

# Roundtable Notes

## 05. The role of the nominations committee

The Leadership Foundation in conjunction with other sector bodies offers a programme of Roundtable events. The events provide an opportunity for small numbers of participants (governors, governance professionals and senior managers) to discuss topical or emerging issues relating to the governance of higher education institutions (HEIs).

At each event, participants share and exchange views under the strict application of the Chatham House rule. None of the discussion is attributed to either an individual or an institution. To facilitate the wider dissemination of some of the key points discussed at each Roundtable, a summary note is released following each event.

### Rationale for discussing the role of the nominations committee

The nature of the higher education (HE) sector continues to evolve. As a consequence, the skill sets needed to be present on a governing body are also changing. This in turn means that an institution's nominations committee needs to give attention both to how the membership of the governing body needs to change, and how to recruit individuals with the skills sets required.

### The role of the nominations committee

#### Scope

The HE Code of Governance (the 'Code') expects all institutions to establish a nominations committee (or similar). The role of the committee is to advise on the appointment of new members, the terms of existing members and the overall balance of skills on the governing body. In practice, some institutions have chosen to establish a committee covering both nominations and governance.

Implicit in the Code is the expectation that a governing body's structure and processes should be fit-for-purpose. The governing body should also routinely reflect on its own composition, considering matters of equality and diversity.

### The work of the nominations committee

Working on behalf of the governing body, the nominations committee should consider:

- What does the institution expect of its governors?
- What combination and balance of skills does the governing body need?
- Related to (2) does the institution have particular needs at the present time?

The nominations committee should seek to discharge its responsibilities in an orderly fashion, mindful of the need to undertake succession planning. This includes anticipating when officers (e.g. chair, committee chairs) as well as members of the governing body are expected to finish their term of office. The nominations committee will also need to give consideration to any issues or recommendations relating to the membership of the governing body, which emerge from an effectiveness review.

## Discussion

Participants to the Roundtable highlighted that practice in the recruitment of new independent members varied between institutions. Some, or all, of the following methods of recruitment were used: external adverts, personal networks, search firms and their alumni. Despite using multiple channels, some institutions still found it difficult to achieve a balanced governing body. Specifically, the recruitment of younger governors, who were often time constrained due to the demands of their career, and governors from black, minority and ethnic groups had proved difficult for many institutions.

The processes used in the selection of new members varied between institutions. Some institutions used more formal processes than others. However, despite the differences between institutions, the clerk/secretary almost inevitably played a central role in the selection process, which normally involved a formal interview.

The formal authority for the appointment of new members is usually the governing body. Following its deliberations, the nominations committee will make a recommendation as to whether a potential new member should be appointed to the governing body.

The nominations committee will normally also exercise a role with regard to the membership of the governing body's committees. The number of committees varies by institution, with some HEIs having relatively few, and others a significant number.

What is important when deciding whether or not to appoint an individual to a governing body or one of its committees is that the process should be transparent.

It was generally acknowledged that the role of a governor was become more demanding. This led to the question of why should anyone should want to join a governing body? In response participants considered it important to ensure that there was a clearly set-out pitch to potential governors. This might include not just the opportunity 'to give something back', but to be involved in a dynamic setting where interesting challenges were constantly emerging.

The role of 'head hunters' (search firms) was discussed. A number of institutions had found head hunters of significant value in finding new governors; although one institution suggested that it had taken a number of years and considerable effort before the use of a head hunter had become effective. Some participants had also used head hunters to find a new chair of the governing body. In all cases, it was important to be very clear to head hunter what you were looking for, in order to have a good chance of securing what the institution wanted.

The opportunity to co-opt individuals onto a governing body committee as part of a development process, which could subsequently lead to full-membership of the governing body was discussed.

In a limited number of cases there had been a need to ask members of the governing body to 'stand-down'. This could occur if there was a poor attendance record, or it became clear that the individual was unable to make their expected contribution to work of the governing body. This highlighted the need to periodically carry out an appraisal of each governor.

A governor appraisal process was used by a number of the institutions represented at the Roundtable. Appraisals were normally carried out by the chair and/or deputy chair of the governing body. Prior to the appraisal taking place, the appraiser might also 'sound-out' other governors as to their views.

In some institutions, governor appraisals were not carried out every year, but perhaps every other year, or at a specific point in the member's term of appointment. One institution operated what was effectively a year-long probationary period for new governors, after which their term would be confirmed or terminated.

Turning to the use of skills matrices, it was noted that what was critical was the ability of governors to ask appropriate questions and make informed judgements when reaching decisions. Specialist skills were of lesser importance. In the case of specialist skills or expertise, it was important to validate members' self-declared skills, to ensure these were accurate.

When considering the balance of skills present on the governing body, the question of the importance of having members with a background in HE brought different responses. Some participants were comfortable with having a minority of members of the governing body with a professional background in HE, while others advocated greater representation.

## Conclusion

The work of the nominations committee is of high importance in order to ensure the governing body has an appropriate balance of expertise and skills at its disposal. How in practice this responsibility is fulfilled, should reflect the key principles discussed in this note.

## Further information

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1 [The Higher Education Code of Governance](#). See Element 6, p.23 and Element 7, pp.25-28.

### Additional information

Recent research into the work of executive search firms and the higher education sector, provides a number of useful insights, which can be applied to the work of the nominations committee. See, [Increasing the diversity of senior leaders in higher education: the role of the executive search firms](#), Leadership Foundation, March 2017.

Information about Roundtable events, the Governor Development Programmes and access to web-based resources for governors, senior managers and governance professionals can be found at: <https://www.lfhe.ac.uk/en/governance-new/index.cfm>

For further information on Governance and our upcoming events visit [www.lfhe.ac.uk/governance](http://www.lfhe.ac.uk/governance)