

Meeting of the Nomination Committee

2.30pm on Tuesday 4 March 2014
in 1B16, Technopark, London Road, London SE1

Agenda

<i>No.</i>	<i>Item</i>	<i>Paper No.</i>	<i>Presenter</i>
1.	Welcome and apologies		Chair
2.	Declarations of Interest		Chair
3.	Minutes of the last meeting (to approve)		Chair
4.	Independent Governor succession planning (to discuss)	N.01(14)	Chair
5.	Candidate for Independent Governor (to recommend to the Appointments Committee)	N.02(14)	Chair
6.	Court membership (to ratify)	N.03(14)	Sec
7.	Any other business		Chair
8.	Date of next meeting – to be arranged		Chair

Members: David Longbottom (Chairman), Dame Sarah Mullally (Vice Chair) and Prof David Phoenix (Vice Chancellor).

Apologies: Anne Montgomery

With: University Secretary and Governance Officer.

Board and Committee Composition, 2014 update

This paper provides an update on Board and committee composition as at March 2014.

Current Board composition and membership

The Board is composed of up to 13 independent governors, the Vice Chancellor, 2 student governors and 2 staff governors. Its current membership is:

Independent Governors

David Longbottom Chairman of the Board
Sarah Mullally Vice Chair of the Board
Steve Balmont
Douglas Denham St Pinnock
Ken Dytor
Hilary McCallion
Anne Montgomery
Mee Ling Ng
Andrew Owen
Diana Parker
James Smith
Vacancy 1: held for ex-VC
Vacancy 2: held for chair succession

Vice Chancellor

Prof David Phoenix

Student Governors

Barbara Ahland SU President
Louisa Nyandey

Staff Governors

Prof Shushma Patel
Prof Jon Warwick

Current committee membership

Vacancies on committees have been addressed as follows:

Committee	Previous Vacancies	Actions
Audit	1 independent	Audit committee have requested a member with experience of the sector and this position will be filled by the ex-Vice Chancellor governor (when recruited).
Policy and Resources	1 independent 1 staff	To be filled by the Chair elect. The Chair elect will be asked to Chair P&R for a year before chairing the Board. This vacancy has been removed, reducing the number of staff governors on the committee from two to one. This is in line with the reduction of staff governors on the Board from four to two.
Human Resources	1 independent	Filled by Hilary McCallion
Property	1 independent	To be filled by the Chair elect
Educational Character	None but rotation of membership requested	Steve Balmont has stepped down as Chair but remains a committee member for 2013/14. Douglas Denham St Pinnock now chairs the committee. Andrew Owen has stepped down from the committee. Mee Ling has joined the committee.

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Current membership of the committees is as follows (changes in red):

Committee	Chair	Other Members
Audit	Andrew Owen	Steve Balmont Douglas Denham St Pinnock Mee Ling Ng Shachi Patel (co-opted member)
Policy & Resources	Sarah Mullally	David Longbottom David Phoenix Barbara Ahland Ken Dytor Anne Montgomery Diana Parker Prof Jon Warwick
Educational Character	Douglas Denham St Pinnock	Steve Balmont Barbara Ahland Hilary McCallion Mee Ling Ng
Human Resources	Anne Montgomery	David Phoenix Steve Balmont Hilary McCallion Mee Ling Ng Prof Jon Warwick (staff observer)
Property	Ken Dytor	David Longbottom Sarah Mullally David Phoenix Barbara Ahland Andrew Owen Prof Shushma Patel
Remuneration	Diana Parker	David Longbottom Sarah Mullally Anne Montgomery
Honorary Awards	David Longbottom	David Phoenix Barbara Ahland Diana Parker James Stevenson

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Prof Shushma Patel
Prof Jon Warwick

Nominations
Committee

David Longbottom

David Phoenix
Sarah Mullally
Anne Montgomery

Chair Nomination
Committee

Andrew Owen

Steve Balmont
Douglas Denham St Pinnock
Hilary McCallion
Mee Ling Ng
James Smith

Professional skills (Collective)

