



The
University
Of
Sheffield.

University
Secretary's
Office.

The Council, 26 November 2018

Report of the Council Nominations Committee

Date: 14 November 2018 (business conducted by correspondence)

Chair: Mr T Pedder

Secretary: Mr D T Swinn

1. Appointment

The Committee has agreed to recommend to Council that a senior and respected designated lay member of Council be act, in effect, as the Senior Independent Director; a role descriptor for the post, and that Alison Hope, Pro-Chancellor, be appointed to the role of SID for the period November 2018 to July 2021.

The full report to Council Nominations Committee is appended to this report, which was not sent to Alison Hope given the conflict of interest in this matter.



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Council Nominations Committee

Council, 26 November 2018.

Appointment of a Pro-Chancellor to a role equivalent to a senior independent director

Sponsor: Tony Pedder, Chair of Council

Author(s): Tony Strike, University Secretary

Action

This paper is for action. Specifically, Council Nominations Committee are asked to consider and agree to recommend to Council:

- that a senior and respected designated lay (external) member of Council (normally a Pro-Chancellor) be appointed to act, in effect, as the Senior Independent Director,
- the role description (set out below) for a role equivalent to a Senior Independent Director,
- to appoint Alison Hope to that role for the period from now until July 2021.

1. Introduction

The Halpin Review of Council Effectiveness at the University of Bath, published in May 2018, recommended to the University of Bath that Council should identify a senior and respected lay member to act, in effect, as the Senior Independent Director (SID), or designated lay member, and this member should annually appraise the Chair following consultation with Council members. Such an appointment is commonplace in the private sector (required by the Corporate Governance Code) and in the NHS. The University Officers have considered this recommendation and have agreed that such an arrangement could sensibly be introduced at the University of Sheffield.

2. Role Description

The proposed role description is set out below.

The senior independent director is a lay (external) member of the Council, normally a Pro-Chancellor, recommended by the Council Nominations Committee and appointed by Council to undertake the role described.

The role includes:

- a) Supporting the Chair, acting as a sounding board and source of advice for the Chair,

- b) Leading an annual reflection with the Chair on their performance as the Chair (at or around the same time as the Council consider the results and actions arising from the annual reflection questionnaire completed by members.)
- c) Where members of the Council have material concerns that cannot be resolved through the usual channels of Chair, Vice-Chancellor and University Secretary, or where inappropriate to use such channels, the senior independent director will be available for consultation.

In addition to the duties described above the senior independent director:

- d) Has the same duties and responsibilities as the other members of the Council.
- e) The senior independent director may, but does not have to act as the deputy chair of the Council, in the absence of the Chair of Council.

Council members will need to have a clear understanding of the circumstances when the senior independent director might intervene so that the senior independent director's intervention is not sought in respect of inappropriate matters.

The senior independent director should liaise with the Chair, Vice-Chancellor and University Secretary in the areas where their roles are complementary, including where members have expressed concern regarding the Chair or when the Council is experiencing a period of stress.

3. Appointment of Alison Hope

Alison Hope is a Pro-Chancellor, is the longest serving of the Pro-Chancellors, and is currently chair of Audit Committee, a member of Council Nominations Committee, Honorary Degrees Committee and Senior Remuneration Committee. In liaison with the Chair of Council, Alison Hope is recommended as the senior independent director, as described above, for a period from November 2018 to July 2021.