

BISHOP GROSSETESTE UNIVERSITY

**MINUTES OF THE MEETING OF THE
GOVERNANCE & NOMINATIONS COMMITTEE**

**THURSDAY 18 MAY 2017
ROOM 102**

Present

Rev. Canon Professor Peter Neil
Mr Bob Walder (Chair)

In attendance

Dr Anne Jackson, Registrar & Secretary
Mr Matthew Pitts, Governance, Compliance & Operations Manager
Mrs Natalie Pickles (Minutes)

Action**1. Welcome**

The Chair welcomed those present to the meeting. It was NOTED that the meeting was not quorate. It was agreed that any decisions would be classed as advisory, and would require ratification by the Committee Members after the meeting.

Governance
Office

2. Apologies

Apologies had been RECEIVED from Prof David Head, Dr Tony Hill, Mr Graham Meeson and Prof Jayne Mitchell.

3. Declarations of interest

There were no declarations of interest for this meeting.

10. To consider Draft Terms of Reference (tabled)

Before considering the minutes of the previous meeting, those present turned their attention to the tabled draft Terms of Reference. It was NOTED that the drafts had been prepared by Shakespeare Martineau Solicitors. It AGREED that the drafts should be circulated to all Council Members before Council's meeting in July. It was AGREED that advice should be sought from the Solicitors on whether staff members who are Council Members should be permitted to be Members of FE&GP.

Governance
Office

R&S/GCOM

Row

4. Minutes of the last meeting held on 9 February 2017

It was AGREED that the minutes of the previous meeting were a true and accurate record, with the exception that Prof Jayne Mitchell was shown as attending, rather than as a Member. It was AGREED that the minutes would be distributed to Members for approval in writing.

Governance
Office

5. Matters Arising

(i) Action Points

The Committee Members AGREED that all the action points from the previous meeting had been captured in the Action Table.

It was AGREED that Alice Hynes should be asked to provide a quote for conducting a desktop report on progress since she presented her findings from the Governance Effectiveness Review to University Council in September 2016. It was suggested this review should be scheduled for January 2018; the findings should then be discussed at the annual strategy away day.

R&S/GCOM

(ii) Any other Matters

[RESTRICTED]

It was NOTED that Nicholas Crane had been offered an honorary award in 2008. He has recently contacted the University requesting to accept the offer. It was agreed the paperwork would be circulated to Council, and that the Chair would ask the Members to confirm they are content for the award to be given.

**Governance
Office/Bob
Walder**

6. Vacancies & recruitment

(i) To review and consider Council Member vacancies and sub-committee membership (*attached*)

[Restricted]

It was NOTED that the Governance Office expected to receive an application from Stephen Critchley to join the Audit Committee.

(ii) To review a Council Member's recommendation of a potential Council or Committee Member (*attached*)

The Members considered the documentation provided relating to Richard Hallsworth's recommendation of the Dr Steve Marshall as a potential candidate for Council. It was AGREED that the Chair, the Vice Chancellor and Richard Hallsworth should meet with Dr Steve Marshall to discuss potential opportunities with University Council.

**Governance
Office**

- (iii) To review the University Council Skills Matrix (*attached*)

The Members reviewed the Skills Matrix alongside item 6i. Particular attention was given to the skills of Dr Kevin Brown and Dr Tony Hill, as they were expected to finish their second terms of office in 2018. It was AGREED that skills profiles should be developed for the vacancies arising, and should be presented at the G&N meeting in the autumn term. It was NOTED that Dr Tony Hill is a diocesan nominee.

R&S/GCOM

5. (i) **Action points (continued)**

The Members reviewed the action table from the previous meeting.

Item 7 – Governance Effectiveness Action Plan:

11.3.4 It was NOTED that the meeting has already AGREED that Alice Hynes should be asked to provide a quote for a desktop governance effectiveness review.

