

BISHOP GROSSETESTE UNIVERSITY

MINUTES OF THE MEETING OF THE
GOVERNANCE & NOMINATIONS COMMITTEE

WEDNESDAY 16 MAY 2018
ROOM 102, SKINNER BUILDING

Present

Mr Bob Walder (Chair)
Reverend Canon Professor Peter Neil
Professor David Head
Dr Tony Hill

In attendance

Mr Steve Deville, Chief Operating Officer and University Secretary
Mr Matthew Pitts, Governance, Compliance and Operations Manager
Miss Leanne Chancellor, Executive Assistant to University Council & Deputy Vice Chancellor Office (minutes)

Action

1. Welcome

1.1 The Chair welcomed members to the third Governance & Nominations Committee meeting of the 2017–18 academic year.

2. Apologies

2.1 Apologies for absence were received from Mrs Angela Crowe.

3. Declarations of interest

3.1 No declarations of interest were received.

The Governance, Compliance and Operations Manager confirmed that the Office for Students (OfS) declarations had been issued to all University Council members.

4. Minutes of the last meeting held on 8 February 2018

4.1 The minutes of the meeting of 8 February 2018 were AGREED as a true and accurate record with the following amendment:

- In item 6.5, needs to be changed to:
“It was NOTED that the Students’ Union **had not** elected a student member for council membership”.

The Chair was authorised to sign the minutes following the meeting, once the amendment had been made.

5. Matters arising

(i) Action table

5.1 The Action Table was RECEIVED and NOTED by members.

The Chair asked the Governance, Compliance and Operations Manager to ensure a formal letter for a second term of office had been sent to Mrs Angela Crowe, Mr Stephen Lawrence, AVM Gavin Mackay and Professor David Head.

GCOM

(ii) Any other matters

5.2 Honorary Graduate Sub-group

The Vice-Chancellor NOTED that he would be bringing a proposal to Senate and Council to streamline the process of nominating individuals for honorary awards.

In his view the criteria were fit for purpose, but the process of arriving at the decision has too many stages. The Vice-Chancellor will propose the establishment of an Honorary Awards sub-group, the membership of which will be jointly from Council and Senate with student representation. The Vice-Chancellor would chair this group and the decision of the group would be reported to both Senate and Council, without there being a requirement for further acceptance of the proposals.

The Vice-Chancellor would present this proposal to the next meeting of Senate in June 2018.

Vice-Chancellor

6. Vacancies & recruitment

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

The Governance, Compliance and Operations Manager presented a paper which outlined the current vacancies and those likely to arise in the near future.

The following points were HIGHLIGHTED:

6.1 Members NOTED that the Revd David Dadswell had taken up the position (Diocesan Nominee), previously held by Mrs Jackie Croft.

Members RECOMMENDED that Revd David Dadswell would form membership on the Audit Committee.

Governance Office

6.2 Members DISCUSSED the skills they would welcome in a new Diocesan nominee.

Members AGREED they would welcome lay professional skills such as:

- HE student engagement and representation;
- Teaching/management/Governance in FE/alternative education provider;
- Other resource management, e.g. I.T;
- Health and Wellbeing;
- Legal expertise.

Members asked the Governance, Compliance and Operations Manager to construct an email to the Diocese noting that University Council have one further position to fill, to commence in September 2018 and explain the skills Council would be looking for.

GCOM

- 6.3 It was NOTED that Dr Sacha Mason had now taken up position of the Elected Teaching Staff Member.
- Members RECOMMENDED that Dr Sacha Mason would form membership on the Governance and Nominations Committee. **Governance Office**
- 6.4 Members NOTED that Mr Craig Ferguson had been elected the new Students' Union President.
- 6.5 The Chair informed members that he had spoken with Mr Richard Hallsworth regarding another potential cooptee; Mr Philip Wright (the former Treasurer for the Lincolnshire County Council) and he was content for the Chair to put forward Mr Philip Wright.
- Members RECOMMENDED that Mr Philip Wright would form membership (as a cooptee) on the Audit Committee. **Governance Office**
- 6.6 Members RECOMMENDED that The Rt Rev Dr Nigel Peyton would form membership on the FE&GP Committee. **Governance Office**
- 6.7 Members DISCUSSED how the additional cooptee for the Remuneration Committee should be recruited.
- Dr Tony Hill reported that he may know some nominees he could approach.
- Members ENDORSED Dr Tony Hill to approach the potential nominees and review at the next meeting. **Tony Hill**
- 6.8 The Chair NOTED that he would be following up discussions regarding the number of Student Representatives on Council at the next Students' Union Trustee Meeting on 25 June 2018, as he was a member of the Trustee Board. **Chair**
- The Chief Operating Officer raised the issue that the current membership proposed was as follows:
- *One representative of the Students elected by the Students in accordance with rules established from time to time by the University Council.*
- The Chief Operating Officer noted that BGU's final I&As have been submitted to various bodies for consultation, however, if Council decided amendments were required, these would be adjusted as and when.
- 6.9 Members AGREED that Mr Kevin Brown should be asked if he was prepared to continue as the University Council nominated representative on the Board of BG(Lincoln)Limited for a period of 12 months. Although Mr Kevin Brown would be leaving University Council in July 2018, it was recognised that his continuation on the Board of Directors during this period of incorporation of the University and review of the structure of the Limited Company would be most beneficial.
- The Chief Operating Officer agreed to contact Mr Kevin Brown to ask if he was prepared to continue in this capacity for another 12 months through to the end of the 2018/19 financial year. **COO**

