

Extraordinary Council of Governor Meeting Thursday 10 th November 2022 Teams

Members

Nick Marsden (NM) Chair

Kevin Arnold (KA) Governor (Public) Jane Podkolinski (JP) Governor (Staff) John Mangan (JM) Governor (Public) Lucinda Herklots (LH) Lead Governor (Public) Governor (Public) Mary Clunie (MC) Anisa Nazeer (AN) Governor (Staff) Peter Russell (PtR) Governor (Public) Paul Russell (PR) Governor (Staff) Barry Bull (BB) Governor (Public) John Parker (JPa) Governor (Public) Andy Rhind-Tutt (AR) Governor (Public) Angela Milne (AM) Governor (Public)

In Attendance

Jayne Sheppard (JS)

Kylie Nye Head of Corporate Governance (minutes)

Governor (Staff)

Minute Minute Action

No.

CoG OPENING BUSINESS

10/11/01

CoG WELCOME AND APOLOGIES

10/11/1.1

NM welcomed everyone to the meeting and noted the following apologies:

- x Joanna Bennett Governor (Nominated)
- x Sarah Walker Governor (Nominated)
- x Peter Kosminsky Governor (Public)
- x Mark Brewin Governor (Staff)
- x Tony Pryor Jones Governor (Public)
- x Rich Rogers Governor (Nominated)
- x Isabel Cardoso Membership Manager

CoG Matters Arising

10/11/1.2

There were no matters arising.

CoG APPROVAL

10/11/2

CoG Appointment of Non-Executive Directors

10/11/2.1

LH presented her report which asked the Council to approve the recommended NED Appointments following the conclusion of the recruitment process on 9th November. JM noted that the recommendation

within the report needed to be updated to reflect this was approving the NED appointments rather than chair (post meeting note: this was updated).

LH summarised the recruitment process, which had been supported by the recruiters, Gatenby Sanderson, and how the panel had come to a decision about the two NED candidates. LH explained that two candidates had withdrawn at late notice, with three candidates going through the stakeholder sessions and final panel interview.

LH recommended that the Council of Governor's appoint Debbie Beaven and Richard Holmes as Non-Executive Directors. It was noted that due to the composition of the Board, there could be no more than seven Non-Executive Directors alongside the Chair and therefore Richard Holmes' appointment would be as Associate NED until Paul Kemp left the organisation on 31st