee from 1 January 2020

Extract from the meeting of Council held on 27 November 2019

The Committee received an extract from the meeting of Council held on 27 November 2019, noting the concern that the Pro-Vice-Chancellor posts should have been advertised externally. The Committee also received by way of a reminder the note previously agreed on the appointment process for certain leadership roles.

The Committee noted the point raised at Council but were of the opinion that the note on the appointment process allowed for flexibility in determining whether to advertise externally. The Committee agreed that the note did not require amendment. In the case of the recently appointed Pro-Vice-Chancellors Education, it had been felt that there were enough suitably qualified candidates internally that it was not necessary to advertise externally.

The Vice-Chancellor informed the Committee that the Pro-Vice-Chancellor International role would be advertised internally and externally.

19/36 OfS action plan for DMU

The Committee received and noted the OfS Action plan for DMU. The University Secretary highlighted to the Committee areas where improvements could be made within the University's processes, including: fit and proper person check, publishing declarations of interests, formal appraisal of governors, improved handbook, formalised induction programme. It was noted that a number of these actions would be taken forward as part of work on the CUC Code.

The President informed the Committee that he was trying to get Council involved in early stages of projects, rather than just being a recipient of a final report.

Matters for Report

20/04 Reports of Committees of Selection (Item 2)

The Committee noted that there were no reports on this occasion

20/05 Report of the University Executive Board (Item 3)

The Committee noted that there was no separate report on this occasion.

Appointment Matters

20/06 Diversity – Council and its Sub-Committees (Item 4)

At its last meeting the Committee had discussed the need to improve diversity on Council and its sub-committees and had invited Joanna Abeyie to speak (founder and CEO of multi-award winning Inclusive Executive Search Business and EDI Consultancy, and Distinguished Graduate of the University).

The following points were made:

- There was a need to focus throughout the employee life cycle – attraction, recruitment, retention, development, promotion
- Be specific on what expertise/skills the University required, think about where those skills might be found, and focus efforts there
- It was helpful to make contact with a range of member bodies that attract BAME talent, e.g. Black British Business Awards, National Diversity Awards, as well as education bodies e.g. BAMEed. Organisations such as The Disabled List could possibly help with advice on the right way of wording adverts
- UWE had formed Equity – a forward looking community of BAME talent from all over the University. Equity aimed to unlock BAME talent through giving students the confidence, skills and networks to succeed
- Forming meaningful relationships with external bodies/organisations would take time
- Connect with a search firm who have a commitment to diversity, have actually filled roles with diverse candidates, and who run events at targeting diversity e.g. Minerva
- Ignore current processes. If they haven't worked in improving diversity already, they are unlikely to. If it's not working, try something else
- Get a focus group to look at the existing process to analyse what is going wrong – is it down to vocabulary, specific requirements, images, does the advert include an accessibility statement
- Be honest about your institutional culture
- In terms of retention how do people feel about the culture here? Where do you have gaps? Can these be filled to stop loss of talent? Profile those that have stayed.
- Be proactive and positive about investigating how people feel, ask them how it could be made better
- Think carefully about whether to advertise internally and externally. External candidates can question integrity of an employer if an internal candidate is selected over an external candidate.
- Think about how you measure success and create visibility around why people are promoted

- Do not look at protected characteristics under the Equality Act and try to get one of each. Have a fair and open competition for all to apply, then chose the best candidate irrespective of background
- Celebrate diversity of thought, experience and background. Everyone brings something unique to the table. This is a bigger message to take on board rather than trying to tick the protected characteristics box.
- It would be helpful for board members to write down the top three skills that they bring to the table (or a 360 review) and then list what is missing. Life experience is just as important in terms of diversity as to what is shown by a person's exterior
- Think about practical arrangements - set dates well in advance, are more frequent/shorter meetings helpful, would evening meetings allow more people to attend, consider paying childcare costs, allow phone dial in/video conferencing, could membership on sub-committee help if people can't make longer meetings
- Whether to pay governors varied greatly around the sector. If people can't afford to attend think about what other actions you could do to make a level playing field for e.g. cover expenses, childcare
- Make interviews - ask candidates about the skills and experience that they bring, what they are passionate about
- There was a need to encourage younger people onto boards and committees earlier - they should use this as part of their career development or as a networking opportunity. Reverse mentoring was being used by many companies. Look at Forbes 30 under 30, Alumni, speak to contacts like [redacted, section 40]. Many younger people would use these voluntary opportunities to gain paid roles at a later point

