

UNIVERSITY OF LEICESTER

COUNCIL

30 September 2020

Annual Report of the Nominations Committee for 2019-20**Purpose of this report**

1. The Nominations Committee reports to Council and to Court from time to time, as required by the flow of business, but by long-standing arrangement does not present its minutes to either body. Instead, it reports by way of specific recommendations to whichever body is appropriate, and otherwise submits an annual report to Council.
2. This is the Nominations Committee's Annual Report to Council for 2019-20, covering relevant activity in the period from 1 August 2019 to 31 July 2020. It was approved by the Committee at its meeting held on 11 September 2020. Council is asked to note this report, which will be published on the University's website.

Membership

3. The membership of the Nominations Committee includes lay members, in a strong majority, and staff members of Council. In the period covered by this report the membership was as follows:

Lay members

Gary Dixon	Member and Chair throughout
Janet Arthur	Member throughout
Ian Johnson	Member throughout
Carole Thorogood	Member throughout
Martin Cullen	Member throughout
<i>Vacancy</i>	<i>Throughout</i>

Staff members

Edmund Burke	Member throughout
Nishan Canagarajah	Member from 4 November 2019

4. As indicated above, throughout the period covered by this report there was one lay vacancy on the Committee. For the 2020-21 academic year this place has been filled by lay member of Council Sophie Dale-Black; the membership is otherwise unchanged for the coming year.
5. Secretarial support to the Committee was provided by Neil Cox, Governance Office.
6. Activity in the period covered by this report was considered by the Committee at meetings held on 4 September 2019 and 11 September 2020. As this was not a year which involved or required a planned recruitment process to fill known forthcoming lay vacancies on Council there was no need for any further meetings to be held; all remaining routine business was dealt with by correspondence. The outcome of business during the year is summarised below.

New lay appointments to Council

7. The Committee commenced the 2019-20 academic year with the immediate priority of having to fill two unscheduled lay vacancies on Council, created by the late and unexpected resignations of two lay members at the end of July 2019.
8. The Committee considered the detailed CVs of two possible candidates for these positions, one of whom had been a strong candidate in the externally advertised lay recruitment round in 2018. The Committee agreed that both candidates had extensive and relevant experience in sectors

that would broaden the lay perspective of Council, and they would also maintain the gender balance whilst broadening the age profile.

9. Following the completion of satisfactory fit and proper persons and register of interests declarations, which were reviewed by the Chair of Council and the Treasurer, the Committee agreed to recommend to Council and Court respectively that the two individuals be appointed as lay members of Council for an initial period to 31 July 2022, as follows:

Dr Craig Brown (appointed to Council by Council itself)

Dr Sophie Dale-Black (appointed to Council by Court)

10. The Committee was concerned that the resignations referred to above had also created two immediate vacancies on the Audit Committee, with urgent practical and quoracy implications for this crucial required committee. In consultation with the Treasurer and the Chair of the Audit Committee the Chair of Council invited two independent lay people to join as co-opted members of the Audit Committee. One individual had previously served in this capacity between 2005-11, and the other had applied to be a lay member of Council in the 2018 recruitment round. The Committee endorsed this approach to finding suitably qualified and experienced individuals to fill these two co-opted positions as a matter of urgency.

Lay re-appointments to Council

11. At its Annual Meeting held on 14 February 2020 Court approved a recommendation from the Nominations Committee that the appointment of Cathy Ellis as a lay member of Council appointed by Court be extended for a further three-year term, from 1 August 2020 to 31 July 2023.
12. In the period covered by this report there were no other lay appointments to Council that needed to be reviewed or extended by the Committee.

Appointment of new Full and Associate Members of Court

13. Council approved recommendations from the Committee for the following individuals to be invited to be appointed as Full or Associate Members of Court, each to serve for a three-year term in the first instance:

Bridget Towle*	Full Member (former lay member/Chair of Council)
Jonathon Chambers*	Associate Member (Emeritus Professor)
David Davies	Associate Member (Emeritus Professor)
Eric Hope*	Associate Member (Emeritus Professor)
Clare Madge	Associate Member (Emeritus Professor)
Kirsten Malmkjaer*	Associate Member (Emeritus Professor)
Andrew Wardlaw*	Associate Member (Emeritus Professor)
Jan Zalasiewicz*	Associate Member (Emeritus Professor)

*Invitations accepted

Fit and Proper Persons

14. In accordance with the terms of its ongoing registration with the OfS the University requires all members of Council (and the Executive Board) to complete and sign an annual declaration form, to help demonstrate that all members of the governing body (and the senior management team) are regarded as being Fit and Proper Persons to oversee the institution's affairs.
15. At the instigation of the Nominations Committee and based on a model form issued by HMRC, the fit and proper persons declaration form was first introduced from 1 August 2017. However, subsequent regulatory guidance from the OfS quoted a slightly longer list of fit and proper indicators to those recommended by HMRC. The Committee therefore agreed that from 1

August 2019 the list of indicators used by the University would be extended, from 9 indicators to 12 indicators, to ensure a closer match with the OfS guidance. The updated version of the form was circulated for completion in 2019-20; a full set of declarations were made and no problems were identified from these. The University's Fit and Proper Persons procedures for both senior staff and Council appointments are kept under regular review and will be updated as necessary to ensure compliance with prevailing best practice.

Attendance monitoring

16. On the recommendation of the Nominations Committee, and agreed by Council, the attendance records of members of Council at meetings of Council and its four key 'compliance' committees were published for the first time within the University's Financial Statements for 2016-17. This information has since been published annually in the Financial Statements.
17. The Committee reviewed the 2019-20 attendance record of all Council members at meetings of the governing body, and the attendance record of Council members serving on the four key 'compliance' committees of Council – the Audit, Finance, Nominations and Remuneration committees. Due to the impact of the Covid-19 pandemic the pattern of meetings in the second half of the year was somewhat different to what had been planned originally. Meetings moved online, additional meetings were inserted where necessary, and efforts were made to reduce running times where possible. The Committee identified no problems or concerns with members' attendance records for 2019-20.

Payment of University Governors

18. The Committee considered a discussion paper published by the Higher Education Policy Institute (HEPI) on the possible remuneration of University governors, and the positive benefits this might have on the diversity and effectiveness of governing bodies. The Committee noted that the status of the paper was unclear - its various recommendations were aimed at different audiences within the HE sector but it made no suggestions as to how or by whom these might be taken forward and considered in a unified way. However, it contained several references to the CUC's *Higher Education Code of Governance* and the Committee agreed that it would be interesting to see whether the new edition of the *Code*, when finally published, had anything of substance to say on the issue of the payment of governors.

Action required

19. Council is asked to note this report, which will be published in due course on the University's website.

Neil Cox
Assistant Secretary to Council
14 September 2020