

BISHOP GROSSETESTE UNIVERSITY

MINUTES OF THE MEETING OF THE
GOVERNANCE & NOMINATIONS COMMITTEE

THURSDAY 19TH MAY 2016
2:00 PM IN ROOM 202, SKINNER BUILDING

Present

Professor David Head (Chair)
Mr Roger Mosey (by Skype)
Mrs Sandra Grattrick
Mr Graham Meeson
Mrs Jasmit Phull
Rev. Canon Professor Peter Neil

In attendance

Professor Jayne Mitchell, Deputy Vice Chancellor
Dr Anne Craven, Registrar & Secretary
Mr Matthew Pitts, Governance, Compliance & Operations Manager
Mrs Natalie Pickles, Governance Officer & PA to University Council

Action

1. Welcome from the Chair

The Chair welcomed members to the meeting.

2. Apologies

There were no apologies.

3. Declarations of interest

There were no declarations of interest.

4. Minutes of the last meeting held on 14 October 2015

The minutes of the meeting of 11th February 2016 were CONFIRMED as a true record of the meeting and the Chair was authorised to sign them.

5. Matters arising

(i) Action points

Members RECEIVED and NOTED the progress on the action points from the last meeting.

(ii) Any other Matters

There were no other matters to discuss in respect of the Action Points or Previous Minutes.

6 To review and consider Council Member Terms of Office and Vacancies, Sub Committee Membership and Skills Matrix

(i) To receive an update with recruitment of new Chair of Council and to consider expressions of interest from Council members to join Chair Selection Panel.

G&N AGREED to move this item to the end of the Agenda.

(ii) To receive an update on progress with recruitment of Co-opted Council Member with accountancy/finance experience

It was NOTED that an interview with Richard Hallsworth had taken place that morning. The Vice Chancellor REPORTED that the panel were recommending Mr Hallsworth for appointment to the role. It was CONFIRMED that this would be a full Co-opted Council member role. G&N Committee ACCEPTED the panel's recommendation to appoint Richard Hallsworth which would be subject to final APPROVAL by Council at their 28 June meeting. It was agreed that the Chair of G&N would inform the Vice Chair of Council, Tony Hill and ask him to communicate this to Mr Hallsworth.

David Head

(iii) To consider and discuss nominations for Higher Education representation on Council

It had been confirmed that the University of Leicester would not be sending a representative to replace Mark Thompson. It was NOTED that on recommendation by the Chair of G&N, the Vice Chancellor and Deputy Vice Chancellor had approached two individuals potentially about this role but neither of these could commit to the role at the current time.

G&N AGREED that both the Vice Chancellor and Deputy Vice Chancellor would re-visit their networks to see if there were any other individuals they could potentially ask about the position. It was NOTED that any potential candidate would need to be made fully aware of the role as a trustee, and of the associated responsibilities.

**Peter Neil/
Jayne Mitchell**

- (iv) To review and discuss upcoming vacant positions

G&N NOTED that:

- Sandra Grattrick would be finishing as a member of University Council on 13th October 2016
- and
- Jasmit Phull would be finishing as a member of University Council on 31 December 2016
- Jim Smith first term of office would finish on 13 October 2016. It was NOTED that Jim Smith had indicated he was currently himself undecided about a second term and was awaiting the outcome of Alice Hynes' Effectiveness Review. The Committee AGREED to wait to hear Jim Smith's further thoughts on the matter before confirming his second term and that this could be done as Chair's Action via email to Committee members if necessary. Should he not wish to continue, this position would also become vacant.

David Head

The Chair of G&N explained that, although Council had agreed to delay recruiting to these positions until a new Chair was in place, he had agreed with the Governance Office that it would be prudent to have role descriptions and draft advertisements up to date and ready to be used; these would be subject to final approval once a new Chair was in place. This documentation had been amended and updated following a skills audit of Council and was now presented to G&N.

G&N Committee APPROVED the role description subject to the following changes:-

- "Nominations" Committee should be "Governance & Nominations" Committee (on page 2)
- Bullet points: "Graduation Ceremonies", "Christmas Carol Service" and "One-off events (e.g. installation of a high ranking postholder)" on page 2 should all be deleted. The fourth bullet point should be amended to reflect a generic request for attending a full range of appropriate and relevant University events as set out in the University events calendar (to read similar to the text regarding Chair's role)
- On page 3, 5d), "for HE" should be inserted after "Leadership Foundation"
- On page 3, 5e), "and the Christmas Carol Service" should be deleted
- The role description will be checked to ensure that the CUC Code of Governance was referenced, and if not, it would be inserted at an appropriate place.

Matthew Pitts

G&N Committee APPROVED the advertisement.

- (v) To receive an update on the Chancellor Position

The Registrar & Secretary confirmed that the Chancellor had been given the bye-law with the revised Chancellor role description and had been delighted to accept this and continue for a further term.

- (vi) To consider sub-committee membership (including for new Council Members Alan Stacey and Richard Hallsworth [TBC])

G&N CONFIRMED that Richard Hallsworth was being RECOMMENDED to Council for a position on Audit Committee.

G&N discussed the overall picture of sub-committee membership in light of the forthcoming vacancies, recent new members (Alan Stacey and Richard Hallsworth [TBC]) and potential vacancy of Jim Smith.