The Committee thanked Joanna for her time and insight which had been very valuable. The points raised had given the Committee much to think about.

20/07 **Update on the Recruitment and Selection Process for the PVC (Item 5)**

The Committee received a paper, prepared by the Vice-Chancellor on the PVC International and Student Experience post.

In light of the previous recruitment round that had taken place during the Autumn Term it was now proposed that the portfolio be split into two parts - international and student experience.

A new recruitment round advertising internally and externally would be undertaken for a full-time Pro-Vice-Chancellor International.

For the student experience portfolio, it was proposed that this be allocated to the Pro-Vice-Chancellors for Education and that both their FTEs increase from 0.6 to 0.8 FTE for three years in the first instance, and that their title be amended to PVC Education and Student Experience.

The Committee discussed the proposals. In regard to the PVC Education and Student Experience post the Committee queried whether there was a danger that the Student Experience part of the portfolio could lose out to the demands of the Education part. The Vice-Chancellor assured the Committee that with the increase in FTE that this should not be the case.

The Chair asked the Vice-Chancellor whether:

- 1) It made sense to have Student Experience and Education in one place
- 2) 1.6 FTE was enough resource
- 3) What the PVC's would do with the residual FTE

In response the Vice-Chancellor stated that:

- 1) the non-academic student experience, e.g. halls, catering, sports, would also be covered by the functions
- 2) The decision to allocate for three years in the first instance would allow time to consider whether the level of resource was appropriate
- 3) Both Professor Park and Professor McCrum were keen on the proposal. Professor Park would continue with a day a week for research, Professor McCrum would continue her work on the EdD and PhD supervision.

The Committee approved the proposal. It was noted that the advert for the PVC International would be advertised internally and externally.

20/08 **Membership of the Council in Class 2 (Item 6)**

The Committee received a statement of the present overall position in respect of lay membership of the Council. It was noted that Mr Evans would be stepping down from the Council on 31 July 2020 and that a vacancy still remained (vice [redacted, section 40]).

The Committee received and noted a paper setting out an explanation of the role of the Senate member, as follows:

‘The member elected by the Senate is expected to act in the interests of the University as a whole and to take their responsibility for decisions of Council. They will contribute to discussion and decision-making on the basis of their individual judgement rather than pursue any narrow interest. Through the election, Senate was investing trust in the individual to exercise their judgement wisely and reasonably, informed by their knowledge and understanding as a member of the Senate. The individual was not a delegate of Senate and was not mandated by Senate to represent certain views or, if the occasion arises, to vote in a certain way. It may, on occasion, be appropriate for the Senate elected member to advise Council on the range of views in Senate, and, to this end, they may, from time to time, consult with members of Senate outwith the Senate meeting. The Senate elected member is not a conduit for individual members of Senate or a sub-set of Senate to pursue particular matters of interest. They may offer to Senate, as occasion arises and as appropriate, an account of the thinking of Council and the basis of their decisions. They are not the formal reporting line between Senate and Council. The responsibility for presenting Senate's report to Council and for

communicating to Council the Senate's agreed positions on relevant matters lies with the Vice-Chancellor in his capacity as Chair of the Senate.'

20/09 **Filling vacancies on Council (Item 6)**

a) Vice-Presidency

It was noted that Mr Evans had indicated his intention to step down from Council on 31 July 2020; there would need to be an appointment to replace him as Vice-President. It was proposed that expressions of interest be sought at the March meeting of Council.

