Nominations Committee

Minutes of the virtual meeting held on Tuesday 25 May 2021 at 1330-1430 hrs

Meeting Attendance

Members present: Denise Jagger, Chair and Pro-Chancellor
Philip Carpenter, Pro-Chancellor
Professor Charlie Jeffery, Vice-Chancellor & President
Professor Saul Tendler, Deputy Vice-Chancellor & Provost
Chris Thompson, Treasurer

In attendance: Dr Adam Dawkins, University Secretary (Secretary)
Joan Concannon, Director of External Relations
Mary Haworth, Director of OPPA

Apologies: None

Introduction

20-21/004 The Chair and Secretary reported that:
1. this was the first meeting of Nominations Committee that had been formally convened for some time, as there had been no substantive business to transact which had not otherwise been addressed via written resolutions of the Committee and recommendations to Council via this means. On this basis, there were no unconfirmed Minutes of a previous meeting to present;
2. going forward, the Committee would meet on a more regular basis, given forthcoming substantive items to consider, and on which to make recommendations to Council.

University Chancellor Succession: Principles and Proposals (NC20-21.02 Presentation, Confidential and Reserved Business)

20-21/005 The Committee considered a presentation from the University Secretary (with input from the Directors of External Relations and OPPA) on Chancellor Succession.

20-21/006 The University Secretary reported that:
1. the purpose of the presentation was to discuss with the Committee some key principles and preliminary proposals to inform planning for a successor to the University’s current Chancellor, Professor Sir Malcolm Grant, whose extended term of office as Chancellor ended in July 2022;
2. the Directors of External Relations and OPPA were both present and were proposed to be involved in relation from a range of perspectives, including the public relations and reputational significance of the figurehead of Chancellor for the University, and how the function of the role, and timing of the succession and inauguration, was aligned to the Vision, University Strategy and key events in the University calendar, including the University’s 60th Anniversary in 2022;
3. the background and terms of office for the six Chancellors appointed since the founding of the University was summarised for Committee members’ context.
and the Statutes position of a five-year, renewable term of office, which was consistent with much of the HE sector;

4. the demographics of Chancellors across the HE sector and how this might inform York’s considerations, noting that whilst authoritative and comprehensive demographic data did not exist, only c 1/3 were female, c15 identifying as from BAME backgrounds, with some evidence of other protected characteristics including some candidates identifying as LGBTQ+ and disabled, and indications of limited intersectionality across these wider categories;

5. the professional backgrounds of Chancellors included Royals and nobility; former politicians and/or members of the peerage; Prominent figures from the arts, entertainment and arts, scientific, medicine; judiciary, academic life; Entrepreneurs and Broadcasting and media. A noted decline in the Royals and nobility and former politicians category was witnessed in more recent appointments;

6. a role description in place for the Chancellor did not exist, and it was recommended that one should be developed for the purpose of the Chancellor succession process and for continued transparency and reference for the appointee and wider stakeholders, which set out at a high level the ceremonial, ambassadorial and also the potential fundraising and philanthropic competencies and capacities the role could be expected to perform;

7. it was proposed that a Search Committee is established, with a broader membership than, but including members of Nominations Committee to oversee the nominations call and longlisting and shortlisting process for Chancellor, and ensuring due diligence of candidates is undertaken;

8. an approximate timeline was presented, convening the proposed Search Committee in September 2021, a call for candidates between September and November 2021, shortlisting between January and March 2022 and potential Court approval of a recommended candidate at its May 2021 meeting or a Special Meeting if required.

20-21/007 The Committee observed that:

1. a commitment to a visionary leader accompanied with EDI characteristics for a future Chancellor was a key consideration, who would explicitly role-model the University’s values, with a likely professional background to which the current and prospective students in particular were able to relate;

2. the ambassadorial and networking role of the Chancellor was also critical, as had been effectively delivered by the current Chancellor;

3. development of a role description for Chancellor was supported, which went beyond the titular duties of ceremonial ‘head of institution’, Chair of Court and presiding over graduation ceremonies, to reflect the Vision, Values and wider potential duties, to be discussed in more detail at the next meeting of the Committee;

ACTION: AD

4. adopting an internal Search Committee model as proposed rather than utilisation of Executive Search was supported, drawing on a very wide range of stakeholders for the nominations call.

