

BISHOP GROSSETESTE UNIVERSITY

MINUTES OF THE MEETING OF THE
GOVERNANCE & NOMINATIONS COMMITTEE

TUESDAY 13 SEPTEMBER 2016
2:00 PM IN BASE 4, SKINNER BUILDING

Present

Professor David Head
Mr Graham Meeson
Rev. Canon Professor Peter Neil
Mrs Jasmit Phull
Mr Bob Walder (Chair)

In attendance

Dr Anne Craven, Registrar & Secretary
Ms Alice Hynes, Senior Consultant, APC Futures Ltd.
Ms Emma Smeaton, Governance Officer & PA to University Council
Mr Matthew Pitts, Governance, Compliance & Operations Manager

1. Welcome

The Chair welcomed the Committee Members to the meeting, as well as Alice Hynes who was in attendance to present the Governance Effectiveness Review item.

2. Apologies

Apologies were RECEIVED from Sandra Grattrick. Professor Jayne Mitchell, Deputy Vice Chancellor, would also normally be in attendance but had sent apologies on this occasion.

3. Declarations of interest

There were no declarations of interest.

4. Role of Committee Chair

On behalf of the University Council the Chair thanked David Head for chairing the Committee for the past year. Bob Walder explained that the Instrument of Government stated that the role of Chair of the Governance & Nominations Committee was normally held by the Chair of Council.

Action

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5. Membership & Terms of Reference

The Terms of Reference were RECEIVED and ENDORSED, subject to the amendment of the wording "to deal with" to "receive and recommend" in points 13 and 15(g). It was NOTED that the next meeting of the Governance & Nominations Committee would be the last for Sandra Gratrack and Jasmit Phull, creating vacancies on the Committee. It was AGREED that these vacancies would be reviewed in light of the Governance Effectiveness Review.

6. Minutes of the last meeting held on 19 May 2016

The minutes of the meeting of 19 May 2016 were CONFIRMED as a true record of the meeting and the Chair was authorised to sign them.

7. Matters arising

(i) Action Points

Members RECEIVED and NOTED the progress on the Action Points from the last meeting. The items that were on hold until Council had considered its size/composition were also NOTED.

The Chair NOTED that he was due to meet with the Bishop of Lincoln on 6 October 2016. He asked members to contact him outside the meeting if they had any questions they would like him to raise with the Bishop.

(ii) Any other matters

There were no other matters to discuss.

8. To receive and discuss the Governance Effectiveness Review

Members RECEIVED the Governance Effectiveness Review paper for CONSIDERATION. The Chair thanked Alice Hynes for the report that she had produced and invited her to highlight key points for discussion.

Alice Hynes thanked the University for instructing her to undertake the review. She explained that she had held discussions with most Council members in the course of the Effectiveness Review. Within these discussions members were given the opportunity to reflect on the workings and activities of Council. She noted the report included some recommendations, some issues to be addressed, and a range of areas where choices needed to be made.

The Committee welcomed the in-depth study of Council's activities, noting the report was a very useful reference piece for Council to inform future developments. Alice Hynes highlighted the following areas for the attention of the Committee:

All members

RUW
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- Staff and student restricted confidentiality

It was NOTED that as Trustees, each Council member had responsibility for the University, including any decisions made by Council or its Committees. Therefore it was AGREED that Council members should not be excluded from discussions or decisions that they were ultimately responsible for. The Members AGREED to adopt the principle that all Council Members must be involved in all discussions they are responsible for, unless there was an 'incredibly valid reason' for them not to take part (e.g. they had a personal interest in the discussion). It was AGREED that upon appointment to Council a declaration of confidentiality would be signed, and if confidentiality was not honoured it would be a disciplinary offence for the Council to deal with under its own procedures. Such a declaration and procedures would be prepared by the Governance Office in 2016/17 and would form part of Council's updated governance documents.

Matthew Pitts

- Subsidiary company

The Members AGREED that the corporate regulations relevant to the subsidiary company were different in some cases to the practices of the University. The Members NOTED that care should be taken to ensure Council or its Members were not acting as shadow directors to BG(Lincoln). It was AGREED that a clear separation between the BG(Lincoln) Board and Council must be maintained. It was AGREED that Council should clearly outline the University's strategy of investment in BG(Lincoln) and that Council should seek legal guidance in regards to its role relating to BG(Lincoln).

**Chair/
Stephen
Deville/
Anne Craven**

- Remuneration Committee

The Committee discussed the effectiveness of the Remuneration Committee and AGREED that more transparency was needed. It was NOTED that most committees were required to report upwards to Council; however, Remuneration Committee provided little transparency around the decisions it makes. It was also NOTED that most universities had an external person on their Remunerations Committees to look at HR remuneration and benchmarking, to gain a sector wide view, in addition to the UCEA data that is presented to the Committee annually by Head of HR. The Members AGREED that they wanted to deliver a Remuneration Committee that worked and the appointment of an additional independent HR expert was also potentially necessary. It was agreed the Governance Office would research sector and CUC practice and report back to G&N and ultimately the Council with findings. In addition, a copy of the CUC guidance and current terms of reference would be provided to Council along with a summary of the discussions taken place at the present meeting.