The new Vice-President would join Strategy and Finance Committee, Appointments and Governance, and Remuneration Committee (unless they were already a member, in which case another vacancy for a lay member on those committees would be created). A Vice-President chaired the Remuneration Committee. Mr Evans was a member of the Investments Committee appointed by the Council, and thought would need to be given as to his replacement.

It was agreed that selection criteria should be developed for the position.

Action: University Secretary

b) Council

It was noted that two Lay Member vacancies needed to be filled. On the basis of the earlier discussion the University Secretary agreed to circulate a note on how these vacancies would be recruited to.

Action: University Secretary

Council had 12 internal memberships. The member drawn from the professional and administrative part of the staff had recently been elected (James Magee, Associate Director, Technical Services, and former co-Chair of the Staff Forum). Professor Brooks would be replaced as Pro-Vice-Chancellor on Council by Professor McCrum. The process was currently underway to replace Professor Park on Council, as the member drawn from among Deans and Heads of School.

c) Audit

Council had already approved that Mr Beardmore-Gray would join Strategy and Finance Committee (vice [redacted, section 40]), once he stood down as Chair of the Audit Committee. Appointments and Governance Committee was asked to consider his replacement as Chair of Audit Committee. The President agreed to discuss this matter further with Mr Beardmore-Gray and to report back to the Committee.

Action: President of Council

d) Appointments and Governance Committee

There was one internal vacancy on the Appointments and Governance Committee, in place of Professor Chandler-Wilde, who stood down from being Dean for Diversity and Inclusion on 31 December 2019. With Professor Yaqoob (who was the UEB level

reporting line for D&I) replacing Professor Brooks on Appointments and Governance Committee, it had been agreed that Professor Chandler-Wilde's replacement as Dean for D&I did not need to join the Committee. The membership at present did require a Dean, but there is no evident reason why a Research Dean or T&L Dean would be *ex officio* members. After discussion with the Vice-Chancellor, it was recommended instead that James Magee, the professional and administrative staff member of Council, be invited to join, and that the constitution of the committee be changed as a consequence from a Dean to an internal member of the Council, not being a member of the University Executive Board. The Committee agreed with this proposal.

e) Honorary Degrees

Two lay member vacancies on the Honorary Degrees Committee with immediate effect. It was agreed that the University Secretary write on the Committee's behalf asking for interest from among lay members.

Action: University Secretary

f) Extensions to existing memberships

It was agreed to **recommend** to the Council that:

Helen Gordon and Tom Beardmore-Gray be reappointed to the Council for a further period to 31 July 2023.

Governance Matters

20/10 CUC Code Consultations (Item 7)

The Committee received and noted the consultation on the new CUC Code. The University Secretary agreed to circulate to the Committee comments on the consultation.

Action: University Secretary

20/11 OfS Update (Item 8)

The Committee received and noted an update on the OfS publications programme to June 2020

20/12 TRAC and TRAC T Returns (Item 8)

The Transparent Approach to Costing (TRAC) was the methodology developed within the higher education sector to help them cost their activities. It was an activity-based costing system and every year Universities had to submit two returns to the Office for

Students – TRAC (by 31 January) and TRAC (T) (by 28 February). The returns could not be prepared until after the annual accounts were approved as there was a significant amount of work required for submission; they were only finalised in mid-January.

The returns were reviewed and approved by the Costing and Pricing Steering Group. For 18/19 there was, however, a new requirement for the returns to be formally approved by a governance committee of the University. Unfortunately, the notification of this change came after the meeting schedules had been set for the year and so the nearest governance committee was the Appointments and Governance Committee. This would be reviewed for the 19/20 return.

The Committee approved submission of the TRAC and TRAC T returns to the OfS. The Committee agreed that the returns should be submitted to the Strategy and Finance Committee March meeting along with a commentary.

Action: Deputy Vice-Chancellor

20/13 **Dates of Meetings in Session 2019-20**

Tuesday 9 June 2020 at 10.30 am