G&N AGREED the following:-

- David Court, who does not currently sit on any Committee, would be RECOMMENDED for consideration by Council for a position on Governance & Nominations Committee, with effect from 1st October. It was AGREED that the Registrar & Secretary would approach David Court in this respect if agreed by Council. G&N AGREED that this was reasonably urgent given the lead times on those leaving G&N (Sandra Grattrick, Roger Mosey and Jasmit Phull).
- In light of the sub-committee vacancies created by the forthcoming departures and quorum issues as well as skills requirements for committees, G&N AGREED that they would like to RECOMMEND that Council change its position to delay recruitment of new Council members. The Chair of Council, Roger Mosey, AGREED to take Chair's Action in this respect and communicate this to Council at the coming Council meeting.
- Recruitment to the vacancies would commence as soon as possible (but after the Council meeting) and G&N NOTED that there might be a possibility for the new Chair to be involved in the process given that the interviews were taking place on 4th July, should a successful appointment be made and Council be in agreement.
- The advertisement for the vacancies would be brought to the attention of any external candidates who had been unsuccessful in their application for the Chair position, and they would be asked if they would like to be considered.
- Alan Stacey would not be placed on any Committee until new Councilmembers had been recruited and G&N were in a position to establish the skills set of all new members.
- Once new Council members had been recruited to, G&N would agree sub-committee membership for Alan Stacey by email. It was NOTED that Richard Corn, Alan Stacey's predecessor, had not sat on any sub-committees.

G&N Cttee

Anne Craven

**Roger Mosey/
G&N Cttee**

**Anne Craven/
Matthew Pitts**

Matthew Pitts

**Matthew Pitts
G&N Cttee**

7. To consider for approval draft set of criteria for the award of Honorary Degrees

The Governance, Compliance & Operations Manager (GCOP) had issued a paper on the process and criteria for the award of honorary degrees and talked G&N through the key points.

G&N Committee AGREED a number of amendments to the nomination criteria within the document, which the GCOP would action.

In terms of the flow chart process for the awarding of Honorary Degrees the following was also AGREED:

- The 'Appeal' section would be taken out. (Council has the final say on nominations).
- A bullet point would be added regarding the rescinding of Honorary Awards
- The section about the logistics of the graduation ceremonies would be taken out.
- An appropriate way of communicating to Alumni that they have the right to be able to nominate candidates for Honorary Degrees would need to be established and this could possibly be via a newsletter.
- The Nomination Form must reflect the criteria cited elsewhere in the document.

G&N AGREED that all the amendments would be made by the GCOP and the document re-circulated to G&N by email for approval before it was submitted to Senate (for noting only) and then to Council for final sign off.

The GCOP left the meeting at this point.

8. To receive an update on Council Effectiveness

The Registrar & Secretary presented the paper from Alice Hynes which was an outline of what she would be covering in her Effectiveness Review.

G&N agreed that Alice Hynes' report adopted an in-depth comprehensive approach covering all the points that the Committee would expect, and that she was suitably contextualising her investigation by referring to the CUC Code of Governance and Charity Commission. It was CONFIRMED that this report would be completed in time for presentation to Council.

The DVC endorsed AH's references to the CUC Code and in addition suggested the HEFCE revised approach to QA, which stresses the future role of governance in respect of academic oversight, as well as the work of the leadership foundation supporting governance, should both also be referenced. It was AGREED that this could be passed on to AH by the DVC. It was NOTED how HEFCE was pushing towards an expectation of very high levels of expertise from governing bodies and that Council members need to be aware of this. It was also NOTED that the review being undertaken by AH would trigger the necessary discussions about these obligations and responsibilities

Matthew Pitts

**Matthew Pitts
(with Events/
Alumni)**

**Matthew Pitts
G&N Cttee**

Jayne Mitchell

Roger Mosey left the meeting at this point.

- 6 (i) To receive an update on recruitment of new Chair of Council and to consider expressions of interest from Council members to join Chair Selection Panel.

G&N Committee was updated as follows:-

- Dixon Walter (Mike Dixon (MD)) had been appointed as BGU's Head Hunters for the search for a new Council Chair as a result of a decision by email by the G&N Committee.
- MD had approached around twenty people of which a small number have indicated they will be applying for the position (of these around 30% were female).
- The biggest reason for some people not applying was because they felt they did not have a sufficiently strong connection to Lincoln. It was NOTED that Mike Dixon's brief had been to ensure he looked regionally – not just focused on Lincoln.
- The closing date was the following day (20th May 2016) and currently there had not been any applications
- It looked like there might possibly be five applications coming in, with two of those being existing Council members. Of the potential five, two of these were women.
- It was AGREED that any advertisement for the other vacancies on Council should convey Council's commitment to equality and diversity.
- Applications were to be submitted to Dixon Walter unless they were submitted via the BGU website.

It was CONFIRMED that the Selection Panel for the Chair position comprised Ann Green (Chair of Council from York St John University), Becca Smith (President of the Students' Union) and Tony Hill (Vice-Chair of Council), with Peter Neil as an observer and Anne Craven as Secretary to the Panel.

A further Lay Member of Council was required to join the interview panel, and expressions of interest had been received from Kevin Brown and Jasmit Phull. G&N AGREED that Kevin Brown would be on the Panel, with Jasmit Phull as back-up.

9. To receive and consider Agenda suggestions for the next meeting

- Finalise membership of sub-committees. It was AGREED that this might need to be done by email as the next meeting was not until October.
- Update on Recruitment.
- Consider Effectiveness Review.

10. Any other business

There was no other business.

Anne Craven/
Matthew Pitts

13. Key items for the University Council

- (i) Chair's Action regarding progressing with recruitment to Council vacancies.
- (ii) Alice Hynes' paper on Council Effectiveness.
- (iii) Revised paper on Honorary Degree Awards (this would be a separate paper on Council Agenda).

13. Date of next meeting

The next meeting of the Governance & Nominations Committee would take place in October 2016; date and time TBC.

Signed B. Oczkowska Date 13-9-2016

