

## Nominations Committee

### Minutes of the Meeting held on Thursday 25 November 2021 via Zoom at 1430-1530 hrs.

#### Meeting Attendance

Members present:	Denise Jagger, Chair and Pro-Chancellor Philip Carpenter, Pro-Chancellor Professor Saul Tendler, Deputy Vice-Chancellor & Provost Chris Thompson, Treasurer
In attendance:	Dr Adam Dawkins, University Secretary (Secretary)
Apologies:	Professor Charlie Jeffery

#### Nominations Committee Minutes: 27 July 2021 (NC21.22/01)

21-22/001 The Committee confirmed the Minutes of its meeting on 27 July 2021 as an accurate record.

#### Matters not covered elsewhere on the agenda (oral report)

21-22/002 The Committee **considered** Matters Arising.

21-22/003 The University Secretary **reported** that:

1. [REDACTED];
2. Minute 20-21/016: he was yet to develop a Council Membership Equality, Diversity and Inclusion (EDI) Statement as one of the recommendations accepted in the Halpin Council-Governance Effectiveness Review report. This required further consideration around the nature of such a commitment statement with colleagues in the Equality and Diversity Office prior to presenting it for Constitution and Nominations Committee and Council consideration;
3. Minutes 20-21/022- 024: nominations for Chancellor nominations would close in early December 2021, with the first Search Committee meeting, which would report into Constitution and Nominations Committee to be held in January 2022;
4. a proposal would be brought to the March 2022 meeting of Constitution and Nominations Committee (the date scheduled for Nominations Committee) in respect of discussion an extension to the Chair of Council's final term of office which ended in July 2022, to aid both Council Chair succession and to enable the Chair's role in supporting the transition to a new University Chancellor, as the term of the current Chancellor and Chair coincided.

#### Council Membership Matters 2021/22 (NC21.22/02)

21-22/004 The Committee **considered** several Council Membership Matters for 2021/22.

21-22/005 The Secretary **reported** that:

1. a skills audit self-assessment of Council members had been undertaken, which affirmed that IT, Cyber and Digital and Property remained key areas to consider in terms of succession, and

experience areas such as Corporate Social Responsibility and FE might require identification in future candidates;

2. he had addressed the anomaly also identified in the Halpin Review that Statute 11 allowed for a maximum 10-year term of office for independent/external members of Council. This requires correction, and a maximum 9-year term will be reflected in the revised Statute to align to the CUC HE Code of Governance (2020) maximum 8/9 year term. It was proposed that this would apply to all existing independent/external Council members retrospectively, with the exception of the three Pro-Chancellors who were into their second or third and final terms of office. The 9-year maximum would be incorporated into the revised Statute on Council membership, and affected independent members' maximum terms would be reduced by one year.

21-22/006 The Committee **observed** that:

1. it would be helpful for the University Secretary to map the skills strengths and gaps against existing Council members' terms of office to assess how Council could best manage skills succession or development in new recruits. It also considered how co-opted Council Committee members (i.e. independent members who are not Council members) could be further used to strengthen skills gaps on Council Committees;
2. the 2+3+4 nine-year term of office pattern proposed presented uneven terms which had its shortcomings, but it was recognised that this was in place to preserve a 2-year mutual probationary period. An alternative suggested by the University Secretary was to introduce the 2+3+4 model for existing independent members, as the majority were already in their second term of office, or due to enter it, and then move to an evenly split 3+3+3 model for any future independent members, which it supported.

21-22/007 **Resolved:**

- 1. to endorse for Council approval the reappointment of Professor Simon Best, Professor John Loughhead, Judith McNicol and Amanda Nevill for a three-year term with effect from 01 November 2021, and Dr Philip Rycroft for a three-year term with effect from 25 February 2022;**
- 2. to endorse for Council approval the appointment of the Chair of Audit and Risk Committee as an *ex officio* member of the new Constitution and Nominations Committee;**
- 3. to approve on behalf of Council, the principle that external, co-opted (i.e non-Council) members who participate in UEB sub-groups/committees are present in attendance rather than as full members of that body, to provide input and remained informed, but maintain a degree of independence from recommendations and decisions made;**
- 4. to approve:**
  - a. the introduction of a 3+3+3 (maximum 9 year) term of office for any new independent/external Council members recruited with effect from the date of the next Council meeting;**
  - b. the replacement of the 10 year term (2+4+4) with a 2+3+4 model (maximum 9 year) for *existing* independent/external Council members.**

**Council Committees Terms of Reference 2021/22 (NC21.22/03)**

21-22/008 Nominations Committee **considered** proposed changes to several Council committee terms of reference for 2021/22.