(ii) To review the University Council Skills Matrix

6.10 The Governance, Compliance and Operations Manager NOTED that he had updated the University Council skills matrix with Dr Sacha Mason's skills.

It was NOTED that Mr Bob Walder's first term of office would finish on 31 July 2019.

7. Effectiveness

(i) To discuss the Governance Effectiveness Action Plan

7.1 The Governance, Compliance and Operations Manager presented the Governance Effectiveness Action Plan, providing an update on progress made.

11.3.5 – on points within the I&As

It was AGREED that 11.3.5 could be closed.

11.3.6 – on Committee operations

It was AGREED that 11.3.6 could be closed.

11.3.8 – on the effective use of data

It was AGREED that 11.3.8 could be closed.

Members AGREED that that the effective use of data should be monitored and reviewed through the Audit Committee and FE&GP Committee.

11.3.9 – on increasing externality

It was AGREED that 11.3.9 could be closed.

11.5 – on points of detailed practice

It was AGREED that 11.5 could be closed.

The Chair and asked the Governance Office to invite all Council members to review their current biographies on the BGU website and for any amendments to have been made by September 2018.

**Governance
Office**

7.2 The Chair reported that he would be conducting development meetings with members throughout August 2018, and the sub-committee Chairs would review the Chair of Council at the Chair's Committee meeting in November 2018.

Chair

(ii) To discuss suggestions for University Council presentations, working lunches and training day

7.3 Members DISCUSSED and AGREED the following suggestions:

- LORIC presentation in July 2018;
- Prevent refresher training in September 2018;
- GuildHE presentation from Mr Gordon Mackenzie at the Away Day in January 2019.

8 To receive an update on Honorary Graduate nominations

For this agenda item, The Chair asked Mr Tony Hill to leave the meeting.

- 8.1 Members RECEIVED and NOTED the Chair's Action from the Chairs of University Council and Senate for the award of Honorary Doctorate to Sir Michael Graydon, which was recommended from the Honorary Awards Subgroup.

The Vice-Chancellor noted Sir Michael Graydon's links to the local community, the work he has been involved in with BGU, and his involvement in the English Speaking Union.

- 8.2 Members DISCUSSED and AGREED that Mr Tony Hill should be awarded a University Life Fellowship.

The Chair asked the Governance, Compliance and Operations Manager to circulate out an email to Council members to confirm this decision.

The Chair invited Mr Tony Hill back to the meeting

GCOM

9. Agenda suggestions for future meetings

- 9.1 No suggestions for future agenda items were made.

10. Agenda management and review

- 10.1 The members AGREED they were satisfied that the meeting's business had been dealt with effectively.

It was NOTED that Ms Alice Hynes would be returning to meet with University Council in Autumn 2018, to conduct a desktop review of progress against her recommendations detailed in the Governance Effectiveness Review 2016.

The Chief Operating Officer welcomed any comments from members on anything further they would like Ms Alice Hynes to focus on.

11. Any other business

- 11.1 No other business was discussed.

12. Key Items for University Council

- 12.1
- Recommendation for Revd David Dadswell to form membership on the Audit Committee;
 - Recommendation from Dr Sacha Mason to form membership on the Governance & Nominations Committee;
 - Recommendation for Mr Philip Wright to form membership on the Audit Committee (as a cooptee);
 - Recommendation for The Rt Rev Dr Nigel Peyton to form membership on the FE&GP Committee
 - Recommendation for Mr Kevin Brown to continue as the University Council nominated representative on the Board of BG(Lincoln)Limited for another 12 months through to the end of the 2018/19 financial year;
 - Honorary awards for:
 - Sir Michael Graydon, Honorary Degree of Doctor of the University;
 - Mr Tony Hill, Life Fellowship Award

**Governance
Office**

13. Date of next meeting

- 13.1 The next meeting of the Governance & Nominations Committee would be held on Wednesday 10 October 2018 at 10am.

Signed RU Walder
Mr R Walder, Chair

Date 10/10/2018