

## Appointments and Governance Committee

17/22 A meeting of the Appointments and Governance Committee was held in Committee Room 2, Whiteknights House on Monday 30 October 2017 at 2.15 pm.

Present:

The President of Council (Dr P.R. Preston) (Chair)  
The Vice-Chancellor  
Professor Gavin Brooks  
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 Professor Chandler-Wilde. The Committee welcomed Mrs Owen in her new capacity as Vice-President.

17/23 The Minutes (17/08-17/21) of the meetings held on 13 June and 10 July 2017 were approved.

Arising on the Minutes:

Minute 17/15 Membership of the Council

Report that, at its meeting on 17 July 2017 the Council:

- 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.
- 5) Mr Beardmore-Gray and Lord Crisp to continue for a further three years in their other committee roles (Chair of Audit Committee, Joint Standing Committee on Honorary Degrees respectively).

- 6) Ms Woodman to continue in her other committee roles up the end of her period as Vice-President at which point a decision would be taken by Appointment & Governance Committee on a case by case basis.

Post meeting note - Report that, it had been agreed by circulation and Chair's action on behalf of the Council that:

- 7) Mrs Kate Owen be appointed as Vice-President of Council for the period to 31 July 2020 and that her term of office be extended to 31 July 2021.
- 8) Mrs Kate Owen be appointed as Chair of the Student Experience Committee (vice Mrs Woodman) for the period to 31 July 2020.
- 9) Mrs Sue Woodman be appointed to the Audit Committee (vice Mrs Owen) for the period to 31 July 2020.

#### Minute 17/12 Appointment of the Deputy Vice-Chancellor

Report that, at its meeting on 17 July 2017, the Council agreed 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.'

#### Minute 17/16 Committee Vacancies

Report that, at its meeting on 17 July 2017, the Council agreed that:

- (a) The President of the Council be authorised to approve, on behalf of the Committee, an appointment to the Audit Committee (*vice* Mr T. Bartlam) from 1 August 2017; [ Post meeting note – the President has appointed Mr Kevin Corrigan to the Audit Committee for the period from 1.8.17 to 31.7.2019.]
- (b) Ms H. Gordon be appointed to the Joint Standing Committee of the Council and the Senate on Honorary Degrees for the period from 1 August 2017 to 31 July 2020;
- (c) Mr K. Corrigan (currently a co-opted member) be appointed as the lay member of Council on the Investments Committee (*vice* Mr T. Bartlam) for the period from 1 August 2017 to 31 July 2019;
- (d) Mr R.E.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;
- (e) Ms H Gordon be appointed to the Student Experience Committee for the period from 1 August 2017 to 31 July 2020;
- (f) Mr H. Palmer be 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.'

#### Minute 17/17 Membership of the Court

Report that, at its meeting on 17 July 2017, the Council agreed that: ‘the membership of the Court be amended to comprise the Chancellor, the Council and the Senate, and other members invited on a rolling basis, reviewed annually, drawn from specified categories of membership.’

#### Minute 17/18 Update on the CUC Code

Report that, at its meeting on 17 July 2017, the Council agreed that: ‘a report that the University remains fully compliant with the CUC Code of Practice, now submitted, be approved.’

#### Minute 17/21 Appointment to certain senior leadership roles

Report that the Committee had approved a revised note in regard to the appointment of certain leadership roles.

### **Matters for Report**

#### 17/24 Membership and Terms of Reference of the Appointments Committee (Item 2)

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

#### 17/25 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 2017/18.

#### 17/26 Reports of Committees of Selection (Item 4)

There was no report on this occasion.

#### 17/27 Report of the University Executive Board (Item 5)

There was no report on this occasion.

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

#### 17/28 Update from the Vice-Chancellor on the Appointment of the Pro-Vice-Chancellor (Research and Innovation) (Item 6)

The Vice-Chancellor reminded the Committee that Professor Mithen’s second term of office would end on 31 July 2018. A Selection Panel had been convened including an external member from the University of Nottingham (REDACTED SEC 40). It was anticipated that interviews would be held and a decision reached by the end of January 2018.

Once an appointment had been made, the Vice-Chancellor would determine how the duties currently undertaken by Professor Mithen would be shared amongst the UEB membership. The Vice-Chancellor would report on how he had allocated these duties to the next meeting of the Committee.

**Action: Vice-Chancellor**

17/29 Update on the Appointment of the Provost at the University of Reading Malaysia (Item 5)

The Committee noted that following an extensive search an Appointment Panel chaired by the President of Council and including Kate Owen, the Vice-Chancellor and the Dean of the Henley Business School, had recommended that Dr Wing Lam be appointment Provost and Chief Executive Officer of the University of Reading Malaysia to succeed Professor Tony Downes.

