



The  
University  
Of  
Sheffield.

Strategy,  
Planning &  
Governance.

## The Council, 3 July 2017

### Report of the Council Nominations Committee

**Date:** Meetings held on 25 May and 7 June 2017

**Chair:** Mr T Pedder

**Secretary:** Ms S M Stephens

#### **A Meeting held on 25 May 2017**

The Committee held a special meeting to consider the actions necessary following the announcement of Professor Shearer West's appointment as Vice-Chancellor of the University of Nottingham with effect from 1 October 2017.

The Committee considered a draft job description for the role of Provost & Deputy Vice-Chancellor as well as an indicative timeline and process. Members endorsed a proposal to engage executive search agents. Members also endorsed a proposal that, as with other recent senior appointments, a two-tier process be adopted, involving a formally constituted panel and a stakeholder panel, which would meet informally with candidates and report to the main panel.

The Committee noted the appointment of Professor Gill Valentine as interim Provost & Deputy Vice-Chancellor with effect from 1 September for a period of six months in the first instance. Attention was drawn to the need to be mindful of potential conflicts of interest that might arise during Professor West's notice period, for example in relation to discussions concerning student recruitment. The University Secretary designate was asked to monitor the position in respect of potential conflicts of interest and raise any concerns as necessary. It was noted that a transition plan was being developed in consultation with Professor West and would include membership/chairmanship of relevant committees and groups.

#### **B Meeting held on 7 June 2017**

##### **1. Terms of reference and composition of the Committee**

The Committee noted details of its terms of reference and composition and **agreed to recommend** to Council that its composition be amended to make the Pro-Chancellors and Treasurer *ex-officio* members, and to provide for the appointment of an additional member of Council at times when only two Pro-Chancellors are in post. The proposed amendments are set out in APPENDIX 1.

##### **2. Council Effectiveness Review follow-up**

2.1 The Committee received a paper detailing the actions taken in response to Effectiveness Review recommendations relating to Council sub-committees. The Committee also considered a number of specific recommendations and agreed the following actions:

- (a) With respect to a recommendation that Nominations Committee should consider appointing lay members of Council to those sub-committees that have no or few

lay members in their current composition, the Committee has identified a number of additional appointments to the Health & Safety Committee, Human Resources Committee (detailed in section XX below), and is considering additional appointments to the Equality, Diversity & Inclusion Committee and Estates Committee.

- (b) With respect to a recommendation that the Nominations Committee should review whether there is an over-reliance in particular sub-committees on recruiting 'representatives' of Council and whether it would be better to recruit sufficient lay members to Council and such lay members fill the vacancies on the sub-committees, the Committee has noted that:
- the actions identified at (a) above will go some way to addressing this recommendation;
  - the decision to appoint an eighth Class (3) member of Council as permitted under the Statutes will also create additional scope;
  - most Class (3) members are already serving on a number of other committees, and their availability to undertake additional commitments is in many cases limited;
  - sub-committees benefit from the input of co-opted members with specific expertise in areas not covered by lay members of Council.
- (c) With respect to a recommendation that the University should consider appointing an additional member of Council to the Finance Committee, the Nominations Committee **recommends** that composition of the Finance Committee be amended to provide for three representatives of Council and a lay member of Council (replacing the current provision for three representatives of Council who do not necessarily have to be members of Council).
- (d) With respect to a recommendation that the University should consider: (i) redefining the remit of Estates committee and revising its terms of reference; and (ii) reviewing the reporting lines of the committee and consider whether needs to be direct sub-committee of Council, the Committee has undertaken extensive consultation and **recommends** that the Estates Committee should be re-designated as an advisory group to the Executive with effect from October 2017 and should review its terms of reference to reflect this change.

### 3. Appointment of the Officers

The Committee noted the position in respect of the lay Officers:

- Tony Pedder's reappointment as Chair and Pro-Chancellor until 31 July 2021 was approved by Council in April 2016;
- David Young's current period of appointment Treasurer continues until 31 July 2018;
- Sarah Harkness's period of appointment continues until 31 July 2017 and Alison Hope and Richard Mayson's appointments as Pro-Chancellors with effect from 1 August 2017 have been approved by Council.

