

Meeting of the Nomination Committee

**3pm on Wednesday 10 April 2013
in 1B33, Technopark, London Road, London SE1 and via conference call**

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.	Re-appointment of Steve Balmont and Andrew Owen as independent governors (to recommend to the Appointments Committee)	N.01(13)	Chair
5.	Potential candidates for independent governors (to consider)	N.02(13)	Chair
6.	Update on Chairman succession planning (to consider)	N.03(13)	Chair
7.	Appointment of Julian Beer to SBUEL Board (to ratify)	N.04(13)	Sec
8.	Court membership (to approve)	N.05(13)	Sec
9.	Any other business		Chair
10.	Date of next meeting – to be arranged		Chair

Members: David Longbottom (Chairman), Dame Sarah Mullally (Vice Chair), Martin Earwicker (Vice Chancellor) and Anne Montgomery.

With: University Secretary and Governance Officer.

	PAPER NO: N.01(13)	
Board/Committee:	Nomination Committee	
Date:	10 April 2013	
Paper title:	Re-appointment of Steve Balmont and Andrew Owen as Independent Governors	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	David Longbottom, Chairman of the Board	
Recommendation:	That Steve Balmont and Andrew Owen are re-appointed to serve a further term of four years as Independent Governors	
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

Both Steve Balmont's and Andrew Owen's first terms as Independent Governors expire in July 2013 (Steve Balmont was appointed as an Independent Governor on 12 March 2009. Andrew Owen was appointed as an Independent Governor on 25 June 2009). Under the Articles they are eligible for re-appointment as Independent Governors for a second term of four years. Both have expressed their desire to continue for a further four years.

The committee is requested to recommend the re-appointment of Steve Balmont and Andrew Owen as Independent Governors for a period of four years from 1 August 2013 to the Appointments Committee.

	PAPER NO: N.02(13)	
Board/Committee:	Nominations Committee	
Date:	10 April 2013	
Paper title:	Potential candidates for independent governors	
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 list of candidates for Independent Governors' vacancies	
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 list of potential candidates for independent governor vacancies. There are currently two vacancies on the Board and it is recommended that one vacancy is filled by an ex Vice Chancellor following Sir David Melville's retirement.

The committee is asked to consider the list of candidates for Independent Governors' vacancies and make a recommendation to the Appointments Committee.

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Jean Tomlin OBE

- HR Director of LOCOG, including Gamesmaker volunteers
- Sole Proprietor, Tomlin & Co 2013-present
- Non-exec, J Sainsbury PLC 2013-present
- Trustee, Join In Trust 2012-present
- CIDA Foundation 2005-present
- Chartered Institute of Personnel & Development Enterprises 2005-2008
- Trustee, M&S Pension 2003-2004
- Board member, Student Loans Company 2002-2003
- Greenwich Healthcare Trust
- Previous HR roles at Marks & Spencer, Egg PLC and Prudential Direct
- Graduated Economic History & Sociology, Loughborough University 1977



Prof John Craven

- Vice-Chancellor, University of Portsmouth 1997-present
- Chairman, University Alliance 2006-2009
- Member, Archbishops' Council 2006-present
- Board Member, Universities UK 2006-present
- National Museum of the Royal Navy 2008-present
- Solent Local Enterprise Partnership 2011-present
- New Theatre Royal, Portsmouth 1999-2010-present (as a patron Univ.)
- Higher Education South East 2009-present
- Trustee, St Martin's Emmaus 1995-1996
- Central Board of Finance of the Church of England 2006-2008
- Author & professor of economics
- BA King's College Cambridge 1970



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Prof Graham Upton



- Independent educational consultant 2010-present
- Governor, University of the West of England 2009-present
- Director, Oxford Expression Technologies 2007-present
- Director?, Visit Oxfordshire 2012-present
- Director?, Oxford Inspires 2012-present
- Vice Chancellor, University of Cumbria 2010-2011
- Consultant, Ministry of Education Brunei Darussalam 2007-2010
- Vice Chancellor, Oxford Brookes University 1997-2007
- Governor, Headlington School 1999-2007
- Trustee, Oxford Playhouse 2001-2009
- Chairman, Oxford Community Partnership 2002-2007
- Director?, Hosting for Overseas Students 1997-2004
- Trustee, Foundation for Conducive Education 1992-1993
- Director?, Miles Internet 2001-2004
- Director?, Oxford Bio-Innovation 1999-2001
- Member, Heart of England Training and Enterprise Council 1999-2001
- Director?, Oxford Student Radio 1999-2000
- Director?, Higher Education Funding Services 1998-2003
- Under Sheriff, Oxfordshire 2011-present
- Fellow, Royal Society of Arts 1999-present

