

Trade Union Directions on the Board of Management

Recommendations from the Board of Management for Search and Nominations Committee

The Board of Management has asked Search and Nominations to complete the considerations of the following:

- 1) Election procedures for TU Director elections
- 2) Term limits for TU Directors, and the impact such limits have in relation to other Board members
- 3) Committee Composition once TU members have been approved for recruitment

Search and Nominations Committee should be aware that the Board of Management requires these tasks to be completed and reviewed by the Board of Management, before the Board of Management can approve the recruitment of TU Directors.

This paper looks at the issue of term limits. Search and Nominations Committee are asked to discuss the issue in full, and produce a recommendation to the Board of Management on this matter.

Considerations for Search and Nominations in the preparation of implementing the establishment of Trade Union Directors to the Board of Management with regards to Committee Composition

Committee Composition

The addition of up to 4 members of the Board of Management, would have an impact on Committee composition. The suggested membership of 'executive' board members is detailed below.

- Teaching Trade Union Director would be added to the prescribed membership of Learning, Teaching, and Research Committee
- One Trade Union Director (either teaching or non-teaching) would be added to the membership of Search and Nominations Committee
- Trade Union Directors would sit on two committees, in total, though neither would be permitted to sit on Audit Committee.

The addition of two Independent Directors grants an opportunity to review the composition structure of Independent Directors on Committees. Two models are presented below.

Model One reflects minor adjustments to our existing model, and effectively creates a tiered system of Independent Directors' membership of Committees

Model Two removes the Chairs of other Committees from the 'prescribed membership' of Human Resources and Remuneration Committee, while retaining 'prescribed membership' for Chairs of all Committees, and the Vice-Chair of the Board of Management at Search and Nominations Committee.

Model One

Role	Committee 1	Other Committees
Chair of Audit Committee**	Audit	Human Resources and Remuneration, Search and Nominations
Chair of Finance and General Purposes Committee	Finance and General Purposes	Human Resources and Remuneration, Search and Nominations
Chair of Learning, Teaching, and Research Committee	Learning, Teaching, and Research	Human Resources and Remuneration, Search and Nominations
Chair of Human Resources and Remuneration Committee	Human Resources and Remuneration	Search and Nominations + 1 Other
Chair of Board of Management and Chair of Search and Nominations Committee*	Search and Nominations	Human Resources and Remuneration + 1 Other
Vice-Chair of Audit Committee**	Audit	1 Other
Vice-Chair of Finance and General Purposes Committee*	Finance and General Purposes	1 Other
Vice-Chair of Learning, Teaching, and Research Committee	Learning, Teaching, and Research	1 Other
Vice-Chair of Human Resources and Remuneration Committee	Human Resources and Remuneration	1 Other
Vice-Chair of Board of Management and Vice-Chair of Search and Nominations Committee	Search and Nominations	1 Other
Independent Director	1 Committee each that is not Human Resources and Remuneration, nor Search and Nominations	
Independent Director		
Independent Director		
Independent Director		
Independent Director		

*Barred from Audit

**Barred from Finance and General Purposes

Role	Committee 1	Other Committees
Student Director	Learning, Teaching, and Research	1 Other*~
Student Director	Learning, Teaching, and Research	1 Other*~
TU Teaching Director	Learning, Teaching, and Research	1 Other
TU Non-Teaching Director	2 Committees	
Staff Teaching Director	Learning, Teaching, and Research	1 Other
Staff Non-Teaching Director	2 Committees	

*One Director of each type is to sit on Search and Nominations Committee and one Director of each type is to sit on Finance and General Purposes Committee

~One Director of each type is to sit on Human Resources and Remuneration Committee

-To attend Human Resources and Remuneration Committee for Remuneration matters only.

