



Meeting of the Nomination Committee

1.00 - 2.00 pm* on Thursday, 15 December 2016
in 1B16 - Technopark, SE1 6LN

Agenda

<i>No.</i>	<i>Item</i>	<i>Pages</i>	<i>Presenter</i>
1.	Welcome and apologies		JC
2.	Declarations of interest		JC
3.	Minutes of the previous meeting	3 - 4	JC
4.	Succession planning	5 - 6	JC
5.	Recruitment methods and diversity	7 - 8	JS
6.	Reappointment of independent governors	9 - 10	JC
7.	Independent governor recruitment - higher education experience	11 - 12	JC
8.	Group structure - potential implications (verbal)		JC
9.	Any other business		JC

Date of next meeting To be decided

Members: Jerry Cope (Chair), Steve Balmont, Shachi Blakemore, Andrew Owen and David Phoenix

Apologies: Hilary McCallion

In attendance James Stevenson and Michael Broadway

* A working lunch will be provided.

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Minutes of a Meeting of the Nomination Committee
held at 6pm on Thursday, 19 May 2016
in the Boardroom, Technopark, London Road, London SE1

Present

Jerry Cope	Chair
Andrew Owen	Vice Chair
David Phoenix	Vice Chancellor and Chief Executive
Steve Balmont	
Hilary McCallion	

Apologies

Shachi Blakemore

In attendance

James Stevenson	University Secretary and Clerk to the Board of Governors
Michael Broadway	Deputy University Secretary

Welcome

1. The above apologies were noted.

Declaration of Interests

2. No interests were declared in any item on the agenda.

Minutes of the previous meeting

3. The committee approved the minutes of the meeting of 21 April 2016.

Independent governor applications

4. Following the meeting of 21 April 2016, interviews had been held with four candidates for the independent governor vacancies. Bob Buiaroski and Peter Damesick had not been recommended for second interview
5. The committee discussed Carl Powell and Valerie Shawcross. The committee agreed that, although well qualified for the role of independent governor, Mr Powell's skills and experience did not sufficiently add to the skill range of the

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Board. It was agreed that Mr Powell would be invited to join the newly formed advisory board for the School of Built Environment and Architecture.

6. The committee agreed to invite Valerie Shawcross to a second interview with members of the Nomination Committee.
{Secretary's note – Ms Shawcross subsequently withdrew her application}
7. The committee discussed recruitment methods and requested that greater use of university networks is used when recruiting governors alongside open recruitment.

Date of next meeting

8. The next meeting would be confirmed.

The Chair closed the meeting.

Confirmed as a true record:

..... (Chair)

	CONFIDENTIAL
Paper title:	Independent governor succession planning
Board/Committee	Nomination Committee
Date of meeting:	15 December 2016
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors
Board sponsor:	Jerry Cope, Chair of the Board
Purpose:	Decision
Recommendation:	<p>The committee requested to:</p> <ul style="list-style-type: none"> • Note the current composition of the Board and governors' term dates • Agree to recruit a governor with financial and audit experience to succeed the current Chair of the Audit Committee; • Agree to recruit a governor with expertise in digital economy and / or international business

Independent governor succession – sources of candidates

The committee is aware of the need to have a medium term plan for succession of the independent governors.

Composition of the Board

Currently, there are 11 independent governors with the following terms:

Governor	Term ends	Term
Hilary McCallion	Mar 2017	1
Mee Ling Ng	Mar 2017	1
Andrew Owen	Jul 2017	2
Steve Balmont	Jul 2017	2
Neil Gorman	Mar 2018	1 – retiring July 2016
Shachi Blakemore	Mar 2019	1
Carol Hui	Mar 2019	1
Kevin McGrath	Mar 2019	1
Jerry Cope	July 2019	1
Michael Cutbill	Dec 2019	1
Douglas Denham St Pinnock	Feb 2020	2

Under the Standing Orders the Board has agreed that there shall be up to 13 independent governors. The chair continues to hold head-room at 1 vacancy, in case a suitable candidate is identified.

At its meeting of 3 March 2016 the Nomination Committee agreed that international experience and digital skills were important areas which are not currently represented on the Board – please see attached skills matrix excluding Andrew Owen and Steve Balmont.

As can be seen, two long-serving governors retire in 2017:

- Steve Balmont, chair of audit committee
- Andrew Owen, vice-chair and chair of finance, planning & resources committee

Additionally, Neil Gorman will retire in July 2017.

Given that it takes time to identify candidates of the right calibre to make an effective contribution at board level, it is prudent to start the search for successor independent governors. The following actions are proposed:

- (1) to have in place an independent governor who can succeed Steve Balmont as chair of the audit committee. In another item on the agenda the committee is requested to extend Mr Balmont's term of office. Ideally, this will allow his successor as chair of the audit committee to serve for one year as an independent governor prior to becoming chair of the audit committee;
- (2) to find a replacement for Andrew Owen as vice-chair of the board and chair of the finance, planning and resources committee. The Chair is identifying appropriate candidates from within the Board and will ask Board colleagues for expressions of interest;
- (3) to find a replacement for Neil Gorman with direct HE senior leadership experience – covered in another item on the agenda; and
- (4) to have additional expertise in the area of the digital economy and / or international business.

Recommendations

- That a governor with financial and audit experience is recruited;
- That a governor with expertise in the digital economy and / or international business is recruited

Recruitment will be through use of LSBU networks and open advertisement in the Sunday Times online and Guardian online – please see separate paper.