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Martyn Dawes

- Met with VC & Director of Development 19 Feb 2013 to catch up with LSBU, especially Student Enterprise developments
- Previously discussed potential roles at LSBU with the Chairman and was enthusiastic to be involved
- BA Business Studies 1995 (part time as South Bank Polytechnic and South Bank University) while working as a consultant (including Goldman Sachs and Marks & Spencer)
- Set up his consultancy in an office in South Bank Technopark with his wife, before leaving to start Coffee Nation
- Discovered real coffee in 1997 Manhattan convenience stores & started Coffee Nation as a company with a “real product” – espresso vending machines
- Business angels provided seed capital and loans to bring the products to Welcome Break, Tesco Express, Sainsbury’s Local, winning many small enterprise awards. In 2000, Primary Capital invested £4m. Milestone Capital bought out Primary and Dawes in 2008 for £23m.
- Speaks & consults on entrepreneurship with Coachmatch, Dawes Ryan Consulting & others, especially starting new, innovative & high-growth businesses



	PAPER NO: N.03(13)	
Board/Committee:	Nomination Committee	
Date:	Wednesday 10 th April 2013	
Paper title:	Chairman Succession Planning	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	Sarah Mullally, Vice Chair	
Recommendation:	The committee is requested to agree next steps for the succession of the Chairman of the Board	
Aspect of the Corporate Plan to which this will help deliver?	Effective governance of the University	
Matter previously considered by:	Nomination Committee	13 th November 2012
Further approval required?	N/A	N/A
Communications – who should be made aware of the decision?	N/A	

Executive summary

1. As previously discussed by the Nomination Committee on 13th November 2012, the Chairman of the Board of Governors is due to retire as a Board member in July 2015. At this point he will have served for two terms of four years as Chairman of the Board. The CUC Guide for Members of Governing Bodies recommends that this is the maximum time a Chairman should serve: “The re-appointment of a chair beyond two terms of four years, or the equivalent, should be regarded as exceptional” (Part II 2.56).
2. It is important that the Board continues its succession planning for the role of Chairman. This will enable the early identification of a new Chair and allow time for a smooth hand-over by the current Chairman.

The role

3. At its meeting of 13th November 2012, the nomination committee discussed and approved the attached role description for the Chairman. The question of remuneration of the Chairman was deferred until the outcome of the consultation with the Trade Unions on the revision of LSBU's articles of association was known.

Succession

4. There are two options for the succession of the Chairman: selection from within the Board or as an external appointment.
5. Whichever option is preferred, it is recommended that the Chair elect serves for a year as joint Vice Chair. The nomination committee is requested to consider whether the Chair elect should also chair the Policy and Resources Committee for a year before becoming Chair of the Board.

Internal Succession

6. All current independent governors are eligible to be appointed as Chair under the current Articles which state "where a member is elected Chairman of the governing body..., they would automatically begin a new term of membership linked to that office" (Article 7)¹.
7. The Chairman will update the committee on steps taken so far in relation to internal succession.

External Appointment

8. The Board may wish to advertise or recruit externally for the new Chairman. In this case, the committee is requested to consider the benefit of the candidate serving as an independent governor for a period or as joint Vice Chair prior to becoming the Chair of the Board (and see paragraph 5).

¹ When the Articles are submitted to the Board for approval it will be recommended that this article is removed but that the principle remains in the standing orders.

9. If it is necessary to seek candidates externally, then in order for the new Chair to have the full support of the members of the Board at the time of succession (i.e. August 2015), it is recommended that a Chairman's Nomination Committee be established consisting of governors whose terms' of office continue beyond 2015. The committee will lead the search for the new Chair and recommend to the Board the suggested candidate.

10. The appointment of Chair is a decision of the whole Board. The current articles state that "The Board of Governors shall elect from its number a Chairman for a period of 4 years. ... Any Governor other than the Chief Executive, a member of the Staff or a Student, shall be eligible for election as Chairman".

*University Secretary & Clerk to the Board
4th April 2013*

Role Description for Chair of the Board
(Approved by the Nomination Committee on 13th November 2012)

The University

London South Bank University (LSBU) is a vibrant, modern university with a long heritage. For 120 years, we have been priding ourselves on creating professional opportunities for our students and equipping them to become highly successful in their chosen fields.

The Borough Road Polytechnic Institute was established in 1892 with the founding aim to “improve the mental and bodily health and social happiness of the people in one of the poorest parts of south London”.

We are proud that throughout our history, the focus has been on professional courses and strong links with business and industry. The legacy of our past continues to enable our students to build successful and rewarding careers.