ACTION: AD

The Search Committee should itself be diverse in membership, to include student representatives (YUSU and GSA sabbatical officers), with a call for nominations to the student body managed via the Students’ Unions, and an academic staff Senate representative;

5. the directory of alumni and honorary degree recipients should also be reviewed for potential candidates, noting that a former Chancellor was identified via these routes.

ACTION :MH

Wider stakeholder mapping to support the nominations call and identification of potential candidates should be undertaken by External Relations;
6. it favoured looking at an extended term than five years noting the time it took to become embedded in University life for a Chancellor with relatively infrequent engagement with the University. However, the Secretary noted the current five-year term in the University Statute 3.2 was standard practice, and there was the provision for re-appointment for a further term, or an extension as had been undertaken with regards to the current Chancellor;

7. the outline timeline was broadly supported, noting that we may wish to restrict the nomination window to a six-week period, to minimise pressures points, and to clarify inauguration mechanisms and how these linked into any pragmatic transition and ‘passing the baton’ in relation to the current and any successor Chancellor presiding over graduation ceremonies. The outgoing Chancellor had confirmed that he would preside over the Summer 2022 graduation ceremonies, prior to the end of his term.

20-21/008 **Resolved:**

To approve the principles, proposed arrangements and outline timescales for Chancellor succession process, and the actions identified above.

**Lay Council Membership Matters (NC20-21.03)**

20-21/009 Nominations Committee considered an update on lay membership matters, including areas for clarification for the purpose of the review of the Charter and Statutes as part of the Council-Governance Effectiveness Review.

20-21/010 The Secretary reported that:

1. for the information of the Committee, four lay members of Council would reach the end of their two-year initial appointment term on 31 October 2021, with a mutual discussion required with the Chair in relation to recommending re-appointment for a full term from 01 November 2021. A Senate nominee on Council would also be confirmed by the Vice-Chancellor and President, to succeed Professor Duncan Petrie with effect from 01 August 2021, and an election wold be convened in September/October 2021 to elect a Professional Support Staff successor on Council to Dr Rachel Curwen. A successor incoming GSA President to Dr Purnur Altay would also be confirmed following the outcome of election as an *ex officio* Council member for 2021/22;

2. it also supported moving from a 10-year maximum term of office for lay Council members to an eight or nine-year maximum term, to ensure application of the CUC HE Code of Governance, and that this could be explored as part of the review of Statute 11;

3. **vacancies on several Council sub-committees (Equality, Diversity and Inclusion Committee and Student Life Committee) and progress was sought to seek to fill these vacancies, notwithstanding the findings of the Council-Governance Effectiveness Review and implications for these bodies and their composition;**

4. appended to the membership paper for the Committee, the summary of Council lay members’ terms of office exposes the current complexity created by the University Statutes in respect of the terms of offices for formal offices of Pro-Chancellor and Treasurer on Council and how these interact with other lay membership roles. This included several assumptions that the roles of Chair, Pro-Chancellor and Treasurer are appointed from the outset of a members’ appointment and therefore have periods of office which do not run parallel to the terms of office other lay members based on York’s 2+4+4 year. It also assumes that a role-holder of one of these formal offices of Council does not hold more than of these offices in parallel, whereas it has been appropriate in practice to do so;

5. the review of the University’s governing instruments would seek to propose for Council consideration and Privy Council approval a range of changes to clarify and simplify Council membership provisions, principally in Statute 11. This included:

   a. reviewing the different lay membership categories on Council, where we have essentially three clusters: 1. the senior officers of Chair, Pro Chancellors and
Treasurer 2. the six co-opted lay members and 3. the other two lay members appointed by Court;
b. making appointments to the senior officer roles of Chair, Pro-Chancellor and Treasurer (and Deputy Treasurer) from amongst the lay membership (this obviously does not preclude making external appointments to Council which are then appointed to these senior roles;
c. ensuring greater harmonisation across the terms of office of Council membership categories, with the exception of the Students’ Union Presidents category which is determined by their respective elected terms of office as sabbatical officers;
d. to reflect on the maximum 10-year term as recommended by the CUC HE Code of Governance, recommends a total of 8 (4+4) or 9 years terms (3+3+3);
e. introduce staggered terms of office as have been operated in practice formally into Statute to facilitate more effective succession management;
f. consider the merits of a Vice/Deputy Chair as currently written into Statute, or dispense with this if required, noting that the CUC HE Code of Governance recommends such a position;
g. introduce clear appointment and reappointment provisions for our co-opted lay members of sub-committee (i.e., non-Council members).