21-22/009 The Secretary **reported** that:

1. to implement recommendations 7 (Audit and Risk Committee/Finance Committee terms of reference), 10 (Student Life Committee reporting route) and 14 (overall review of Council committee sub-structures) he had undertaken work with colleagues to [a] disband Ethics Framework Governance Committee (EFGC) [b] migrate Health Safety and Welfare Committee and Equality, Diversity and Inclusion Committee and Student Life Committee to solely report to the Senate and [c] merge Nominations and Honorary Associations Committee and Nominations

Committee into a single Constitution and Nominations Committee. The detailed rationale and timescales was summarised in Appendix 1 of the paper;

2. Audit and Risk Committee (ARC) terms of reference had also been comprehensively reviewed and Finance Committee terms of reference would also be modified following the recommendation set out by the University Secretary in the Effectiveness Review Report for that body;
3. minor modifications had been recommended for the Remuneration Committee terms of reference;
4. a new terms of reference template for application to all Council sub-committees had been developed and those for the new Constitution and Nominations Committee and revised Remuneration Committee had been presented in this format for Nominations Committee recommendation to Council.

21-22/010 **Resolved:**

**To endorse:**

1. **progress to implement Recommendations 7, 10 and 14 of the Halpin Council-Governance Effectiveness Review to streamline Council sub-committees;**
2. **for Council approval, amendments to the terms of reference and membership for a new Constitution and Nominations Committee (to replace Nominations and Honorary Associations Committees), and revised terms of reference for Remuneration Committee as endorsed by the Committee, subject to inclusion in 2biv of reference to co-opted members of Council committees.**

**University Charter and Statutes Amendments (Preliminary Approval) (NC21.22/04)**

21-22/011 The Committee **considered** a progress report from the University Secretary on work underway to propose amendments to the University Charter and Statutes.

21-22/012 The Secretary **reported** that:

1. a paper setting on the proposed key changes to the Charter and Statutes, as well as tracked amendments was provided. It had been informed by legal advice [REDACTED] and had also been discussed with the Academic Registrar and Head of Legal Services;
2. the rationale for seeking to introduce the proposed new benefits clause for independent Council members was explained, particularly a compensation for loss of earnings for those members of Council who would not be in a position and that the Privy Council would seek advice from the Charity Commission in this regard, even though such an article was not uncommon in English HEI governing instruments.

21-22/013 The Committee **observed** that:

1. it proposed minor amendments to Article 9d of the Charter;
2. Article 12 on the detailed mechanisms for removal of officers of the Council being heard by Council had the potential to be sensitive in a collective setting, with a fair and pragmatic procedure to be set out in the new Ordinances;

**ACTION: AD**

3. whilst none of the proposals made were adverse to Senate or academic regulation, and that Council had the authority to propose amendments to the Charter and Statutes, the proposals should be presented to the next Senate meeting for information and to afford the body insights into the nature of, and rationale for, the amendments.

**ACTION: AD**

21-22/014 **Resolved:**

**To endorse the proposed amendments, subject to the minor points raised for initial presentation to the November 2021 Council meeting and February 2022 Senate meeting. Following this, the next steps which require University Council approval of the amendments in March 2022 to present an agreed version to enable Privy Council advice to be given, and any further final amendments to be made for University Council final approval and submission to the Privy Council.**

**Dr Adam Dawkins  
University Secretary  
January 2022**

# Constitution and Nominations Committee

## Minutes of the Meeting held on 1 March 2022 at 1330-1500 in room SLB/003 Spring Lane Building.

### 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, Pro-Chancellor & Treasurer David Watson, Chair of Audit & Risk Committee
In attendance:	Dr Adam Dawkins, University Secretary Dr Philip Evans, Secretary to the Committee
Apologies:	None

### Nominations Committee Minutes (CNC.21.22/01)

- 21-22/01 The minutes of the meeting of the former Nominations Committee held on 25 November 2021 were **approved**.