R&S

11.1.17 It was AGREED that 11.1.7 should be closed as the Council training day subjects have been agreed.

Governance
Office

Item 8 – It was AGREED the action *might* be closed following Council's considered of the revise Instrument and Articles at their next meeting.

Governance
Office

Item 9 – It was NOTED that succession planning was on the current meeting agenda.

Item 10 – It was AGREED that the item on Honorary Awards could be closed on the date of the next Council meeting.

Governance
Office

Item 11 – It was AGREED that the item on Decisions in Writing could be closed.

Governance
Office

Item 12 – It was AGREED that the item on Council lunchtime presentations could be closed as arrangements for the July and September meetings could be closed.

Governance
Office

Row

6.	Vacancies and recruitment (continued)	GCOM
	(i) It was AGREED that the GCOM would approach the Members due to finish their first terms of office in 2018 to ascertain their intentions about continuing for a second term.	
	It was AGREED that the R&S would formally ask Richard Hallworth if he would be willing to Chair the Audit Committee when David Clements finishes his current Council term of Office, subject to Council approval.	R&S
	[Restricted] It was NOTED that the Board of BG(Lincoln) were in favour of the possibility of David Clements joining their membership.	
	(iii) To review the University Council Skills Matrix	
	It was NOTED that the Members felt it was important to continue to have a member with experience in health when Dr Tony Hill finishes his second term of office.	
	The Members AGREED that the Chair of Council would meet with the R&S and GCOM before the R&S leaves to look at University Council's skills profile.	Governance Office/R&S
	It was AGREED that future recruitment to Council should seek to address imbalances in skills.	R&S/GCOM/ G&N
	The Members NOTED the table provided as an appendix, which detailed current committee membership requirements. The Members requested that Shakespeare Martineau's advice be sought on the possibility of reducing meeting quoracy levels of the committees.	R&S/GCOM
7.	To consider a proposal on University Council recruitment and succession planning (tabled)	
	The Members received the proposed Recruitment and Succession Strategy proposal. It was AGREED that the R&S would speak to the DoR about future funding for Council recruitment. It was AGREED that work should be undertaken to ensure that serving on Council is an attractive proposition; part of the offer could include training and development opportunities. It was NOTED that there is already a budget for Council Member training, but this is not currently being fully utilised.	R&S
8.	To receive an update on BGU's legal status (verbal)	
	The Members NOTED that the Chair and R&S were due to meet with Joanna Forbes on 5 June to discuss the next steps in the process of incorporation.	

9. To receive an update on the revisions to the Instrument & Articles of Government (tabled)

It was NOTED that the Chair, Vice Chancellor, Dr Tony Hill, Bishop Christopher Lowson, Rev Dr Sally Myers and the R&S had met on 15 May 2017 to discuss revisions to the Instrument and Articles. It was AGREED that the feedback from this meeting would be discussed with Joanna Forbes on 5 June 2017.

**Chair/R&S/
GCOM**

11. To receive an update on the Governance Effectiveness Action Plan (attached)

The Members NOTED the progress made against the defined actions. The Members advised that they expected to see all actions completed by the end of the calendar year.

GCOM

12. Effectiveness

This item was not covered.

13. Agenda Management and Review

This item was not covered.

14. Any Other Business

It was AGREED that the GCOM would write a brief paper summarising the Members' recommendation for the Members who were not present to ratify. It was AGREED that the Recruitment and Succession Strategy paper should be distributed alongside this paper.

GCOM

It was AGREED that the GCOM would contact Bishop Christopher Lowson to invite him to a meeting of the Selection Committee before the Remuneration Committee on 22 June 2017.

GCOM

15. Key Items for University Council

The Members AGREED that the key items to bring to University Council's attention were the updates on vacancies, the legal status, and the Recruitment and Succession Strategy proposal.

B Walder

16. Date of next meeting

The next meeting of the Governance & Nominations Committee will take place on Wednesday 11 October at 2:00 pm in Room 103.

Signed B Walder Date 11/10/2017