Model Two

Role	Committee 1	Committee 2
Chair of Audit Committee**	Audit	Search and Nominations
Chair of Finance and General Purposes Committee*	Finance and General Purposes	Search and Nominations
Chair of Learning, Teaching, and Research Committee	Learning, Teaching, and Research	Search and Nominations
Chair of Human Resources and Remuneration Committee	Human Resources and Remuneration	Search and Nominations
Chair of Board of Management and Chair of Search and Nominations Committee*	Search and Nominations	1 Other*
Vice-Chair of Audit Committee**	Audit	1 Other**
Vice-Chair of Finance and General Purposes Committee*	Finance and General Purposes	1 Other*
Vice-Chair of Learning, Teaching, and Research Committee	Learning, Teaching, and Research	1 Other
Vice-Chair of Human Resources and Remuneration Committee	Human Resources and Remuneration	1 Other
Vice-Chair of Board of Management and Vice-Chair of Search and Nominations Committee	Search and Nominations	1 Other
Independent Director	2 Committees each, not Search and Nominations	
Independent Director		
Independent Director		
Independent Director		
Independent Director		

*Barred from Audit

**Barred from Finance and General Purposes

Role	Committee 1	Other Committees
Student Director	Learning, Teaching, and Research	1 Other*~
Student Director	Learning, Teaching, and Research	1 Other*~
TU Teaching Director	Learning, Teaching, and Research	1 Other
TU Non-Teaching Director	2 Committees	
Staff Teaching Director	Learning, Teaching, and Research	1 Other
Staff Non-Teaching Director	2 Committees	

*One Director of each type is to sit on Search and Nominations Committee and one Director of each type is to sit on Finance and General Purposes Committee

~One Director of each type is to sit on Human Resources and Remuneration Committee

-To attend Human Resources and Remuneration Committee for Remuneration matters only.

The tables below detail the resulting possible impact of Committee Composition for each model

Model 1

Position	Role	Audit Committee	Finance and General Purposes Committee	Learning, Teaching, and Research Committee	Human Resources and Remuneration Committee	Search and Nominations Committee
Committee Chair	Audit Committee	1			1	1
	Finance and General Purposes Committee		1		1	1
	Learning, Teaching, and Research Committee			1	1	1
	Human Resources and Remuneration Committee	1			1	1
	Search and Nominations Committee		1		1	1
Committee Vice-Chair	Audit Committee	1		1		
	Finance and General Purposes Committee		1	1		
	Learning, Teaching, and Research Committee		1	1		
	Human Resources and Remuneration Committee	1			1	
	Search and Nominations Committee			1		1
Other Independent Directors		1				
		1				
		1				
			1			
				1		
Student Director			1	1		
				1		1
Trade Union Director	Teaching			1		1
	Non-Teaching		1		1	
Staff Directors	Teaching			1		1
	Non-Teaching		1		1	
Principal	Jane Lewis		1	1	1	1
	<i>Total</i>	7	9	11	9	10

Model 2

Position	Role	Audit Committee	Finance and General Purposes Committee	Learning, Teaching, and Research Committee	Human Resources and Remuneration Committee	Search and Nominations Committee
Committee Chair	Audit Committee	1				1
	Finance and General Purposes Committee		1			1
	Learning, Teaching, and Research Committee			1		1
	Human Resources and Remuneration Committee				1	1
	Search and Nominations Committee		1			1
Committee Vice-Chair	Audit Committee	1			1	
	Finance and General Purposes Committee		1	1		
	Learning, Teaching, and Research Committee		1	1		
	Human Resources and Remuneration Committee	1			1	
	Search and Nominations Committee			1		1
Other Independent Directors		1		1		
		1			1	
		1			1	
			1		1	
		1		1		
Student Director			1	1		
				1		1
Trade Union Director	Teaching			1		1
	Non-Teaching		1		1	
Staff Directors	Teaching			1		1
	Non-Teaching		1		1	
Principal	Jane Lewis		1	1	1	1
	<i>Total</i>	7	9	11	9	10