

Minutes of a Meeting of the Nomination Committee
held at 3pm on Wednesday 10th April 2013
in Technopark, London, SE1

Present

David Longbottom	Chairman
Dame Sarah Mullally	Vice Chair (by conference phone)
Professor Martin Earwicker	Vice Chancellor
Anne Montgomery	(by conference phone)

In attendance

James Stevenson	University Secretary and Clerk to the Board of Governors
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Welcome

1. The Chairman welcomed members to the meeting.

Minutes of the previous meeting

2. The committee approved the minutes of the meeting, subject to minor amendments.

Matters arising

3. The committee noted that at its meeting of 12th March 2013, the Appointments Committee had appointed Mee Ling Ng and Hilary McCallion as independent governors both for a term of office to 31st July 2017.

Re-appointment of independent governors

4. The committee noted that the first terms of office independent governors, Steve Balmont and Andrew Owen were due to expire on 30th July 2013. After careful consideration, the committee recommended to the Appointments Committee that they both are re-appointed for second terms of four years to 31st July 2017.

Independent governor succession

5. The committee noted that the final terms of office of the Chairman, the Vice Chair, Ken Dytor, Anne Montgomery and Diana Parker all expired on 31st July 2015. The committee agreed that around September 2013, the Chairman would invite the relevant governors to start to consider potential successors

known to them in their professional fields. A phased succession would prevent a significant loss of experience at one go in July 2015.

Potential candidates for independent governor vacancies

6. The committee noted that there were two vacancies for independent governors. One of the vacancies had been caused by the resignation of Sir David Melville on 31st March 2013. The committee agreed that it was important for the board to include a recently retired vice chancellor, who was well versed in the current higher education landscape.
7. The committee reviewed the list of potential candidates for the two vacancies (paper nom02.13). Having regard to the current composition and diversity of the Board of Governors and after due consideration to the balance of skills on the Board, the committee agreed that an initial approach would be made by the Chairman to Jean Tomlin OBE and by the Vice Chancellor to Professor John Craven, recently retired Vice Chancellor of Portsmouth University.
8. The committee would be updated on the outcome of the approaches.
9. In addition, the committee considered the profile of Martyn Dawes, alumnus and entrepreneur, whom the Vice Chancellor had met in February 2013. The committee requested the Vice Chancellor to discuss with him his interest in a non-executive directorship on the board of SBUEL (subject to a vacancy being authorised by the board of governors in May 2013).

Chairman succession planning

10. At its meeting of 13th November 2012, the committee had agreed the initial steps in planning the succession of the Chairman, who would retire as at 31st July 2015. The committee agreed that the likely candidate would not be in full-time employment due to the demands of the role.
11. The Chairman confirmed that a current independent governor had been approached but had reluctantly declined due to other external commitments.
12. After careful consideration, the committee agreed that it would be necessary to search for an external candidate alongside any internal candidates who expressed interest. A Chairman's Nomination Committee of independent governors in their first term of office was recommended to lead the search, this would comprise:
 - Andrew Owen, who would be convenor
 - Steve Balmont

- Douglas Denham St Pinnock
 - Hilary McCallion
 - Mee Ling Ng
 - James Smith; and
 - the new independent governor with HE experience.
13. This committee would be supported by the Clerk to the Board of Governors and would have sufficient budget to engage search consultants as they saw fit. Terms of reference would be prepared for approval by the board. This committee would decide on the terms of appointment including remuneration, if any (subject to the inclusion of the power to remunerate in the new articles).
14. The committee noted the role description and person specification (paper nom03.13) and agreed that the appropriate time commitment should be “up to 2 days per week”.

Appointment to SBUEL board

15. The committee ratified the appointment of Julian Beer, Pro Vice Chancellor at Plymouth University, as a non-executive director of SBUEL. The committee recommended that the SBUEL board should consider appointing an experienced entrepreneur as the additional non-executive director.

University Court members

16. The committee ratified the action of the Chairman in approving the list of prospective Court members (paper nom05.13) and inviting them to join the University Court and to the annual meeting on 21st March 2013. The committee noted that the Principal of Lambeth College was now Mark Silverman.

There being no further business, the Chairman closed the meeting.

Confirmed as a true record:

..... (Chairman)