Skill Area	Description	DL	SM	SB	DDSP	KD	HM	DM	AM	MLN	AO	DP	JS	Total	Desired total	On target?
		2015	2015	2017	2015	2015	2017	2013	2015	2017	2017	2015	2015			
	Term ends	2	2	2	1	2	1	1	2	1	2	2	1			
	Term	2	2	2	1	2	1	1	2	1	2	2	1			
Essential Skills that all governors should possess																
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of LSBU and relevant government policy	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
Policy Development	Ability to identify key issues for LSBU and develop appropriate policies to define the parameters within which the organisation should operate	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
Financial Performance	The ability to analyse key financial statements	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
	The ability to critically assess financial viability and performance	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
	The ability to contribute to strategic financial planning	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
	The ability to oversee budgets and the efficient use of resources	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
	The ability to oversee funding arrangements and accountability	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
Risk and Compliance oversight	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
Executive management	Experience at an executive level including the ability to appoint and evaluate the performance of the CEO and the senior executive managers	1	1	1	1	1	1	1	1	1	1	1	1	12	All gov's	●
Essential Skills for the Board to possess but not required of every governor																
Corporate Governance	Knowledge and experience in best practice corporate governance structures, policies and processes (particularly in the not-for-profit context).	1	1	1						1		1	1	6	6	●
Qualifications	Qualifications and experience in accounting or finance			1	1						1		1	4	3	●
	Qualifications and experience in the legal profession											1		1	1	●
Human Resources	The ability to oversee strategic HR management including workforce planning and employee and industrial relations	1							1	1				3	3	●
Commercial Experience	A broad range of commercial/business experience	1			1				1		1		1	5	5	●
Public sector / not for profit experience	A broad range of experience in the public or not-for-profit sectors		1				1			1				3	2	●
Entrepreneurs hip	Demonstrable track record as a successful entrepreneur													0	0	●
Education	Knowledge, experience and networks in higher education	1					1	1					1	4	3	●
	Knowledge, experience and networks in education						1	1						2	2	●
Estates management	Experience in developing estates strategies and managing estates projects					1								1	1	●
Community links	Links to LSBU's local community						1			1				2	1	●
Health	Knowledge and experience in health and networks in health and the NHS		1				1							2	2	●

Personal Attributes (individual)

- A. Legally eligible to be a director and a charity trustee
- B. A commitment to understanding and fulfilling the duties and responsibilities of a governor, and maintaining knowledge in this regard through professional development
- C. Strong personal commitment to higher education and to the aims and values of LSBU
- D. Experience of operating at a strategic and/or corporate level
- E. The ability to negotiate outcomes and influence others to agree with those outcomes
- F. The ability to analyse complex and detailed information, readily distil key issues, and develop innovative approaches and solutions to problems
- G. Ability to operate as an effective member of a team with fellow governors
- H. Ability to communicate effectively with a broad range of stakeholders
- I. Ability to establish constructive and supportive yet challenging working relationships with the University Executive
- J. Ability to evaluate and monitor the work of LSBU
- K. Willingness to devote the time needed to be an effective governor
- L. Commitment to continuous personal improvement, including appraisal by the Chairman of the Board from time to time
- M. Commitment to equal opportunities

Diversity of the Board of Governors

Gender

	Male	Female	% Male	% Female
Independent Governors	6	5	55%	45%
Internal Governors	2	3	40%	60%
Total	8	8	50%	50%

Ethnicity

	White	BME	% White	% BME
Independent Governors	10	1	91%	9%
Internal Governors	2	3	40%	60%
Total	12	4	75%	25%

Age

	18-29	30-39	40-49	50-59	60+	% 20-29	%30-39	%40-49	% 50-59	%60+
Independent Governors	0	0	0	6	5	0%	0%	0%	55%	45%
Internal Governors	2	0	1	2	0	40%	0%	20%	40%	0%
Total	2	0	1	8	5	13%	0%	6%	50%	31%

	PAPER NO: N.01(14)	
Board/Committee:	Nomination Committee	
Date:	4 March 2014	
Paper title:	Independent Governor Succession Planning	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	David Longbottom, Chairman of the Board	
Recommendation:	<ul style="list-style-type: none"> • Vice Committee Chairs should be appointed for the Policy and Resources, Human Resources, Property and Remuneration committees with the intention that they succeed to Chair on the retirements of the current Chairs. • Membership of all the Board sub-committees may need be reviewed. • Retirement of the five second term independent governors could be phased 	
Aspect of the Corporate Plan to which this will help deliver?	Board effectiveness	
Matter previously considered by:	N/A	On:
Further approval required?	Appointments Committee	On: tbc
Communications – who should be made aware of the decision?	Board of Governors on 20 March 2014	

Executive Summary

Context:

Five independent governors are due to retire in July 2015 (including the Chairman). They currently all chair key committees and sit on the Policy and Resources Committee. The selection of a new Chair of the Board is underway and the expectation is that they will succeed the current Chairman from September 2015.