### Terms of Reference/Membership (oral report)

- 21-22/02 The University Secretary **reported** that:
1. Council had approved at its meeting on 29 November 2021 the merger of the former Nominations and Honorary Associations Committees to form the new Constitution and Nominations Committee;
  2. the previously scheduled meeting dates of the former Nominations Committee in the current academic year were being retained for the new merged Committee; the meeting dates for the following academic year would be scheduled 1-2 weeks before Council meetings to ensure appropriate onwards reporting from the Committee; these meetings would be held virtually except for the one meeting per year at which honorary degree nominations/Court membership would be discussed (noting that the timing of this varied in accordance with advice from the Director of External Relations);
  3. the extended membership of academic members appointed by Senate and the two student Presidents would attend for the business taken on from the former Honorary Associations Committee (i.e. honorary degree nominations and Court membership).

### Halpin Council Governance Effectiveness Review (CNC.21.22/02)

- 21-22/03 The University Secretary and the Chair **reported** that:
1. good progress had been made in implementing the recommendations relating to adjustments to Council sub-committees, including those such as the Equality & Diversity Committee with a change of reporting line to the University Executive Board (although independent members might still be in attendance at such committees if they had a particular interest and/or expertise in its remit);

2. an external consultant had delivered training to student sabbatical officers and other student elected members in order to support them in maximising their contribution to University committees; various materials were being built up to inform in-house delivery of such induction going forward (as this was also likely to be a recommendation arising from the ongoing Senate Effectiveness Review);
3. induction practices had also been enhanced for non-student members of committees, including for the academic members appointed to Council by Senate who had been briefed by the Vice-Chancellor and University Secretary;
4. a follow-up meeting had been held with the Halpin consultants in January 2022 at which the progress to implement their recommendations had been confirmed; it was generally agreed that the review had been comprehensive and had provided the University with a useful workplan of developmental recommendations;
5. although Council had felt that diversity targets for gender, ethnicity and disability (Halpin R1) were not necessarily the most appropriate means to foster diversity in its own membership and that alternative ways to address such considerations should be embedded in the recruitment of new members, an Equality, Diversity and Inclusion (EDI) Statement had been drafted for Council based on the most recent round of declared equality characteristics by members; the Committee was invited to consider the statement which contained a number of explicit commitments in order to set the 'tone at the top'

[REDACTED]

[REDACTED]

21-22/04 The Committee, Chair and Vice-Chancellor **observed** that:

1. it might be useful to pursue Halpin suggestion S8 regarding possible mentoring relationships between lay Council members and students, noting that closer engagement with the student community might be better achieved through more targeted interaction with the Student Expert Panel (comprising students from under-represented backgrounds) or the elected Faculty Reps who served on Senate; further advice on this matter should also be sought from the YUSU President in order to ensure that such relationships were mutually beneficial from the student perspective;
2. Halpin suggestion S11 regarding 'deep dives' into specific topics was covered by strategic horizon-scanning at Council development sessions and within formal meetings; 'deep dives' were also starting in relation to the corporate risk register and would be undertaken by UEB with oversight from the Audit & Risk Committee; they might also usefully form part of Council strategic away days;
3. [REDACTED]
4. greater diversity within the Council membership had in some years been achieved through the elected and Senate-appointed staff positions, but even with positive action statements to encourage diversity of participation during the election process, such outcomes could not be guaranteed;
5. among the various protected equality characteristics, age was often neglected as an area of focus;
6. consideration might usefully be given to targeted co-option of members to Council to fill identified diversity gaps, noting that over-reliance on single individuals should be avoided if possible; such targeted recruitment of individuals to improve membership diversity might be also be supported on the staff side by reference to the three staff equality networks; as regards the independent membership, this would require further consideration and possibly tapping into broader sector initiatives (e.g. Perrett Laver's Governance Apprenticeship Programme).