### 4. Membership of Council

#### 4.1 Higher Education Code of Governance

The Committee has noted the section of the HE Code of Governance relating to the composition of governing bodies and the need to ensure that the approach to making appointments demonstrated a commitment to equality and diversity. The Committee has also considered an updated skills matrix illustrating the range of skills and experience provided by the current membership of Council.

#### 4.2 Appointment of Class (3) members of the Council; appointment of the Treasurer

- (a) As at 31 July 2017, two vacancies will exist (*vice* Alison Hope and Richard Mayson), and provision exists to make a third new appointment, bringing the number of members in Class (3) up to the maximum of eight permitted under the Statutes without exceeding the maximum of 20 for Council as a whole. Adrian Belton reaches the end of a first period of service and is eligible for reappointment. The Committee noted that factors to be taken into account in considering appointments to Class (3) include:
- the need for succession planning in relation to the position of Treasurer from 1 August 2018;
  - the desirability of maintaining or improving the current gender balance (for lay officers and lay members currently 25% women; for Council as a whole 44%);
  - the need to maintain an appropriate balance of skills and experience;
  - the desirability of at least one new member being locally based, to increase the capacity to populate sub-committees and engage in activities related to Council.
- (b) Following extensive advertising and a search and recruitment process supported by Odgers Berndtson, it is recommended that:
- that **Adrian Belton** be reappointed as a Class (3) member of Council for the period 1 August 2017 to 31 July 2020;
  - that **Dr Jonathan Nicholls** (former Registrar & Secretary at the Universities of Cambridge, Birmingham and Warwick and currently Director of Strategic and Policy Services (Education) at Shakespeare Martineau) be appointed as a Class (3) member of Council for the period 1 August 2017 to 31 July 2020;
  - that **John Sutcliffe** (CEO, Henry Boot plc and a member of Finance Committee and the Investment Group) be appointed as a Class (3) member of Council for the period 1 August 2017 to 31 July 2018 and as Treasurer for the period 1 August 2018 to 31 July 2022;
  - that **Tony Wray** (former CEO of Severn Trent Water and a graduate of the University) be appointed as a Class (3) member of Council for the period 1 August 2017 to 31 July 2020;
  - that **Katherine Whitton** (Global Head of Brand/Chief Marketing Officer for Barclaycard and a graduate of the University) be appointed to the Alumni Board from 1 August 2017 with a view to her subsequent appointment as a Class (3) member of Council for the period 1 August 2018 to 31 July 2021.

#### 4.3 Appointment of Class (2) members of Council (Senior Academic Officers)

Noting that under Regulations of Council, two Senior Academic Officers (defined as the Provost & Deputy Vice- Chancellor and Vice-Presidents) are appointed annually by Council on the recommendation of the President Vice-Chancellor, the Committee **agreed to recommend:**

- that Professor Gill Valentine (Vice-President and Head of the Faculty of Social Sciences) should be reappointed for a further year;
- that following the announcement of Professor Shearer West's appointment as Vice-Chancellor of the University of Nottingham and the subsequent appointment of Professor Valentine as Interim Provost & Deputy Vice-Chancellor, Professor Nigel Clarke (Vice-President and Head of the Faculty of Science) be appointed as the second Senior Academic Officer from 1 October 2017 for the interim period.

## **5. Annual review of committee membership: representation on other bodies**

### **5.1 Council representation on other University committees**

The Committee has received details of the vacancies due to arise on committees of the Council and other bodies on which the Council is represented, and has agreed to make the following **recommendations**:

#### **(a) Committees of the Council**

##### **(i) Audit Committee**

That Alison Hope be appointed as Chair for the period 2017-20.

That Adrian Belton be reappointed for the period 2017-20.

##### **(ii) Estates Committee**

That Rob Sykes be reappointed for the period 2017-20.