We have inherited, and still cherish, the role of welcoming students with potential from whatever background and helping them achieve career success. This mission remains at the core of the university today and will be an enduring legacy for future generations.

We are a cosmopolitan university with some 23,500 students, 50% of whom are from ethnic minorities, 58% female and 42% male.

We have received the highest possible rating for the quality of our education, from the independent Quality Assurance Agency (QAA).

Our students achieve the 12th highest starting salaries of any university in the UK (Sunday Times University Guide 2011).

Our main campus is a short walk from many of London's major landmarks and we're at a hub of local transport. Waterloo and London Bridge are some of our nearest stations and the London Underground is on our doorstep.

The University is delighted to have welcomed our new Chancellor, Richard Farleigh, at a formal installation ceremony in July 2012, our 120th anniversary year.

The vision and mission of London South Bank University

We have an important, enduring and consistent mission to create student opportunity for future success. We have much to be proud of and aspire to be the best in our field.

We intend to make this happen by implementing our vision:

“To be the most admired UK university for creating professional opportunity. We intend to be a source of pride to our students, our staff and the communities we serve.”

The Board of Governors

The Board of Governors is the University’s governing body. The core responsibilities of the Board are:

- (i) the effective stewardship of the University to secure its academic and financial sustainability over the medium and long term;
- (ii) safeguarding the mission of the University and the services it provides for the public benefit;
- (iii) securing the proper and effective use of public funds and accounting to stakeholders and society for institutional performance.

The Board as a whole is collectively responsible for promoting the success of the University by leading and supervising its affairs. The Board:

- oversees all activities of the University and ensures it complies with the law;
- determines the strategic direction of the University;
- has responsibility for approving the educational character, mission and strategic vision of the University, together with its long-term academic and business plans.
- fosters an educational environment that enables students to succeed; and
- sets the values and standards of the University and ensures that its obligations to its stakeholders are understood and met;
- has overall responsibility for its assets, property and estate, employees and health and safety
- takes all final decisions on matters of fundamental concern to the University.

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Composition of the Board of Governors

The Board comprises up to 13 independent governors, up to two academic staff, up to two students and at least one co-opted governor who has experience in the provision of education.

The Board is chaired by David Longbottom, Pro Chancellor. The vice chair is Sarah Mullally, Pro Chancellor.

The Board meets at least 5 times a year, plus two annual strategy days. Independent governors usually serve on one or more committees. The key committees are the Policy and Resources, Audit, Educational Character, Human Resources and Property Committees. Typically, these meet 3-4 times a year.

The Chief Executive of London South Bank University is the Vice Chancellor who is supported by an Executive consisting of two Pro Vice Chancellors, Executive Director of Finance, the University Secretary and the four Executive Deans.

Academic Structure

The University is divided into four faculties: Business; Engineering, Science and the Built Environment; Health and Social Care; Arts and Human Sciences (AHS). Teaching and the main administration is conducted at the Southwark Campus for all courses, except the professional courses in nursing, midwifery, health and social care, which are offered at Havering. Each Faculty is headed by an Executive Dean who has Pro Deans to assist them in the running of the Faculty.

The Academic Board reports to the Board of Governors and is responsible for policy and regulation in respect of admissions, examinations, the curricula, course content and all other academic matters.

Role description for Chair of the Board
Main duties and responsibilities

The Chair is responsible for leadership of the board of the University and ensuring its effectiveness on all aspects of its role. Their functions are to:

- lead the Board in its role of stewardship of the University and securing its academic and financial sustainability;
- lead the Board to ensure effective oversight of the management of the University;
- support the Executive, through the Vice Chancellor, to deliver the Corporate Plan.

Effectiveness of the Board

1. To ensure that the Board exercises control over the strategic direction of the University, through an effective planning process, and that the performance of LSBU is adequately assessed against the objectives which the Board has approved.
2. To establish constructive working relationships with fellow governors and the University Executive, recognising that day-to-day management is the responsibility of the Executive.
3. To be responsible for the board's composition and development.
4. Through the Clerk to the Board, to ensure that governors receive timely and high quality information to allow them to make effective decisions.
5. To ensure the board focuses on its key tasks.
6. To engage the board in assessing and improving its performance.
7. To oversee the induction and development of governors.
8. To direct the Clerk to the Board in providing support and advice to the Chair and governors.

Meetings of the Board

9. To plan and conduct board meetings effectively.

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10. To ensure that all governors participate fully and actively in matters which come before the Board and its committees. Governors should question intelligently, debate constructively, challenge rigorously and decide dispassionately.