REDACTED SEC 40

The Committee agreed that in view of Dr Lam's academic credentials and the normal expectation in Malaysia that a professorial title be held by university leaders, Dr Lam be awarded the title of Professor during his tenure as Provost at the University of Reading Malaysia.

The Committee noted that Remuneration Committee would consider Dr Lam's salary along with other senior salaries,

17/30 Membership of the Council (Item 8)

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 2017/18, 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* Mr R. Evans and Ms S. Webber) to serve for the period from 1 August 2018. The Committee also noted that that five members (REDACTED SEC 40)

REDACTED SEC 40

**Action: President of Council**

The Committee agreed that:

- 1) REDACTED SEC 40
- 2) REDACTED SEC 40

The Committee discussed skills gaps amongst its membership. It was agreed that it would be desirable for any new members to have experience of property, HR, digital and/or marketing sectors.

The Committee noted that the last time the University had several vacancies at one time, it ran a popular and successful advert and recruitment process. The University Secretary advised the Committee that it was now more commonplace than it had been to use external agencies to recruit to vacancies. The Committee nonetheless were minded to follow an advertisement process.

17/31 Committee Vacancies (Item 8)

In regard to specific committee vacancies it was noted that:

**Audit Committee**

The Audit Committee has three lay members appointed by and of the Council, who cannot be members of the Strategy and Finance Committee. These are Beardmore-Gray, and two members new to Audit Committee this session (Corrigan and Woodman). It also has two ad-hoc lay members appointed by the Council, but not from the Council. These are currently Holt (towards the end of his first year on the Committee) and Hawker (REDACTED SEC 40).

**Remuneration Committee**

The meeting of the Remuneration Committee on 30 October 2017 has on the agenda the process for assuring itself, and the Council, that the University's approach to determining senior staff pay is robust and would meet upcoming additional regulatory requirements. Remuneration Committee would be discussing whether it wishes to add a further lay member with a strong HR background to help inform its decision making. If so, there will in due course be a recommendation made to the Appointments and Governance Committee.

17/32 Update from the University Secretary on the Personal Titles Process 2016/17 (Item 9)

The University Secretary informed the Committee that the University had received three appeals against the Personal Titles process at School level, and three appeals at University level; these appeals panels had been chaired by Mr Dwyer and Mr Palmer respectively. No issues had been referred to the Committee.

**Governance Matters for Discussion and Decision**

17/33 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 Committee noted links to relevant web pages and to Diligent for further information.

In regard to Area 7 the President informed the Committee that he intended to seek feedback on the work of the Council in conjunction with the two Vice-Presidents; consideration would be given to how best to undertake this work in a structured way. In regard to the governance review of Council it was agreed that a recommendation would be made later in the session once the requirements from the Office for Students was clearer.

The Committee noted that the Student Officers had requested that they all attend Council. Mrs Owen informed the Committee that she had suggested that perhaps they should alternate attendance. The Committee agreed that it was important that the student voice became more central to Council meetings; consideration would be given to holding a longer slot at Council in the Spring Term on student matters. In addition, Mrs Owen, as Chair of the Student Experience Committee was considering how that Committee could operate more effectively. It was agreed that it would helpful to circulate the Student Officer's platform/manifesto at the beginning of the academic year.

**Action: Dr Messer**

The Committee noted that HEFCE would be replaced by the Office for Students (OfS) from April 2018; a consultation on the OfS had recently been issued to the sector. The OfS' core functions would be as a market regulator for the sector; it would be more powerful than HEFCE. It was likely that the OfS would develop its own codes of practice. The University Secretary had been asked to consider the consultation; a report would be submitted to the next meeting of the Committee.

17/34 Prevent (Item 11)

The Committee received a paper from the University Secretary in respect of the Prevent Duty. It was noted that the Prevent Duty Implementation Group continued to oversee the implementation the University's obligations under the Duty and was working towards embedding such obligations and activities as business as usual.

The Committee noted the Resubmission of Evidence Outcome Letter from HEFCE dated 12 September 2017 and approved the draft annual return subject to the amendment of section 5.4 to reflect that the Chaplain looked after all faiths.

17/35 Any other business

The Committee noted and accepted for purposes of transparent governance the Vice-Chancellor's resignation as a member of the Remuneration Committee. The Vice-Chancellor would now have right of attendance, and all members of the Committee would be lay.

17/36 Dates of meetings in the Session 2017/18

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

Tuesday 30 January 2018 at 3.30pm

Tuesday 12 June 2018 at 12.00pm