

Appointments and Governance Committee

16/01 A meeting of the Appointments and Governance Committee was held in Committee Room 2, Whiteknights House on Tuesday 2 February 2016 at 3.30 pm.

Present:

The President of Council (Mr C.C. Fisher) (Chair)
The Vice-Chancellor
Pro-Vice-Chancellor (Professor Brooks)
Mr R. Evans
Mrs K. Owen
Mr S. Sherman
Ms S.M. Woodman

In attendance:

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

Apologies were received from Professor Simon Chandler-Wilde.

The President welcomed Mr Evans and Mrs Owen to their first meeting of the Committee.

16/02 The Minutes (15/19-15/32) of the meeting held on 12 October 2015 and (15/33-15/38) of the meeting held on 19 November 2015 were approved.

Arising on the Minutes:

Minute 15/21: Membership and Terms of Reference

Report that, at its meeting on 20 November 2015, the Council approved the recommendation of the Committee that the Appointments Committee be re-titled the Appointments and Governance Committee.

Minute 15/25: Membership of the Council in Class 2

Report that, at its meeting on 20 November 2015, the Council agreed that Mr Kevin Corrigan be appointed to membership in Class 2 (*vice* Mr C.C. Fisher) for the period from 1 August 2016 to 31 July 2019.

Minute 15/26: Appointments to Committees and other bodies

Report that, at its meeting on 20 November 2015, the Council approved that:

- (a) Mr H.W.A. Palmer be appointed to the Appeals against the decisions of Personal Titles (*vice* Mr R. Dwyer) for the period from 1 January 2016 to 31 July 2017;
- (b) Mr R. Evans be appointed to the Appointments Committee (*vice* Mr R. Dwyer) for the period from 1 January 2016 to 31 July 2018;
- (c) Mrs K. Owen be appointed to the Appointments Committee (*vice* Mr S. Hawker) for the period from 1 January 2016 to 31 July 2018;
- (d) Lord Crisp be appointed to the Joint Standing Committee of the Council and the Senate on Honorary Degrees (*vice* Mr R. Dwyer) for the period from 1 January 2016 to 31 July 2017;
- (e) Dame Moira Gibb be appointed to the Joint Standing Committee of the Council and the Senate on Honorary Degrees (*vice* Ms S. Woodman) for the period from 1 January 2016 to 31 July 2016;
- (f) Mr R. Evans be appointed to the Remuneration Committee (*vice* Mr R. Dwyer) for the period from 1 January 2016 to 31 July 2018 and Mr R. Evans be appointed as Chair of the Remuneration Committee;
- (g) Mrs K. Owen be appointed to the Remuneration Committee (*vice* Mr S. Hawker) for the period from 1 January 2016 to 31 July 2018;
- (h) Ms S. Woodman be appointed to the Professorial Salaries Advisory Group (*vice* Mr R. Dwyer) for the period from 1 January 2016 to 31 July 2017;
- (i) Ms S. Woodman be appointed to the Senior Salaries Advisory Group (*vice* Mr R. Dwyer) for the period from 1 January 2016 to 31 July 2017;
- (j) Ms S. Woodman be appointed to the Student Experience Committee (*vice* Mr R. Dwyer) as Chair for the period from 1 January 2016 to 31 July 2017;
- (k) Lay membership of the Student Experience Committee be increased from 2 to 4 members (Mrs S. Webber to continue to serve until 31 July 2018);
- (l) Dr B. Rawal be appointed to the Student Experience Committee for the period from 1 January 2016 to 31 December 2018;

- (m) Mr K. Corrigan be appointed to the Student Experience Committee for the period from 1 August 2016 to 31 December 2019;
- (n) Professor Gavin Brooks be appointed to the Student Experience Committee for the period from 1 August 2016 to 31 July 2019;
- (o) Professor Simon Chandler-Wilde be appointed to the Appointments Committee for the period from 1 January 2016 to 31 December 2018.

Matters for Report

16/03 Reports of Committees of Selection (Item 2)

The Committee received the following Reports of Committees of Selection:

- (i) Associate Professor in Accounting
- (ii) Associate Professor in Accounting

The Committee agreed that in future it only wished to see reports for Professorial appointment. In addition it was agreed that it would be useful to see the salary and any additional package agreed on the report, along with some informative contextual comments.

16/04 Report of the University Executive Board (Item 3)

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

Appointments Matters for Discussion and Decision

16/05 Deans of Faculty on Council (Item 4)

At its last meeting the Committee had noted that the discontinuation of the role of Faculty Deans had implications for the Council's future membership.

It was proposed that, following the removal of Deans of Faculty, Class 3 be amended as follows:

- 1) The Dean of the Henley Business School (Professor Board) be appointed to the Council *ex officio*;
- 2) Two members of the Leadership Group be added to the membership of the Council, to serve for three years;
- 3) Since the Deans of the Faculties represent and lead academic parts of the University, the two members of the Leadership Group to be added to the Council be drawn from the academic roles within the Leadership Group, namely:
 - Research Deans

- Dean of Postgraduate Studies
 - Teaching and Learning Deans
 - Heads of School
- 4) As with other members of Council who are elected, any academic member of the Leadership Group would need a proposer and seconder to be eligible for election;
- 5) Were more than two academic members of the Leadership Group proposed and seconded, an election would be held in which all members of the Leadership Group (as defined in 3 above) would be eligible to vote

The effect of these proposals would be to reduce University membership on Council by one.