21-22/05 **Resolved:**  
**to endorse for Council approval and subsequent publication the Council EDI Statement.**

## **Charter and Statutes Amendments (Council paper C21.22/35)**

- 21-22/06 The Committee **considered** the proposed amendments to the University Charter and Statutes for which Council approval would be sought at its next meeting, noting that subject to such approval the amendments would then be submitted to the Privy Council for initial feedback.
- 21-22/07 The University Secretary **reported** that:
1. the amendments had also been submitted to the recent Senate meeting for information so that it was aware of the aspects which related to its membership and headline terms of reference (which had been moved from Statute to Ordinance for greater institutional flexibility and adaptability); no concerns had been raised by Senate about the proposed changes;
  2. there had been further engagement with the Academic Registrar who had proposed inclusion of the Student Unions in new Statute 9;
  3. greater flexibility and future-proofing had been introduced to the Council membership Statute 4 by inclusion of a 'not more than' provision as regards required numbers in the different membership categories;
  4. legal advisors had confirmed that the proposed amendments in structure and wording were appropriate for approval by the Privy Council, subject to its likely consultation with the Charity Commission on certain aspects (e.g. the new authority to remunerate lay members);
  5. following the streamlining of the Statutes, a new set of 'corporate' and 'academic' Ordinances would be developed for approval by, respectively, Council and Senate.
- 21-22/08 **Resolved:**  
**To endorse for Council approval the proposed amendments to the University Charter and Statutes.**
- Code of Practice on Committee Transparency (CNC21.22/04)**
- 21-22/09 The Committee **considered** a new Code of Practice on Committee Transparency.
- 21-22/10 The University Secretary **reported** that:
1. development of such a Code had been a priority recommendation of the Halpin Review (R5 refers);
  2. the Code consisted of a set of high-level principles to achieve baseline transparency of information in relation to key committee discussions/decisions, with redaction of sensitive material where necessary;
  3. the basic legal requirements of the Information Commissioner's Office (ICO) were satisfied by the terms of the Code which would replace previous University guidance on the publication of minutes etc;
  4. although there was already considerable transparency around some aspects of University business (e.g. the strategic change projects which had their own webpages), the intention was to extend this more widely across the institution in order to reduce the number of ad hoc information requests from staff, students and third parties.
- 21-22/11 The Committee **observed** that:
1. although full compliance with the new Code would inevitably take some time to become routine practice among the large number of University colleagues to whose work it would apply, it would be helpful in resolving previous issues around access to University information in the context of the Freedom of Information Act;
  2. the Code seemed comprehensive and would hopefully generate more consistent practice across the University;
  3. baseline requirements seemed appropriate in the context of some information for which there might not be a high (or indeed any) demand for access;
  4. although a worthwhile exercise, not least as greater transparency could lead to greater trust, it would be important to ensure that the additional work required from colleagues was not made over-complicated in the context of institutional agility and individual workload.
- 21-22/12 **Resolved:**

**to approve the Code of Practice on Committee Transparency.**

**Chancellor Search Committee (CNC.21.22/05 and Oral Report)**

21-22/13 The Committee **noted** reports from the meetings of the Chancellor Search Committee held on 19 January and 16 February 2022.

21-22/14 The Chair and University Secretary **reported** that:

1. the Search Committee had agreed on a shortlist with one preferred candidate with whom informal discussions would now be held (including with the current Chancellor);
2. [REDACTED];
3. if the preferred candidate confirmed his/her willingness to accept the role, a suitable recommendation would be submitted to the Committee for onwards recommendation to Council and Court (as the Chancellor chaired the Court).

**Chair of Council: Term of Office/Succession Plan (CNC.21.22/06)**

21-22/15 The Committee **considered** recommendations regarding a one-year extension of the term of office of the current Chair of Council and an associated succession plan.