	CONFIDENTIAL
Paper title:	Recruitment methods and diversity
Board/Committee	Nomination Committee
Date of meeting:	15 December 2016
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors
Board sponsor:	Jerry Cope, Chair of the Board
Purpose:	Decision
Recommendation:	<p>The committee requested to:</p> <ul style="list-style-type: none"> • Note the potential recruitment networks; and • Approve the addition to the Standing Orders on the diversity of the Board

Recruitment methods

In order to recruit high calibre independent governors, the governance team have reviewed the potential networks that we can develop in relation to governor succession.

Recently governor vacancies have advertised in the *Sunday Times online*, *Guardian online* and the LSBU external website.

In order to widen the pool of potential candidates as far as possible, the following additional networks will be tested:

- LSBU School advisory boards
- Operations team (Deans and Directors of PSGs).
- Enterprise team – which has connections with local SMEs and tenants, who may have skills that the board is seeking.
- Alumni and honoraries – liaise with alumni manager to identify potential interest
- Governors – ask again for potential names (as the board composition does change over time)

- “Women on Boards” – share vacancies (see below).
- Whitehall & Industry Group (WIG) – share vacancies.

The use of networks will be targeted, depending on the skills required for the appointment.

Open recruitment through advertisement will continue in parallel with using the networks identified above.

Diversity of the Board

A recent roundtable discussion hosted by the LFHE about improving diversity on governing boards recommended the following:

- use targeted recruitment – place adverts in areas dedicated to underrepresented groups such as Women on Boards.
- remove the need for previous board experience to attract younger board members.
- consider the use of technology to make meetings more accessible.
- link equality and diversity to strategic aims and consider equality and diversity when making decisions.

On this last point a more explicit statement about the need for board diversity in the relevant standing order was noted at the October board meeting to be approved by the Nomination Committee:

LSBU aims to achieve a gender-balanced board by 2020. This means having between 40% to 60% of independent governors of either gender on the Board. Targeted recruitment will be used to address underrepresentation.

	CONFIDENTIAL	
Board/Committee:	Nomination Committee	
Date:	15 December 2016	
Paper title:	Re-appointment of independent governors	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	Jerry Cope, Chair of the Board	
Recommendation:	<p>That:</p> <ul style="list-style-type: none"> • Hilary McCallion and Mee Ling Ng are re-appointed to serve a further term of four years as Independent Governors • Steve Balmont’s current term of office as an independent governor is extended by two years 	
Matter previously considered by:	N/A	N/A
Further approval required?	Appointments Committee	On: by email

Re-appointment of independent governors

Hilary McCallion and Mee Ling Ng

Both Hilary McCallion’s and Mee Ling Ng’s first terms as independent governors expire on 12 March 2017. 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.

Steve Balmont

Steve Balmont’s, currently Chair of the Audit Committee, second term as an independent governor expires in July 2017. Independent governors normally only serve for two terms as set out in the Standing Orders: “under Article 9.2, an Independent Governor may not normally be appointed for more than two terms of office in total. If it {the nomination committee} recommends that an Independent Governor is to be appointed for a third term, the Nomination Committee shall make a clear justification to the Appointments Committee”.

In order to identify a potential successor as Chair of the Audit Committee the Chair of the Board recommends that Mr Balmont's term of office is extended for an additional two years to 31 July 2019 with the possibility that only one year is served. This will enable Mr Balmont's successor as Chair of the Audit Committee to serve for a year as an independent governor prior to being Chair of the Audit Committee.

Recommendations

The committee is requested to recommend to the Appointments Committee to:

- re-appoint Hilary McCallion and Mee Ling Ng as independent governors for a period of four years from 13 March 2021; and
- extend Steve Balmont's second term for two years to 31 July 2019.

CONFIDENTIAL	
Paper title:	Independent governor recruitment – higher education experience
Board/Committee	Nomination Committee
Date of meeting:	15 December 2016
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors
Board sponsor:	Jerry Cope, Chair of the Board
Purpose:	Decision
Recommendation:	That the committee consider the list of candidates for Independent Governors' vacancies with HE experience to replace Neil Gorman

Executive summary

The committee is asked to consider the list of potential candidates for independent governor to fill the vacancy to be left by Neil Gorman when he retires in July 2017.

The committee is asked to consider the list of candidates for Independent Governors' vacancies and, if appropriate, to select candidates for informal interview.



Dr Sir Tim Wilson: Former VC of Hertfordshire University. When VC of Herts, their financial performance was very strong (a turnover twice comparators & a growing surplus), but student satisfaction was patchier than competitors (lower than LSBU's in 2013). Press coverage has been positive. He currently serves 6 boards across public, private & voluntary sectors: Arden University (a for-profit distance and blended learning university, with its head office in Coventry), Unite Group (providers of student accommodation), Wilson Pendleton, North Herts Hospice Care Association, Garden House Hospice & Garden House Hospice Trading.

In 2015 he received an honorary doctorate from LSBU.



Prof Peter Fidler CBE: Former VC of Sunderland University. As VC of Sunderland, their turnover was similar to LSBU, but surplus lower (occasionally a loss) and student satisfaction 3-5 percentage points higher. His board experience includes local economic partnerships as well as FE & schools, very relevant to LSBU. Currently a board member of Beacon of Light School, Hays Travel Foundation & Sunderland Business.



Prof John Coyne CBE: former VC of Derby University. As VC of Derby, their turnover & surplus was similar to LSBU's, and their student satisfaction has risen steadily. He was formerly on the Boards of Nottingham and De Montfort University. He was recently a UK Employment Skills Commissioner

He is currently Chairing British Canoeing & board member of Leicester's Centre for Enterprise & University of Derby Theatre. He is Chair of British Canoeing, and director of CFE Research & Consulting (formerly the Centre for Enterprise, in Leicester) & University of Derby Theatre.