

Appointments and Governance Committee

22/26 A meeting of the Appointments and Governance Committee was held via Teams on Monday 17 October 2022 at 1.30 pm.

Present: -

The Vice-President, Kate Owen (in the Chair)

The President, Helen Gordon

Lay Member of Council, Sue Maple

The Vice-Chancellor

The Deputy Vice-Chancellor

Mr James Magee

By invitation: -

The Vice-President, Kevin Corrigan

The University Secretary

The Director of Human Resources

Head of Governance (Secretary)

22/27 **Minutes of the last meeting**

The Committee received and approved the Minutes of its meeting held on 18 August 2022.

22/28 **Matters Arising**

The Committee noted that the report submitted to Council on 22 September 2022 had been approved, including all changes to membership.

Appointment Matters

22/29 **Membership and Terms of Reference**

The Committee received and noted its membership and terms of reference for the academic year.

The Committee agreed that the Director of Human Resources should be invited to attend the Committee with immediate effect.

[redacted Section 40] It was noted that a vacancy still remained on Strategy and Finance Committee.

The Chair informed the Committee that she intended to consider whether to merge Appointments and Governance Committee with the Remuneration Committee during the course of this session. Members of the Committee were asked to forward any comments directly to the Chair.

22/29 Disclosures of Interests

The Committee received and noted a paper from the University Secretary in regard to Disclosures of Interests.

22/30 Reports of Committees of Selection

The Committee received and noted three Committee of Selection Reports for Professorial appointments that had been made since the last meeting. The Vice-Chancellor reported that the University continued to receive strong applications for academic posts.

22/31 Reports of the University Executive Board on matters relevant to the Appointments and Governance Committee

The Committee noted that there was no report on this occasion.

22/30 Membership of the Council

The Committee received and noted membership of the Council in Class 2.

The Committee noted the following vacancies for Lay Members of the Council:

- Penny Egan would be stepping down from Strategy & Finance Committee (S&FC) in December 2022. It was suggested that expressions of interest be sought from Lay Members – the University Secretary was asked to take this forward with the Chair of S&FC

Action: University Secretary and Chair of S&FC

- A vacancy remained for a Lay Member on the Appointments and Governance Committee, and the Remuneration Committee. The Committee had agreed that [redacted Section 40] approached (see Minute 22/29).

Action: University Secretary and Chair

The Committee noted that co-opted membership could be used on some committees in order to provide expert/specialist advice, but that it was important that for certain Committees, such as S&FC, that members owned the decisions made.

In regard to Council membership in Class 3/4/5/6 it was noted that all four members terms of office would end between December 2022 and July 2023. It would be important to maintain some continuity of membership so it was hoped that some of the members would stand for

reelection. The Committee recognized that a staggering of end dates would be helpful in the future to avoid all of the internal members leaving at the same point.

22/31 **Resignation of the Chief Financial Officer and the Pro-Vice-Chancellor Global Engagement**

The Committee received a discussion paper from the Vice-Chancellor. It was noted that the Chief Financial Officer (CFO) would leave the University on 31 December 2022 and that the Pro-Vice-Chancellor International (PVC I) would retire on 25 November 2022.

The Vice-Chancellor informed the Committee that following the decisions of the CFO and PVC I to depart that he had had discussions with all members of the University Executive Board (UEB) and the direct reports to both posts to understand views on the best possible working arrangements in the future. In addition, during this academic year, the University Secretary would undertake the Professional Services Portfolio and the Professional Services Process workstreams as part of the Strategic Foundations Programme. The recommendations forthcoming from these were likely to include a merging of professional functions, to strengthen their resilience and generate efficiency savings to the University.

The discussion paper detailed a series of recommendations in respect of the CFO and PVC departures. It was noted that some would be of a temporary nature and might be superseded by the work of the Professional Services Review.

In particular the Vice-Chancellor highlighted the following recommendations to the Committee:

- Consideration would be given to whether a CFO role was required. In the meantime the Director of Finance, Andrew Grice, would join UEB as the designated most-senior financial officer of the University, retaining the title 'Director of Finance' and line-managed by the Vice-Chancellor. Andrew would remain Head of the Finance Function and a designated Deputy Director of Finance be appointed from among Andrew's direct line reports to strengthen resilience and management of the Finance Function. The Director of Finance would attend the Council, Strategy & Finance Committee, Investment Committee, Audit Committee, Planning Group, and Risk Management Committee and have right of attendance to Senate.

The appointment would be made, initially, on a temporary basis till the end of 2023 (i.e. following the completion of the audit for the 2022/23 financial year), with a review in the summer of 2023 either to confirm the appointment or consider alternatives. This appointment required Appointments & Governance Committee and Council approval.

- A new PVC (International) would be appointed. The rationale for having such a role had not changed since Paul Inman was appointed. In view of the strength of the internal field of candidates when the University last appointed a PVC I, it was recommended that the role be advertised internally and externally in early 2023, with the aim of having the new postholder in place for the start of the 2023/24 academic year at the latest.
- A separate paper would be submitted to UEB proposing the establishment of a Commercial Board. This Board would bring together all commercial activities in the University and act as an advisory body to UEB. The need for a group had been recognised for a considerable time, and it would be a Board where: commercial ventures were considered at an early stage in their development; such ventures could be examined using specialist advice; the commercial understanding and skills among

colleagues could be developed; advice to UEB considered with full due diligence. PVC (Research and Innovation) Dominik Zaum Would take the oversight of commercial activities on behalf of UEB.

The Commercial Board would replace existing groups and committees that had a primarily commercial role, such as the TVSP Steering Group, Procurement Board and the Investment Property Sub Committee.

The following comments were made by the Committee:

- There was support for the development of a Commercial Board which would be a helpful step forward. The external advisors should have experience of commercial ventures relevant to the commercial work of the University.
- There was a need to ensure an independent financial voice from someone who understood the complexities of working within Higher Education alongside technical Finance skills.
- Would the new PPCI be allowed to refresh the International Strategy or be expected to deliver what was already in place? – some latitude would be given to any new appointment but it was felt that the current strategy in place was the right one for the University.
- On the Commercial side it would be vital to have more direction/clarity for S&FC and Investments Committee as to the work of the Commercial Board – was it oversight or insight? Would the Board being a sounding board or decision maker?
- Members of Council had suggested that a Business Analyst would be helpful in providing a longer-term view tracking the University against the sector.
- It would be important to find a consistent means to engage with colleagues who were no longer reporting directly to a member of UEB.

The Committee thanked the Vice-Chancellor for the discussion paper, it was helpful to see in detail how all aspects of both the CFO and PPCI roles would be allocated and to note that UEB colleagues had been involved in the discussion and were content.

The Committee noted that the Vice-Chancellor would prepare a separate note for submission to the Council at its meeting on 23 November 2022.

22/32 Report on the Personal Titles Process 2021-22

The University Secretary gave a verbal update to the Committee on the Personal Titles process for 2021-22. [redacted Section 40], and that the first candidates had been received from the University of Reading Malaysia ([redacted Section 40]).

22/33 Dates of Meetings in Session 2022-23

Thursday 2 February 2023 at 3.30 pm
Tuesday 6 June 2023 at 12.00 pm