Question:

How should the succession be managed to ensure the Board continues to operate effectively?

Conclusions:

- Vice Committee Chairs should be appointed for the Policy and Resources, Human Resources, Property and Remuneration committees with the intention that they succeed to Chair on the retirements of the current Chairs.
- Membership of all the Board sub-committees may need be reviewed.
- Retirement of the five second term independent governors could be phased

Questions for the Committee:

1. Does the committee support the conclusions?
2. What skills are required in the search for new governors?
3. Which retiring governors' terms could be extended to allow for phasing?

Independent Governor Succession Planning

Five independent governors are due to retire in July 2015 (including the Chairman). They are:

- David Longbottom Chairman of the Board
- Sarah Mullally Chair of Policy and Resources Committee
- Ken Dytor Chair of Property Committee
- Anne Montgomery Chair of Human Resources Committee
- Diana Parker Chair of Remuneration Committee

They currently all chair key committees and sit on the Policy and Resources Committee.

How do we ensure smooth succession of the chairs of committees?

It is recommended that the Policy and Resources, Property, Human Resources and Remuneration committees each has a Vice Chair who will assume the Chairship of the committee when the current Chair of the committee retires from the Board. This will serve as an induction for each new Chair.

How do we ensure the continuing effectiveness of Policy and Resources Committee?

It is recommended that the Vice Chairs of Property and HR committees join the Policy and Resources Committee to ensure continuity when the current Chairs of Property and HR step down from the Board. This may require review of membership of committees and possible rotation – the list of current committee memberships is attached as an appendix.

Should the retirement of the five governors due to retire in July 2015 be staggered?

Staggering the retirement of the five governors could help to ensure the continuing effectiveness of the Board. Under the articles governors are allowed to be reappointed for a third term of up to four years (Note: this is not expected normally but allowable in exceptional circumstances). This may help retain some of the skills and experience required by the Board.

How should we recruit successors to the five governors due to retire in July 2015?

The process for appointing the successor to the current Chairman is underway. It is anticipated that the new Chair-designate will join the Board in summer 2014 and serve for a year as Vice Chair and Chair of P&R before becoming Chair in July 2015 when the current Chairman steps down.

There will be some key skills gaps which will need to be filled on the Board following the retirements in July 2015. The skills matrix of the Board is attached for information.

	PAPER NO: N.02(14)	
Board/Committee:	Nominations Committee	
Date:	4 March 2014	
Paper title:	Candidate for independent governor	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	David Longbottom, Chairman of the Board	
Recommendation:	That the committee consider the proposed candidate for the current Independent Governors' vacancy	
Matter previously considered by:	N/A	N/A
Further approval required?	Appointments Committee	On: tbc
Communications – who should be made aware of the decision?	N/A	

Executive Summary

The committee is asked to consider the appointment of Professor Neil Gorman as an independent governor. Professor Gorman is currently Vice Chancellor at Nottingham Trent University and is due to retire in summer 2014 – please see attached biography. Professor Gorman will fill the vacancy on the Board for an ex-Vice Chancellor following Sir David Melville's retirement last year. He would be available to join the Board from May 2014.

The Chairman of the Board and Vice Chancellor have met Prof Gorman and recommend his appointment as an independent governor.



**Professor Neil T Gorman, Vice-Chancellor, Nottingham Trent University
DL, BVSc, DVSc (hc), DVMS (hc), DVetMed (hc), PhD, DACVIM (Oncology), Dip
ECVIM-ca, FRCVS, FRSA**

Professor Gorman became Vice-Chancellor of Nottingham Trent University (NTU) in 2003. Within his first year, Professor Gorman led the design and implementation of a radical new strategy for the University.

The strategy drew on Professor Gorman's background in international business management in the private sector; academic leadership in research-intensive universities; and leadership of the veterinary profession at national and international level.

The University achieved a step change in performance. For example, research grant from the Higher Education Funding Council for England increased by over 72% as a result of NTU's performance in the Research Assessment Exercise of 2008. In 2008, NTU also achieved the largest increase in demand for its undergraduate degree courses of any UK university; and, between 2008 and 2010, achieved growth in undergraduate demand of nearly 36%. The University has transformed its estate through an ambitious regeneration programme.