6. the review of the Charter and Statutes is an extensive and formal exercise, and the Council membership provisions form just one part of the exercise, which will include the provision of legal advice, internal engagement, Council approval and Privy Council preliminary and final engagement. The work was therefore unlikely to be fully completed by the July 2021 deadline of the Halpin Partnership element of the Council-Governance Review, and would continue into the first part of 2021/22 where the membership and other amendments would be proposed.

20-21/011 The Committee observed that:
1. in particular, it supported the harmonisation of Council member terms across categories, and the prospect of removing provisions such as two lay member Court nominees to Council on on the recommendation of Nominations Committee, as a defunct duty of Court given it had no role in the shortlisting or selecting of candidates, and it added an otherwise distinction between these two appointments and the other lay members;
2. the importance of recruiting a successor Chair and committee chairs from amongst established lay members was important for both development purposes and embedding and applying the experience of members, whilst seeking to avoid appointment to these roles when members where in the later stages of their terms of office;
3. it supported the proposal to retain two Professor Support Staff Elected members on Council, noting that universities which had sought to reduce the size of Council had normally implemented a reduction on the number of staff appointees;
4. the revised grid of members’ terms of office was welcomed and would be shared with Council members.

ACTION: AD

20-21/012 Resolved:
To endorse the proposed work to clarify, simplify and modernise those aspects of the University’s governing instruments as related to Council membership, to be brought to Council at the appropriate stage.

Dr Adam Dawkins
University Secretary
June 2021
Nominations Committee

Minutes of the meeting held on Tuesday 27 July 2021 in Room HG15, Heslington Hall, at 1330-1430 hrs

Meeting Attendance

Members present:  Denise Jagger, Chair and Pro-Chancellor
Philip Carpenter, Pro-Chancellor
Professor Charlie Jeffery, Vice-Chancellor & President
Professor Saul Tendler, Deputy Vice-Chancellor & Provost
Chris Thompson, Treasurer

In attendance:  Dr Adam Dawkins, University Secretary (Secretary)

Apologies:  None

Nominations Committee Minutes: 25 May 2021 (NC20.21/03)

20-21/013 The Committee confirmed the Minutes of its meeting on 25 May 2021 as an accurate record.

Council and Sub-Committee Matters and Halpin Partnership Council Effectiveness Review (NC20.21/04)

20-21/014 The Committee considered a report on Council and sub-committee membership matters as of July 2021 and those aspects of the Halpin Partnership Council-Governance Effectiveness Review report within its remit.

20-21/015 The Secretary reported that:
1. ;

2. Professor Nicky Milner FBA, had been approved by Senate as the successor to Professor Duncan Petrie as one of the four Senate nominees on Council from 01 August 2021 for a three-year term;

3. he had taken the six membership-related recommendations from the Halpin Partnership Council-Governance Effectiveness Review report (recommendations 1,3,4,6, 12 and 13) for an initial discussion with the Committee ahead of presenting the final report to Council at its 28 July 2021 meeting;

4. the recommendations in relation to reviewing and streamlining the Committees of Council would likely impact on the remit and structure of Nominations Committee, which in practice, as evidenced by this and prior meetings, had a wider remit than Council and sub-committee membership matters. Many universities incorporated wider governance and constitutional review activities into the remit of such committees. He would bring forward proposals in this regard in responding to the recommendations of the Halpin Review.

20-21/016 The Committee observed that:
1. it endorsed the preliminary response of the University Secretary in relation to the extracted recommendations in the table. In relation to recommendation 1, it was fully committed to Council making EDI commitments in terms of its own composition, as it had done in its most recent lay member recruitment rounds. However, it did not think that recruitment targets on a quota-based approach across gender, disability and diversity was necessarily the best approach. In terms of recommendation 4 the Council would debate its size at its next meeting, but it did not consider that a Council of 22 members represented an outlier in the sector which merited this being a priority recommendation for action, and that it could militate against membership breadth and diversity.