21-22/16 The University Secretary **reported** that:

1. the principal rationale for the extension recommendation was to facilitate the Chair's support for the Vice-Chancellor in helping to induct and welcome the new Chancellor to the University; it would also allow additional time for agreeing an approach to identifying a candidate to succeed the current Chair from August 2023;
2. a degree of senior continuity was also advisable in the context of the large number of new lay members who had joined Council in the last 2-3 years;
3. the proposal had been shared with the current Chair who had confirmed her willingness to be re-appointed for one further year [REDACTED];
4. the latest CUC guidance on recruiting a new Chair (2017) emphasised that a transparent and fair process was essential; while this did not necessarily require use of executive search, external publication of the vacancy would be a baseline requirement.

21-22/17 The Committee **observed** that:

1. given the key triangular relationship between Vice-Chancellor, Chancellor and Chair of Council, the new Chancellor might also usefully provide informal input to the recruitment of the next Chair (e.g. through invitation to comment on the role description);
2. with regard to the proposed recruitment timeline, it might be advisable to bring forward the planned request for expressions of interest from the current lay members of Council as this could have an impact on the timing and nature of the subsequent recruitment/appointment process;
3. executive search had not been employed for a new number of recent new senior appointments (e.g. Faculty Deans), with successful recruitment having been based on the University's own networks and connections;
4. [REDACTED];
5. an increasing number of universities were now using *Nurole* as a digital hiring platform for Board Chairs, which might be worthy of further exploration in the succession plan/process.

21-22/18 **Resolved:**  
**to endorse for Council approval the recommendation that the current Chair of Council be granted a one-year extension as Chair and as a Pro-Chancellor running from 01 August 2022 to 31 July 2023.**



## Council Membership Matters (CNC.21.22/06)

21-22/19 The Committee **noted** a report on [REDACTED]  
[REDACTED] Council membership matters.

21-22/20 The Vice-Chancellor, University Secretary and Chair **reported** that:

1. [REDACTED]  
[REDACTED]  
[REDACTED];
2. as recent experience of higher education would also be useful, the Director of OPPA and the CEO of YUSU had responded to a request from the Vice-Chancellor for suggestions; the names proposed by this means were currently subject to further information gathering and due diligence before being submitted to the Committee for consideration;
3. [REDACTED]  
[REDACTED]  
[REDACTED];
4. the maximum terms of office for the majority of Council lay members had been reduced in accordance with the Halpin recommendations and the associated amendments to the Council Statute; these changes had also been mapped to the skills audit summary in order monitor the need for succession planning in specific areas of expertise;
5. identification of potential Council lay members could sometimes be achieved through co-options on to sub-committees such as Audit & Risk and Remuneration; such co-options could also provide a route towards improving diversity of committee membership.

### Date of Next Meeting

21-22/21 The date of the next meeting was **noted** as Tuesday 24 May 2022 (13:30-15:30, room H/G15, Heslington Hall).

# Constitution and Nominations Committee

## Minutes of the Meeting held on 24 May 2022

### Meeting Attendance

Members present:	Denise Jagger, Chair and Pro-Chancellor Philip Carpenter, Pro-Chancellor Professor Saul Tendler, Deputy Vice-Chancellor & Provost Chris Thompson, Pro-Chancellor & Treasurer David Watson, Chair of Audit & Risk Committee Patrick O'Donnell, YUSU President
In attendance:	Joan Concannon, Director of External Relations Dr Adam Dawkins, University Secretary Dr Philip Evans, Secretary to the Committee
Apologies:	Professor Charlie Jeffery, Professor Ian Hamilton, Professor Richard Ogden <sup>1</sup>

### Minutes (CNC.21.22/07) and Matters Arising (Oral Report)

- 21-22/25 The minutes of the meeting held on 3 March 2022 and of the written resolution in respect of a Council lay member appointment (28 April 2022) were **approved**.
- 21-22/26 The University Secretary **reported** that:
1. the externally facilitated training session to support student sabbatical officers to contribute as effectively as possible to the formal committees they were members of (M21-22/03ii refers) would be repeated for the new incoming officers in September 2022;
  2. Council had approved the proposed EDI Statement (M21-22/05 refers) and an implementation plan was currently being drafted for presentation to July 2022 Council following review by the Committee;  
**ACTION: AD**
  3. Council had approved the appointment of Abisola Barber as a new independent member for an initial three-year term (M21-22/24 refers) and, following clearance by her employer, Abisola was likely to have an official start-date of 1 June 2022 and attend her first Council on 27 July 2022. An induction programme was being developed.

