

**UNIVERSITY OF ROEHAMPTON
COUNCIL
NOMINATIONS AND GOVERNANCE COMMITTEE**

**Minutes of the 47th meeting of the Committee
1pm on Monday 13 March 2023
The Oak Suite, Elm Grove, Digby Stuart College**

Present: Phil Walker (Chair), Harrison Cohen, Janet Cooper, Professor Jean-Noël Ezingard, Tom Rowson, Kevin Thomas

Secretary: Dr George Turner

Notes: Elaine Lentell

Apologies: Sheena Pindoria

Regular Business Matters, Minutes and Reports

RNGC47.1 Welcomes, introductions, apologies, conflicts of interest

The Chair welcomed everyone to the meeting.

No conflicts of interest were declared by those present.

RNGC47.2 Minutes

The minutes of the 46th meeting of the Committee, which was held on 21 November 2022 (Paper RNGC47/1) were **confirmed**, minute withheld under Data Protection Act 2018, and the Committee **approved** the redactions for the published minutes as highlighted.

RNGC47.3 Matters arising

The Committee noted progress on matters arising as set out in the paper (RNGC47/2).

Governance

RNGC47.4 Annual Register of Interests: update
(Paper RNGC47/3)

The Committee received the update on the declaration of interests exercise for 2022-23.

The Committee noted that all Council and Council Committee members had now responded and that the Register of Interests for 2022-23 had duly been published on the University's website.

Nominations

RNGC47.5 Appointments to Council and Council Committees (Paper RNGC47/4)

The Committee noted the recommendations set out in the paper, in particular the following:

Council

The Committee **approved** the reappointments to Council below:

- Phil Walker¹ as Chair of Council for a second term until 31 July 2026. The Committee noted its thanks for the excellent work accomplished to date.²
- Dennis Hone as Independent Member of Council and Chair of Finance and Resources Committee for a third term until 10 May 2026.
- Christine Edwards as Digby Stuart Nominee to Council for a third term until 25 June 2026, subject to confirmation that she was happy to continue.
- Jennifer Coupland as Froebel Nominee to Council for a second term until 1 July 2026, subject to confirmation from the Chair of the Froebel Trust.
- Jennifer Smith as Southlands Nominee to Council for a second term until 1 July 2026.
- Priscilla Chadwick as Whitelands Nominee to Council for a second term until 15 March 2026.
- David Sharkey as Independent Member of Council for a second term until 17 December 2026, subject to confirmation that he was happy to continue.

The Committee noted that there would be an upcoming vacancy for an Independent Member of Council due to Sheena Pindoria giving notice that she would be stepping down from Council, the Nominations & Governance and Remuneration Committees from 31 July 2023, although she would remain an independent member of Audit Committee.

The Committee also discussed the process for appointing a successor to the Vice-Chair of Council once their term expired in April 2024³ and it was agreed that a successor for the Chair of Remuneration Committee should be considered at the same time.⁴

To progress matters the following actions were agreed:

- Form a sub-group of the Committee in the run-up to April 2024 to oversee the process for recruiting/appointing a successor to the Vice-Chair of Council and Chair of Remuneration Committee.

¹ Phil Walker left the meeting.

² Phil Walker re-joined the meeting.

³ Janet Cooper left the meeting.

⁴ Janet Cooper re-joined the meeting.

- Consider the process for recruiting to the positions following the meeting in more detail, due to their relative complexity.
- Consider commencing the recruitment process for the other Council vacancies noted in the paper.

Council Committees

Finance and Resources Committee. The Committee **approved** the reappointment of Lindsey Doud for a second term until 4 October 2026 and asked the Secretary to approach the member about serving an additional term.

Remuneration Committee. The Committee **approved** the reappointment of Carol Cole for a second term until 15 March 2026 and asked the Secretary to approach the member about serving an additional term.

Health, Safety and Welfare Committee

The Committee **endorsed** the amendments to Paragraph 9.21.3 of the University Regulations proposed by the Health, Safety and Welfare Committee for recommendation to Council as follows:

- Add the role of Deputy Director of Estates and Campus Services to the composition of the Committee.
- Amend '(a) two independent Council Members (one of whom shall be Chair, the other of whom shall be Vice-Chair)' to '(a) one Independent Council Member (who shall be Chair); (b) one Independent Member (who shall be Vice-Chair)' to enable a broader search for a Committee Member.

Actions: Secretary

RNGC47.6 Any other business

There was no other business.

Date of next meeting

2pm on Monday 3 July 2023

Elaine Lentell, Governance Manager, March 2023