20-21/017 Resolved, to approve the appointment of:

1. Professor Laura Stewart FRHS, FRSA (Scotland) as the Arts and Humanities academic head of department on Finance Committee with effect from 01 August 2021 for a three-year term;
2. Professor Dame Vicki Bruce FBA as the Council member on Equality, Diversity and Inclusion Committee with effect from 01 August 2021, co-terminous with the end of her initial term of office;
3. Claire Wesley as a co-opted member of Remuneration Committee with effect from 01 August 2021 for a three-year term (re-appointed based on a previously unspecified appointment period).

University Governing Instruments Update and Proposals (NC20.21/05)

20-21/018 The Committee considered a progress report from the University Secretary on work underway to propose amendments to the University Charter and Statutes.

20-21/019 The Secretary reported that:

1. there was a clear rationale for review as set out in the paper, including to ensure the University’s governing instruments were current and that the documents empowered key bodies and individuals to act, and that the right decisions were made in the right location;
2. headline proposed amendments to Articles in the Charter and amendment and removal of a number of Statutes and the resulting impact on the Ordinances, was mapped out. In terms of amendments to the Charter, this included incorporating references to the University for the advancement of the public good; the University’s status as an exempt charity, a clause to confer benefits on Council members (to empower the University to remunerate lay Council members under special circumstances); and a new article confirming the equal treatment of University ‘members’ (staff and student and others) on the basis of their merits, ability and potential regardless of gender, gender identity, race, nationality, ethnic or national origin, age, socio-economic background, disability, religious or political beliefs, trade union membership, family circumstances, sexual orientation or other distinction. Also, reference could be made to the legal duty to protect (and subject to the HE Freedom of Speech Bill being enacted) and promote freedom of speech and academic freedom;
3. whilst the amendments were uncontentious, the removal of some provisions from Statute into Ordinance (thereby enabling institutional rather than Privy Council approval to amend those aspects) might be perceived as a ‘downgrading’ and assurance should be provided that this was not the case, and Senate and/or Council approval as relevant would still be required to make amendments;
4. the complexity of being able to track, propose and defend any changes was significant and would likely require external legal advice and two rounds of review through Council, with the first iteration shared with the Privy Council prior to the second, final submission for
Privy Council approval. It was anticipated that the final proposals would be submitted to the March 2022 Council meeting, with interim proposals for November 2021. Council would receive a copy of this progress report and plan on the Category II agenda for its 28 July 2021 meeting.

20-21/020 The Committee observed that:
1. it commended the work undertaken and encouraged the University Secretary to engage with a small, wider group of colleagues, including the Academic Registrar, as critical friends, notwithstanding any external legal advice sought;

   ACTION: AD

2. the proposed changes were uncontentious and that over-consultation on what was principally a modernisation and simplification exercise was not advised.

20-21/021 Resolved:
To endorse progress in work to review the University’s governing instruments, and the proposed timeline for final submission.

University Chancellor Succession (NC20.21/06)

20-21/022 The Committee considered an update paper from the University Secretary (with input from the Director of OPPA) on University Chancellor Succession.

20-21/023 The Secretary reported that he had drafted a simple role description for University Chancellor in the absence of one, and had devised terms of reference and proposed membership for a Search Committee to oversee the detailed work in reviewing candidates, and had drawn up a revised timeline.

20-21/024 The Committee observed that:
1. the role description was simple and effective;
2. the Search Committee’s reporting into Nominations Committee should be made explicit, to make recommendations to Council and to Court on the final candidate(s);
3. the general diversity of membership was encouraged, including from the staff network equality groups;
4. a lay member of Court should be invited to join the Search Committee;

   ACTION: AD

5. the timeline was tight through to a May 2022 final recommendation to Council and Court, but should be sufficient if the nominations process can be launched near the start of the Autumn Term 2021;

   ACTION: AD

6. the University Secretary had already undertaken significant work to get the proposals to this stage and whilst would continue to be closely involved, the Director of External Relations’ teams would be asked to coordinate the logistics communications and nominations.

20-21/025 Resolved:
To endorse:
1. for finalisation by the University Secretary, the role description for University Chancellor;
2. proposals for the Chancellor Search Committee terms of reference and membership, subject to the recommended changes;
3. the revised timeline for the Chancellor nomination and selection process;
4. stakeholder mapping to support the search process from the Director of OPPA.

Dr Adam Dawkins
University Secretary
September 2021