### Honorary Degree Nominations (CNC.21.22/08)

- 21-22/27 The Committee **considered** four new nominations for the award of an honorary degree (DUniv) of the University.
- 21-22/28 The Director of External Relations **reported** that:
1. for a range of different reasons as set out in her paper, there was a need to expedite consideration of the nominations in question ahead of the July 2022 graduation ceremonies;

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<sup>1</sup> The honorary degree nominations were shared with all members of the Committee and comments from those unable to attend were reported at the meeting.

2. the award of honorary degrees sought to recognize extraordinary individuals who also represented the University's vision, values and excellence and would inspire graduating students;
3. in addition to the formal published criteria, nominations should be for individuals who: show distinction beyond their paid role; represent and reflect the diverse communities and cultures within the University; reflect the interdisciplinary approach of the University; and demonstrate a link to the University or the opportunity to forge a new relationship of mutual benefit;
4. preliminary due diligence had been undertaken on each candidate which had been circulated to the Committee, to inform consideration.

21-22/29 **Resolved to:**

1. **endorse for Council approval the following candidates: Professor Sir Malcolm Grant (outgoing University Chancellor); Dr Hugh Rayment Pickard and Dr Rachel Carr (co-founders of the charity *IntoUniversity*); and Mr Julian Richer (entrepreneur/philanthropist/writer);**

**ACTION: AD**

2. [REDACTED]

**ACTION: JC**

**Charter, Statutes and Ordinances Review (Oral Report)**

21-22/30 The University Secretary **reported** that:

1. following submission of the proposed amendments to the University's Charter and Statutes to the Privy Council (PC) on 11 March 2022, it would next consult with the Office for Students (OfS) in accordance with its standard practice;
2. an additional new clause in the Charter to enhance the future flexibility of Council membership had been proposed and was currently being discussed with the external legal advisors;
3. following initial PC consideration, the intention remained to submit the finalised draft of amendments to Council for approval in July 2022 before re-submission to the PC for formal ratification.

**ACTION: AD**

**Chancellor Search Committee (CNC.21.22/09)**

21-22/31 The Committee **considered** the notes from the meetings of the Chancellor Search Committee held on 29 March and 27 April 2022.

21-22/32 The Director of External Relations and University Secretary **reported** that:

1. efforts were being made to contact the current preferred candidate to ascertain that individual's interest in the role;
2. [REDACTED];
3. one of the candidates was expected to attend an EDI event at the University shortly and an informal meeting would be arranged with the Vice-Chancellor;
4. it was hoped a formal nomination would shortly be agreed for consideration by the Committee and then onward Council and Court endorsement.

21-22/33 The Committee **observed** that:

1. as had been amply demonstrated by Professor Sir Malcolm Grant, the University required a proactive Chancellor who was able and willing to engage with and champion the University's activities beyond presiding over graduation ceremonies and Court meetings;
2. the Search Committee bore this requirement in mind in its exploratory interactions with potential candidates in order to identify those who might not be able to fulfil this requirement due to the pressure of other commitments.

### **Chair of Council: Term of Office/Succession Plan (Oral Report)**

- 21-22/34 In response to a query from a member of the Committee, the University Secretary **reported** that:
1. the search process for the next Chair of Council would commence in September 2022 in accordance with the timeline previously considered by the Committee and approved by Council;
  2. the process would include a call for expressions of interest from the current independent members in parallel with other potential recruitment channels.

### **Date of Next Meeting**

- 21-22/35 The date of the next meeting was **noted** as Tuesday 26 July 2022 (13:30 – 15:00).

