

Minutes of a Meeting of the Nomination Committee  
held at 2.30pm on Tuesday 4<sup>th</sup> March 2014  
in room 1B16, Technopark, London, SE1

**Present**

David Longbottom	Chairman
Dame Sarah Mullally	Vice Chair
Prof David Phoenix	Vice Chancellor

**Apologies**

Anne Montgomery

**In attendance**

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

**Welcome**

1. The Chairman welcomed Prof Phoenix to his first meeting of the committee.

**Minutes of the previous meeting**

2. The committee approved the minutes of the previous meeting.

**Independent Governor Succession Planning**

3. The committee discussed succession planning for independent governors (paper **N.01(14)**). It was noted that five independent governors including the Chairman were due to retire from the Board in July 2015. All five governors chaired key committees and were members of the Policy and Resources Committee. It was noted that under the articles, in exceptional circumstances, governors are allowed to be reappointed for a third term of up to four years.
4. The committee reviewed the current skills matrix of the Board and recommended that with the retirement of the five governors the following skills and experience would need to be sought in their replacements: organisational change management; estates management; legal qualifications; commercial insight; non-executive directorship experience; and experience of leading large organisations.
5. The committee agreed that once the chair-designate had been selected, the Chairman would invite the relevant governors to start to consider potential successors known to them in their professional fields.

6. It was noted that the forthcoming governance effectiveness review would include a review of the Board sub-committees and that the committee structure may change following this. However, it was deemed necessary to review the membership of committees as they currently stand, with a view to succession planning and ensuring the continuing effectiveness of the committees on the retirement of the five governors.
7. Following review of the current membership of the Board sub-committees it was agreed that:
  - a. The Chairman's successor should join the Nomination Committee and Honorary Awards Committee becoming Chair of both committees when succeeding as Chair of the Board;
  - b. James Smith is asked to join the Remuneration Committee;
  - c. Prof Neil Gorman (subject to his appointment as a governor by the Appointments Committee – minute 9 below refers) is asked to join the Educational Character Committee and the Policy and Resources Committee. It was noted that this precluded Prof Gorman from joining the Audit Committee and it was agreed that the Audit Committee could consult Prof Gorman for advice as needed;
  - d. The Chairman's successor would chair the Policy and Resources Committee for a year before chairing the Board from September 2015. The current Chairman would step down from the Policy and Resources Committee in September 2014;
  - e. Membership of the Human Resources Committee would remain the same;
  - f. The governor appointed with estates strategy expertise would be asked to Chair the Property Committee when the current chair of the committee retires from the Board in July 2015.

### **Candidate for Independent Governor vacancy**

8. Having regard to the current composition of the Board of Governors and after due consideration, the Committee agreed to recommend to the Appointments Committee that Prof Neil Gorman be appointed to serve a term of four years to 31<sup>st</sup> July 2018 (paper **N.02(14)**). The Committee's recommendation would be made to a meeting of the Appointments Committee to be held on 20<sup>th</sup> March 2014.

**Nominations for the University Court**

9. The committee ratified the nominated individuals whose invitations to join the University Court had been approved by the committee via email (paper **N.03(14)**).

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

**Confirmed as a true record:**

..... **(Chairman)**