Conduct

11. To embrace LSBU's vision, mission and values.
12. To act in accordance with the accepted standards of behaviour in public life and observe the highest standards of corporate governance, which includes ensuring and demonstrating integrity and objectivity in the transaction of business and following a policy of openness and transparency.
13. To exercise the Board's responsibilities in the interests of LSBU as a whole, rather than as a representative of any constituency and to accept collective responsibility for decisions made by the Board.
14. To act fairly and impartially at all times in the interests of LSBU as a whole, using independent judgement and maintaining confidentiality as appropriate.

External Role

15. To act as ambassador for LSBU externally. To engage with members of the University Court, which is a body of professional contacts and friends of the University, meeting annually.

Time Commitment

16. To be willing and able to devote the time needed to be an effective Chair, including planning and leading meetings, meeting regularly with the Vice Chancellor and attending significant LSBU events as appropriate. The time commitment required is approximately 2 days per week. Meetings are normally held in the early evening.

Holding office

17. The role of Chair of the Board is a high profile, responsible and rewarding voluntary role. In the spirit of charity trustees, governors are not remunerated, but members may reclaim all travelling and similar expenses incurred in the course of LSBU business. The Chair has the opportunity to influence and contribute to the success of a large institution that positively impacts on many people's lives.

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18. The initial term of office of the Chair is four years.

19. The successful candidate will receive an in-depth induction programme. Training and development opportunities are available.

Chair of the Board – person specification

Experience/knowledge

- 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 and of corporate governance
- E. Experience of leading a senior team within a substantial organisation
- F. The ability to negotiate outcomes and influence others to agree with those outcomes
- G. The ability to analyse complex and detailed information, readily distil key issues, and develop innovative approaches and solutions to problems
- H. Ability to operate as an effective member of a team with fellow governors
- I. Ability to communicate effectively with a broad range of stakeholders
- J. Ability to establish constructive and supportive yet challenging working relationships with the University Executive
- K. Ability to evaluate and monitor the work of LSBU
- L. Willingness to devote the time needed to be an effective Chair
- M. Commitment to continuous personal improvement
- N. Commitment to equal opportunities

	PAPER NO: N.04(13)	
Board/Committee:	Nomination Committee	
Date:	10 April 2013	
Paper title:	Appointment of Julian Beer to SBUEL Board	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	James Smith, Chairman of South Bank University Enterprises Ltd	
Recommendation:	That the Nominations Committee ratify the appointment of Julian Beer as a non-executive director of SBUEL	
Aspect of the Corporate Plan to which this will help deliver?	London's Enterprising University	
Matter previously considered by:	SBUEL Board	On: 9 November 2012 and 30 January 2013 (via email)
Further approval required?	N/A	N/A
Communications – who should be made aware of the decision?	N/A	

Executive Summary

After due consideration of the balance of skills and experience on the SBUEL Board, the SBUEL Board appointed Julian Beer, Pro Vice Chancellor (Regional Enterprise) at Plymouth University as a non-executive director. As part of the amended governance arrangements of South Bank University Enterprises Ltd (SBUEL) it was agreed that the University's Nominations Committee would ratify the appointment of SBUEL non-executive directors.

The committee is requested to ratify the appointment of Julian Beer as a non-executive director of SBUEL.

	PAPER NO: N.05(13)	
Board/Committee:	Nomination Committee	
Date:	10 April 2013	
Paper title:	Additional members of the University Court	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Executive sponsor:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Recommendation by the Executive:	That the committee approve the proposed additional members of the University Court	
Aspect of the Corporate Plan to which this will help deliver?	Creating an environment in which excellence can thrive	
Matter previously considered by:	Chairman of the Committee	Via email – March 2013
Further approval required?	Board (for information)	On: via email
Communications – who should be made aware of the decision?	N/A	

Executive summary

The following members have been proposed by the faculties as new members of the University Court:

AHS

David Sharpe, Regional Director, Merlin
Daniel Pedreschi, General Manager, Park Plaza

BUS

Sally Muggeridge – Master, worshipful company of Marketers

Recruitment

Keith Cowell – Principal, City of Westminster College

Sandra Davidson – Principal, Lambeth College

Sue Rimmer – Principal, South Thames College

Mr. Shen Yang – Minister Counsellor, Education Section, Chinese Embassy

Executive

Derrick Anderson – CEO, Lambeth Council

Kit Malthouse – Deputy Mayor with portfolio including enterprise

Simon Walker – Director General, Institute of Directors

The Chairman of the Committee approved these members in principal in early March so they could be invited to the University Court event of 21 March 2013. The committee is asked to ratify the appointment of these nominees to the University Court.