# Constitution and Nominations Committee

## Minutes of the Meeting held on 26 July 2022

### 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, Pro-Chancellor & Treasurer David Watson, Chair of Audit & Risk Committee Pierrick Roger, YUSU President
In attendance:	Joan Concannon, Director of External Relations Dr Adam Dawkins, University Secretary Dr Philip Evans, Secretary to the Committee
Apologies:	Professor Ian Hamilton, Professor Richard Ogden

### Minutes (CNC.21.22/10 & 11) and Matters Arising (Verbal Report)

- 21-22/42 The minutes of the meeting held on 24 May 2022 and the written resolution of 23 June 2022 for the award of an honorary Masters degree and proposed 'power to pay' Statute to support the Charter article were **approved**.
- 21-22/43 The University Secretary **reported** that:
1. the term of office of the two academics serving on the Committee for 'honorary associations' business (i.e. Court membership and honorary degrees) came to an end on 31 July 2022 and there was also an ongoing vacancy for a third academic member from Social Sciences, noting the aim to increase diversity of the Committee's membership. The two current members had both signalled their willingness in principle to be re-appointed and, as these were Senate appointments, the matter would be discussed with the Vice-Chancellor who was empowered to approve such appointments on behalf of Senate;  
**ACTION: CJ/AD/PVE**
  2. following reviews of the University Council in 2020/21 and the University Senate in 2021/22, an internal review of the University Court would be carried out during 2022/23, including seeking input from the new Chancellor (M21-22/47-48 below refer);  
**ACTION: AD/PVE**
  3. the process to recruit the next Chair of Council would commence in September 2022 with a request for expressions of interest from the current lay members in parallel with the launch of an external search;  
**ACTION: AD**
  4. an additional meeting of the Committee would be scheduled in September 2022 to consider a raft of new honorary degree nominations which were currently being processed by the Director of External Relations.  
**ACTION: JC**

### Re-appointment of University Court members (CNC.21.22/12)

- 21-22/44 The Committee **considered** background information and recommendations regarding the ten lay members of the University Court whose current term of office would come to an end on 31 July 2022.
- 21-22/45 The Chair, Vice-Chancellor, Director of External Relations and University Secretary **reported** that:
1. chaired by the Chancellor, the original purpose of the Court had been as a civic engagement body of "friends and ambassadors" of the University [REDACTED];
  2. although previously lay members of Court had been re-appointed at the end of their term if they confirmed they were willing to continue, this practice had been replaced in recent years by closer analysis of their current participation and engagement with both Court and the University more widely as the basis for considering their possible re-appointment;
  3. under the current Statutes the Court was required to hold at least one meeting each year (normally in November/December) at which it received the audited financial statements of the University for the previous year and a report from the Vice-Chancellor on the working of the University during the year;
  4. the Court review would examine a range of options from a full refreshment and clarification of its purpose and membership aligned with the University's new vision and strategy, but would not exclude the possibility of dissolving the body and building on alternative civic engagement channels;
  5. the academic members of the Committee (Professors Ian Hamilton and Richard Ogden) had confirmed by correspondence that they supported the recommendations in the paper and welcomed the deeper analysis of individual members' contribution as part of the process.

- 21-22/46 **Resolved:**  
**to endorse for Council approval the re-appointment of the following Court members for another term of two years (subject to any decisions that might emerge from the review in 2022/23): Sir Christopher O'Donnell, Jenny McAleese and Barbara Scott**  
[REDACTED]

#### **ACTION: AD**

### Appointment of next University Chancellor (Verbal Report)

- 21-22/47 The Committee **considered** a verbal update on the current status of the Chancellor recruitment process, noting that a report and formal recommendation had been drafted for Council but had not yet been circulated pending final acceptance by the chosen candidate. The candidate's name and background was shared with the Committee as it had delegated oversight of the search process by the Chancellor Search Committee (CSC) which had been meeting since the start of the 2022 calendar year.

### Council Members' Terms of Office (CNC.21.22/14)

- 21-22/48 The Committee **considered** a table setting out the terms of office and sub-committee membership of the current Council members.
- 21-22/49 The Chair and University Secretary **reported** that:
1. the end-dates of the independent members' current terms of office were now more evenly spread, with a number likely to be re-appointed during 2022/23 following their initial two-year term;
  2. further consideration would be given to diversity and skills mix as part of the next appointment round (including in respect of digital/cyber experience and any other emerging skills gaps);

3. the updated Charter and Statutes (M21-22/56-58 below refer) had simplified the appointment categories for lay members by removing the appointment of two members by the Court;
4. new independent member Abisola Barber would bring skills/experience in a number of areas but had not yet been approached about possible sub-committee membership as she remained a member of the Advisory Board of the School for Business and Society.