##### **(iii) Finance Committee**

That Geoff Stevens be reappointed for the period 2017-20.

That the composition of the Committee be amended to provide for three representatives of Council and a lay member of Council, and that David Bagley should transfer from the representative to the lay Council member category with effect from 1 August 2017.

##### **(iv) Health and Safety Committee**

That Keith Layden be appointed to a vacancy for a representative of Council for the period 2017-20.

##### **(v) Human Resources Committee**

That Richard Mayson be appointed as Chair for the period 2017-20.

That Stephen Sly be appointed to a vacancy for the period 2017-20.

##### **(vi) Senior Remuneration Committee**

That Stephen Sly be appointed to a vacancy for the period 2017-20.

#### **(b) Joint committees of the Senate and Council**

##### **(i) Honorary Degrees Committee**

That Andrew Coombe, Claire Kilner, Martin McKervery, Sir Peter Middleton, Dame Anne Rafferty and Professor Dame Carole Black be reappointed for a further year.

#### **(c) Committees of the Senate**

##### **(i) Learning and Teaching Committee**

That Keith Layden be reappointed for the period 2017-20.

That James Pennock (Director with PwC specialising in tax and investment; member of the Employability Board) be appointed as an additional representative of Council for the period 2017-20.

##### **(ii) Research Ethics Committee**

That Maria Clark (Court of Protection solicitor who also has relevant voluntary experience) be appointed for the period 2017-20 in place of Sue Rose.

**(iii) Senate Nominations Committee**

That Alison Hope be appointed for the period 2017-20 in place of Sarah Harkness.

**(d) Other committees**

**(i) Alumni Board**

That Richard Mayson be reappointed as Chair for the period 1 August 2017 to 31 July 2018 and as a member of the Board for the period 1 August 2018 to 31 July 2020.

Consideration is being given to filling vacancies on a small number of other committees, and recommendations will be made to Council in due course.

**5.2 Appeals against dismissal: panel membership**

The Committee **agreed to recommend** that the following individuals be reappointed for the period 1 August 2017 to 31 July 2018 to the pool from which, in accordance with the Statutes, an independent panel member would be selected should the need to establish a panel arise:

- (a) Independent professionals: Martin Pinder, Judith Hardy, Tony Pedder, Steve Walmsley;
- (b) Independent professionals/academics from partner institutions: Louise Edwards-Holland, Karen Heaton, Andrew Mullen.

## Terms of reference and composition of the Council Nominations Committee, 2017-18

### Council Nominations Committee

**Terms of Reference:** Section 3 of the Statutes and Regulations II and VI.

1. To bring forward recommendations to the Council of persons for appointment to Class (3) of the Council in accordance with Regulation II: 2, and in so doing, ensure appropriate alumni representation on Council, with a least one Class (3) member being a graduate of the University.
2. To bring forward recommendations to the Council of persons for appointment as Officers in accordance with Regulation VI: 2-4.
3. To bring forward recommendations to the Council for the appointment of persons to represent the Council on Committees of the Council, the Senate and their Sub-Committees.
4. To approve recommendations for the appointment of directors to serve on the boards of University subsidiaries.

**Reports to:** Council.

**Membership:**

See Regulation II.

<i>Chair (The Chair of Council and Pro-Chancellor)</i>	Mr Tony Pedder OBE
<i>The Pro-Chancellors</i>	Mrs Alison Hope Mr Richard Mayson
<i>The Treasurer</i>	Mr David Young
<i>The President &amp; Vice-Chancellor</i>	Professor Sir Keith Burnett CBE, FRS
<i>The Provost &amp; Deputy Vice-Chancellor</i>	Professor Gill Valentine (interim appointment from 1 September 2017)

<i>At times when only two Pro-Chancellors are in post, one additional member, who will normally be a member of Council, will be appointed by the Council.</i>		

<i>Secretary</i>	Ms Sue Stephens (University Secretary's Office)
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**Quorum:** Four members of the Committee, of whom not more than one may be a member of staff of the University.