The Committee approved the proposal outlined for transmission to the Council.

16/06 Appointment of Chancellor (Item 5)

The Committee noted that Sir John Madejski had indicated that he wished to stand down from the role of Chancellor during 2016.

At its meeting on 19 November 2015 the Committee had endorsed the principle that, in the present circumstances, the identification of a suitable nominee was preferable to canvassing a wide range of candidate. It was noted that the President had consulted the Vice-Presidents, the Vice-Chancellor, and the President-elect about the nomination of Lord Waldegrave. The Vice-Presidents, the Vice-Chancellor, and the President-elect had met with Lord Waldegrave, and Lord Waldegrave had subsequently indicated his willingness to serve.

The Committee agreed to nominate to the Council at its meeting on 21 March 2016 that Lord Waldegrave be appointed as Chancellor to serve in the first instance for the period from 9 December 2016 to 31 December 2021.

16/07 Membership of the Council (Item 6)

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

The Committee, acting as Nominations Committee, agreed to recommend to the Council that and Mr Simon Pryce be re-appointed to the Council in Class 2 for the period from 1 August 2016 to 31 July 2019.

The Committee, acting as Nominations Committee, agreed to recommend to the Council that Dr Peter Erskine and Mr Steve Sherman be re-appointed to the Council in Class 2 for the period from 1 August 2016 up to 31 July 2019.

16/08 Committee Vacancies (Item 7)

The Committee agreed to recommend to the Council that, subject to re- appointment in Class 2:

Appointments and Governance Committee

Mr Steve Sherman be re-appointed to the Appointments and Governance Committee for the period from 1 August 2016 to 31 July 2019.

Audit Committee

Mr Steve Sherman be re-appointed to the Audit Committee for the period from 1 August 2016 to 31 July 2019 to serve as a representative from the Strategy and Finance Committee.

Disciplinary Appeals Committee:

Dame Moira Gibb be re-appointed to the Disciplinary Appeals Committee of for the period from 1 August 2016 to 31 July 2019.

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

Dr Peter Erskine be re-appointed to the Joint Standing Committee of the Council and the Senate on Honorary Degrees for the period from 1 August 2016 to 31 July 2019.

Dame Moira Gibb be re-appointed to the Joint Standing Committee of the Council and the Senate on Honorary Degrees for the period from 1 August 2016 to 31 July 2019.

Investments Committee:

Mr Simon Pryce be re-appointed to the Investments Committee for the period from 1 August 2016 to 31 July 2019.

Remuneration Committee:

Mr Steve Sherman be re-appointed to the Remuneration Committee for the period from 1 August 2016 to 31 July 2019.

Strategy and Finance Committee:

Dr Peter Erskine be re-appointed to the Strategy and Finance Committee for the period from 1 August 2016 to 31 July 2019.

Mr Steve Sherman be re-appointed to the Strategy and Finance Committee for the period from 1 August 2016 to 31 July 2019.

In regard to other vacancies it was recommended to the Council that:

Health and Safety Committee

The Committee agreed that it did not wish at this stage to nominate a lay member to have oversight of the University's Health and Safety arrangements owing to the satisfactory management and governance arrangements already in place.

Investments Committee

The President of the Council agreed to ascertain with Mr David Sleath whether he wished to continue to serve on the Investments Committee or whether he to suggest another contact.

Mr Simon Pryce to Chair the Committee from 1 August 2017 to 31 July 2019.

Standing Disciplinary Committee

Mr Bob Dwyer be appointed to the Standing Disciplinary Committee as an alternate member to Mr John Wilkins from 1 August 2016 to 31 July 2019.

Strategy and Finance Committee

Mrs Penny Egan be appointed to the Strategy and Finance Committee (*vice* Mr Christopher Fisher) for the period from 1 August 2016 to 31 July 2019.

Mr Simon Pryce be appointed to the Strategy and Finance Committee (*vice* Mr Howard Palmer) for the period from 1 August 2016 to 31 July 2019.

Appointments Matters for Discussion and Decision

16/09 The Prevent Duty (Item 8)

The Committee received and noted the Prevent Policy statement. A more detailed action plan would be submitted to HEFCE in April 2016.

16/10 CUC Code of Practice (Item 9)

The Committee received and noted a progress report in regard to the CUC Code of Practice. A final version of the document would be submitted to the Committee at its next meeting on 14 June 2016 confirming that the University was compliant with the Code.

The Committee received a copy of the Ethical Framework which was a requirement of the CUC Code. It was noted that the Investments Committee were considering an Ethical Investment Policy and that this would come as a recommendation to Council in due course. In regard to the document itself the Committee asked the University Secretary to consider how in diagrammatic form to represent the centrality of the principles and values of the University for the ethical framework.

The Committee also asked the University Secretary to set out a simple representation of governance arrangements within the University following its restructuring for use by lay members and members of staff.

16/11 Schedule of Delegations (Item 10)

The Committee received and noted the Schedule of Delegations which again was a requirement of the CUC Code. The Schedule set out clearly where key decisions were made on behalf of the University currently to whom these decisions have been formally delegated. The document also provided guidance on the processes relating to these delegations, including limits on delegations and relevant approval routes.

The President of Council asked for provision to be made within the Schedule setting out what matters/limits he could approve on behalf of Council and Strategy and Finance Committee.

16/12 Dates of meetings in the Session 2015-16

Meetings of the Appointments Committee in the Session 2015-16 have been scheduled for:

Tuesday 14 June 2016 at 12.00 noon