

External Membership of Council

Procedure for election of external members of Council

In March 2020 members of Congregation were invited to submit nominations for two external members of Council, resulting in the appointment of Wendy Becker in August 2020. Due to COVID the recruitment of a second external member was postponed but has now been restarted.

We now have an opportunity for an external member to join the University's Council and chair the University's Audit and Scrutiny Committee. It is a highly rewarding opportunity to contribute to the strategy and governance of the University, working closely with the senior leadership of the University at an important point in its development. The appointment is for a term of four years, extendable for a further four years.

Council is the University's executive governing body. It has up to 28 members, including up to five external members. An external member is "a person who is not the resident holder of a teaching, research or administrative post in the University or in any college, society or Permanent Private Hall".

Council is responsible for the academic policy and strategic direction of the University, its administration and the management of its finances and property. New members will be in good company and more information, including details of current members, is available on Council's website: <https://governance.admin.ox.ac.uk/council>.

Due to the length of time for which the process was paused, members of Congregation are now invited to submit any further nominations of individuals with a strong personal commitment to higher education and to the values, aims and objectives of Oxford as a collegiate University (i.e. the University and its colleges). Nominations can be made on a form available at <https://governance.web.ox.ac.uk/council/how-do-i> or from Rebecca Thomas, Planning & Council Secretariat (rebecca.thomas@admin.ox.ac.uk, 01865 280317). The Nominations Committee understands that nominations may be made without any communication by the nominator with the nominee; nominators should indicate on the nominations form if any informal communication has taken place. The Committee will act in accordance with Part 26 of Council Regulation 15 of 2002 (<https://governance.admin.ox.ac.uk/legislation/part-26-nominations-committee>), considering the nominations received and contacting nominees as appropriate.

The Committee will select from nominees using the criteria below and applying principles of equality and diversity. Being mindful of these principles, and in recognition of the need for Council to support and represent a diverse University community, the Committee particularly welcomes nominations of women and of black and minority ethnic candidates, who are under-represented on Council. This is embodied in the equality objective adopted by Council in July 2021, to ensure that University decision-making and governance structures are representative of the University community.

The closing date for nominations is **Friday 12 November**.

Criteria for external members of Council

All members of Council have a strong personal commitment to higher education and to the vision of Oxford as a collegiate University, as set out in the Strategic Plan (<https://www.ox.ac.uk/about/organisation/strategic-plan-2018-24>). In considering nominations for external membership of Council, personal qualities will be the primary consideration. These include the abilities to see issues from all angles, to discuss and question without being adversarial, to accept collective responsibility for decisions and to exercise common sense across a broad range of matters.

Successful candidates will also need to be able to demonstrate significant levels of relevant experience. The Nominations Committee look for evidence of the following:

- significant experience in a position or positions requiring the exercise of high levels of responsibility;

- substantial experience in the governance of large complex organisations in the public, private or not-for-profit sectors;
- a willingness to represent the values, aims and objectives of the University to those who are not part of the institution and to bring a better understanding of issues outside the institution to the members of the collegiate University;
- the capacity to act fairly and impartially in the interests of the University as a whole, using independent judgement, maintaining confidentiality as appropriate and avoiding conflicts of interest; and
- the willingness to listen, engage, understand and interact with members of the collegiate University at all levels including students.

The commitment we need from external members

There are eight main meetings of Council each year, which in most cases take place on-site in the afternoon. It is expected that external members will become involved in the life of the University and will join other committees or help with ad hoc projects and challenges as they arise, getting involved in those matters that they feel passionate about. It is likely that external members will be involved in University business on two to three days a month during term time, with occasional in person attendance and more regular availability by phone, Teams or email. Chairing the Audit and Scrutiny Committee will add around a day per month to this.

All members have a responsibility for ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must also play an appropriate part in ensuring that the business of Council is carried out effectively, efficiently, and in a manner appropriate for the proper conduct of public business.

Legally, the members of Council are charity trustees and are bound by fiduciary duties. Each must comply with the duties of a charity trustee, and when doing so must exercise the proper standard of care.

Audit and Scrutiny Committee

The vacancy includes chairing the Audit and Scrutiny Committee. The Audit and Scrutiny Committee reports annually to Council on the following five elements: risk management; control; governance; economy, efficiency and effectiveness (value for money); and management and quality assurance of data submitted to HESA and to HEFCE and other funding bodies. The committee meets at least four times a year, with special meetings held as required. The committee has nine members, of which five (including the chair) are external members. Information about the committee and its terms of reference are available here: <https://governance.admin.ox.ac.uk/audit-and-scrutiny-committee>.

The person appointed to chair the committee will work with the other committee members to ensure that the committee fulfils its responsibilities. In addition to the experience required as a member of Council, the Nominations Committee will be looking for a person who is able to demonstrate the following:

- an understanding of the principles and practice of good corporate governance (in a public administration context) and of the role of the committee;
- a commitment to the committee's aims and objectives and willingness to work within the terms of reference;
- an ability to analyse complex information, to question, probe and seek clarification and come to an independent and unbiased view;
- personal courage to raise and deal with difficult/challenging issues and support other committee members to do the same;
- an understanding of the importance of the committee's relationships with senior officers, external audit partner, internal audit partner, committee members and other stakeholders and interpersonal skills to build and maintain effective working relationships; and
- experience of chairing committees.

Current external members of Council

Mr Charles Harman has over 35 years' experience in a variety of commercial and banking roles. He is currently a Vice Chairman of J.P.Morgan. His previous positions include Chief Executive Officer of BXR Partners, an emerging markets investment group. Charles is also Chair of Peters Fraser & Dunlop, a UK-based literary agency and publisher, and business ambassador of United Purpose, an international development charity. He graduated in PPE from Magdalen College.

Mr Nicholas Kroll CB has enjoyed a varied career in a number of senior roles in the public sector including HM Treasury, where he was head of the Banking Policy Branch and Head of the European Community Budget Division. He was appointed to the Department for Culture, Media and Sport (DCMS), where he worked in a number of senior roles, and was responsible for leading on DCMS's spending reviews, managing its strategic priorities and public appointments. In 2002, he became COO & Deputy Permanent Secretary, a role in which he was a senior member of the Department's Management Board and responsible for the Exchequer and National Lottery funds of £3.5 billion. In 2005 he became Director of the BBC Trust, where he established new oversight structures and acted as principal liaison between the governing body and the BBC's executive board and Whitehall. He holds a BA in Classics from Corpus Christi College.

Sir Chris Deverell's portfolio includes advising a cyber security venture capital fund and an artificial intelligence business. He retired from the Army in 2019 in the rank of General, after a 40-year career which included operational, procurement, policy, planning, and international, appointments. His most recent role was as one of the UK Chiefs of Staff and Commander of Joint Forces. He graduated in Philosophy, Politics and Economics from Mansfield College in 1982.

Ms Wendy Becker led a number of global consumer-related businesses in her executive career. She also worked as a partner at McKinsey and Company for a number of years in the US and the UK. She is Chairperson of Logitech International and a non-executive director of Sony Corporation and Great Portland. She currently sits on the boards of the Oxford University Press, the Saïd Business School and the Design Museum. She previously served as Deputy Chairman of Cancer Research UK and on the NHS England and Prince's Trust boards. She studied Economics at Dartmouth College and received an MBA from Stanford University.