

Extraordinary Council of Governor Meeting  
Thursday 10<sup>th</sup> 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) |
| Mary Clunie (MC)      | Governor (Public)      |
| 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)      |
| Jayne Sheppard (JS)   | Governor (Staff)       |

In Attendance

|           |  |
|-----------|--|
| Kylie Nye | Head of Corporate Governance (minutes) |
|-----------|--|

| Minute No.       | Minute  | Action |
|------------------|---|--------|
| CoG<br>10/11/01  | OPENING BUSINESS  |        |
| CoG<br>10/11/1.1 | WELCOME AND APOLOGIES<br>NM welcomed everyone to the meeting and noted the following apologies:<br><ul style="list-style-type: none"> <li>x Joanna Bennett – Governor (Nominated)</li> <li>x Sarah Walker – Governor (Nominated)</li> <li>x Peter Kosminsky – Governor (Public)</li> <li>x Mark Brewin – Governor (Staff)</li> <li>x Tony Pryor Jones – Governor (Public)</li> <li>x Rich Rogers - Governor (Nominated)</li> <li>x Isabel Cardoso – Membership Manager</li> </ul> |        |
| CoG<br>10/11/1.2 | Matters Arising<br>There were no matters arising.   |        |
| CoG<br>10/11/2   | APPROVAL  |        |
| CoG<br>10/11/2.1 | Appointment of Non-Executive Directors<br>LH presented her report which asked the Council to approve the recommended NED Appointments following the conclusion of the recruitment process on 9 <sup>th</sup> 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 LH explained that two candidates had withdrawn at late notice, with three candidates going through the stakeholder sessions and final panel interview.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 31<sup>st</sup>