21-22/50 **Resolved:**  
**to endorse for Council approval the re-appointment of Chris Thompson as Treasurer, Senior Independent Lay Member and Pro-Chancellor for a further four-year term until 31 July 2026.**

**Council EDI Statement Action Plan (CNC.21.22/15)**

21-22/51 The Committee **considered** a proposed action-plan in support of the Council EDI Statement.

21-22/52 The University Secretary **reported** that:

1. the action-plan would be submitted to Council for consideration at its meeting the following day and the Committee was therefore invited to comment on the draft;
2. initial feedback had been received from several Council members which had confirmed their broad support and useful challenge in some areas such as training, use of external search and focus beyond gender considerations;
3. as part of the proposed reference to the wider protected characteristics covered by the Equality Act 2010, Council would be asked to consider whether targets in some areas might be appropriate while acknowledging that it was a relatively small body with 22 members and several membership categories sat outside the direct influence of recruitment decisions;
4. several members had expressed an interest in "reciprocal mentoring" with students, and this possibility would be pursued further with the interested parties.

21-22/53 Members of the Committee **observed** that:

1. although the risk of over-specification in terms of protected characteristics might further reduce a limited pool of potential candidates, a focus beyond gender balance was welcomed [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED];
2. practices reported from other HEIs included 'listening sessions' or workshops where members of the governing body met informally with a broad range of students to learn informally about their views, issues and concerns; it was suggested that the Student Expert Panel, the elected part-time SU officers (some representing specific Liberation groups) or the YUSU Trustee Board might be able to play a role in such activities, which could feasibly be incorporated into a Council development session on the student experience;
3. as many of the current independent members were likely to receive equality training in their outside roles (e.g. in respect of conscious bias), they should be routinely reminded to report this in order to avoid duplication or repetition with the University's own EDI training opportunities; it was suggested that this information could be usefully gathered as part of the annual declaration of interests process.

21-22/54 **Resolved:**  
**to endorse for Council approval the proposed Council EDI Statement Action Plan.**

**Charter, Statutes and Ordinances Review (CNC.21.22/16 and 16i)**

21-22/55 The Committee **considered** two papers: an update on the Charter and Statutes review (circulated with the main agenda) and a follow-up paper (circulated separately) requesting Council's formal approval for the proposed changes following subsequent confirmation from the Privy Council Office (PCO) that it had no further comments on the proposed amendments.

21-22/56 The University Secretary **reported** that:

1. following approval by Council the final version of the updated Charter and Statutes would be re-submitted to the PCO with a request that it grant an 'Order of Council' to approve the documents (to come into force from a date to be specified by the University);
2. arising from the major reduction in the number of Statutes, a more extensive suite of Ordinances and Regulations would be required, the majority of which would pertain to corporate governance arrangements; these would be developed during 2022/23 for approval by Council (corporate Ordinances) and Senate (academic Ordinances).

21-22/57 Members of the Committee **observed** that:

1. the University Secretary was to be commended for his detailed work with legal advisors and the PCO to modernise the University's governing instruments in such a way as to give the University greater flexibility and agility in its governance arrangements going forward;
2. the University should continue to monitor the prevalence of conferring benefits on Chairs and members of governing bodies across the sector, noting that currently about 10 institutions made such honorarium payments (for a variety of different reasons); it was noted that this practice was also being closely monitored by the Charity Commission which was heightening its scrutiny of payments to trustees in light of certain recent failings in charity governance.

21-22/58 **Resolved:**  
**to endorse for Council approval the updated Charter and Statutes.**

**Date of Next Meeting**

21-22/59 The dates of meetings in 2022/23 were **noted** as follows (all via Zoom and scheduled one week before Council meetings):

- Tuesday 22 November 2022
- Tuesday 21 February 2023
- Tuesday 16 May 2023
- Tuesday 18 July 2023

(all 13:30-15:00)