Professor Gorman is an international authority in veterinary science with a particular emphasis on comparative immunology and oncology.

Following the award of his doctorate, he taught at both the University of Cambridge and the University of Florida, with visiting professorships at Michigan State University and the University of Sydney. In 1986, he was appointed to the Chair of Veterinary Surgery at the University of Glasgow.

In 1993, Professor Gorman joined Mars Incorporated, where he was part of the team leading the Company's international research and development. In 2001, Professor Gorman was promoted to the post of Global Director of Science and Technology Platforms.

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Professor Gorman has also made a significant contribution to the veterinary profession through his work with the Royal College of Veterinary Surgeons (RCVS). Professor Gorman was a council member of the RCVS for twenty years (1990-2010) and served on almost all of the RCVS' committees. During 1997-98, Professor Gorman was RCVS President.

In 2001, as Chair of the RCVS Education Strategy Steering Group, Professor Gorman co-authored 'Veterinary Education and Training: A Framework for 2010 and Beyond'. Professor Gorman also led the development of the future education strategy for the veterinary profession in the UK 2010-2020.

Professor Gorman has also served on a number of review bodies - including panel membership in the Research Assessment Exercise of 2001 - and on advisory bodies such as those of the Wellcome Trust and the Biotechnology and Biological Sciences Research Council (BBSRC).

Professor Gorman has received numerous awards for his contribution to veterinary science, including an honorary DVMS from the University of Glasgow in 2004, an honorary DVSc from the University of Liverpool in 2006, and an honorary DVetMed from the Royal Veterinary College in 2012. Professor Gorman has also been elected an Honorary Fellow of Wolfson College, Cambridge.

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	PAPER NO: N.03(14)	
Board/Committee:	Nomination Committee	
Date:	4 March 2014	
Paper title:	Nominations for University Court	
Recommendation by the Executive:	That the committee ratifies the nominated individuals who have been invited to join the University Court	
Aspect of the Corporate Plan to which this will help deliver?		
Matter previously considered by:	N/A	N/A
Further approval required?	No	N/A
Communications – who should be made aware of the decision?		

The following individuals were proposed as new members of the University Court in December 2013 and approved by the committee via email. The committee is requested to ratify this decision.

Potential New Court members

Name	Position	Further details/Connection to LSBU	Proposer
Cinta Esmel	Head of Trusts & Statutory Funding at the Mayor's Fund since April	An exceptional alumna, and. She came from the Lord's Taverners, but mostly has an arts background rather than sport.	Andy Powlesland, Director of Academy of Sport
Chris Caldwell	Dean of Healthcare Professions, Health Education North Central and East London		Judith Ellis
Margaret Murphy	Director Education and Quality, Health Education North Central and East London		Judith Ellis
Diana Hamilton Fairley	Joint Director of Education and Quality at Health Education South London		Judith Ellis
Dr Charles Bruce	Managing Director Health Education North West London		Judith Ellis
Chris Grant	14a Ltd	London based and has a strong social conscience. Is currently working on the Olympic legacy, and with disadvantaged teenagers from the East End, amongst other things. Possible links with LSBU, he did some work for the University years ago, and may even	Andrew Owen

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		have studied here	
Martin Large	CEO of Greater London Enterprise	alumnus	Mike Simmons, Director of Development
Dr Sue Black	Founder, Savvify		Mike Simmons, Director of Development
Cllr Adele Morris	Cathedrals ward councillor	alum	Mike Simmons, Director of Development
Cllr David Noakes	Cathedrals ward councillor		Mike Simmons, Director of Development
Cllr Geoffrey Thornton	Cathedrals ward councillor		Mike Simmons, Director of Development
Cllr Martin Seaton	Chair, Borough Bankside & Walworth Community Council		Mike Simmons, Director of Development
John Rushton	Chair, Waterloo Quarter BID		Mike Simmons, Director of Development
Donald Hyslop	Chair, Better Bankside BID		Mike Simmons, Director of Development
James Dinwiddie	Chair Team London Bridge BID		Mike Simmons, Director of Development
Chief Superintendent Charles Griggs	Southwark Borough Commander, Metropolitan Police		Mike Simmons, Director of Development