**Anne Craven/
Matthew Pitts**

**Anne Craven/
Matthew Pitts**

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- Roles of Sponsor Board and G&N

David Head explained that Sponsor Board regularly received detailed reports on each theme of the Strategy. He noted that it had become apparent that there was an emerging discrepancy in knowledge of BGU's strategy between Members of Sponsor Board and the wider Council. It was AGREED that a review of the Terms of Reference for Sponsor Board was required, taking into account University Council's expectations of it, the content of the reports it received, and whether Council had a continuing requirement for a dedicated Strategy Sponsor Board. It was REPORTED that the Programme Board meetings had now been merged into Senior Leadership Team meetings. It was NOTED that Sponsor Board had proven to be an important forum for recognising staff members' work around strategy themes and this helps council monitor strategic progress.

The Chair informed Members of the intention to hold a Strategy Away Day in February for Council Members, NOTING that this could open with a report from Sponsor Board on BGU's position, giving a strategic view for the University Council. It was anticipated that a Strategy Away Day would be held annually.

Anne Craven

As regards the G&N Committee, it was AGREED that the Terms of Reference and governance duties of the Governance & Nominations Committee would also be highlighted to Council.

Anne Craven

Other matters

(i) Council size (current membership, sub-committee membership & skills matrix)

It was REPORTED that University Council was a large decision making board, and therefore consideration of who must be present and who should be there to observe and contribute was required. The Committee's view was that a smaller Council could facilitate greater teamwork and participation. This would be considered by the Governance Office in connection with the process of updating BGU's Articles and Instrument of Governance.

Matthew Pitts/Anne Craven

(ii) Committee structure

It was AGREED that the Committee would review the skills matrix and succession plans. An annual development interview for each member would also be considered. The Chair NOTED that he felt that the Council Members who were due to leave should not be replaced right away in this particular period of transit, although consideration to the skills audit would still be given. The Chair explained that getting Council to around 18 members might be a more effective number. Subject to a conversation with University Council, an ideal number range would be defined and worked to for the future, looking at the balance in all areas, including equality and diversity considerations.

Matthew Pitts/ Future G&N agenda item

Row
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(iii) Universities UK requirements

The Members RECEIVED a paper prepared by the Vice Chancellor on the potential for BGU to join Universities UK (UUK). The Committee ENDORSED the principle of membership of the organisation, NOTING the importance for the Vice Chancellor to have the networking opportunity that UUK presented, in addition to the University's existing membership of Guild HE. It was AGREED that the Vice Chancellor would write to Universities UK to inform them of the planned changes to BGU's governing documents, and of BGU's plan to apply for UUK membership in future.

Peter Neil

(iv) Instrument & Articles revisions

The Registrar & Secretary would prepare a re-drafted version of the Instrument & Articles to bring back to the Committee before going to University Council for approval at their March meeting. Legal advice would be sought in preparing the new Instrument and Articles, before submission to the Charity Commission and Privy Council.

February G&N meeting
Anne Craven

All recommendations within section 11.3 in the Governance Effectiveness Review were AGREED by the Committee. It was NOTED that it was an excellent action plan for the future to monitor and guide Council development. It was AGREED that the Committee would recommend the report's recommendations for approval by University Council.

9. To receive Council recruitment update

It was REPORTED that there were some gaps in the skills matrix and the need for an extra person with financial expertise for the Audit Committee was highlighted. Consideration for a member with expertise in the HE sector was given, however, it was NOTED that the Committee felt David Head fulfilled this role. It was AGREED that the Governance Office could now proceed with direct recruitment processes involving local accountancy firms in search for a new Council and/or Audit Committee Member.

Anne Craven/
Matthew Pitts

10. Agenda management and review

The Chair explained that following each meeting he would ask a different Committee Member to provide feedback. For the present meeting David Head was asked to comment.

David Head NOTED that it had been a very significant meeting for G&N supporting Council's development. The meeting had done justice to the Governance Effectiveness Review, and the Committee had covered significant points which would be discussed with University Council.

11. Any other business

There was no other business to discuss.

Row 10/10.

12. Key items for the University Council

- Staff and students – restricted agenda items;
- Subsidiary company;
- Remuneration Committee;
- Terms of reference – rewriting, adopting standard terms;
- Council size;
- Committee structure;
- Universities UK requirements;
- Instrument & Article revisions;
- Recommendations of the Governance Effectiveness Review

Many of these could first be presented under one item considering the Effectiveness Review and then discussed further in subsequent meetings if appropriate.

13. Date of next meeting

The next meeting of the Governance & Nominations Committee would take place on Thursday 10 October 2016 from 12:00-14:00 in the Skinner Annexe Room.

Signed R. W. Alder Date 10th OCTOBER 2016