

BISHOP GROSSETESTE UNIVERSITY

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

**THURSDAY 11 FEBRUARY 2016
2:00 PM IN OSH ROOM 2**

Present

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

In attendance

Professor Jayne Mitchell, Deputy Vice Chancellor
Dr Anne Craven, Registrar & Secretary
Mrs Natalie Pickles, Governance Officer & PA to University Council

Action**1. Welcome from the Chair**

The Chair welcomed members to the meeting.

2. Apologies

Apologies were RECEIVED from Mr Roger Mosey and Mrs Sandra Grattrick.

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 14 October 2015 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.

Item 6(i) Vacancies & Recruitment

Position of Chancellor

Further to confirmation that Dame Judith Mayhew Jonas's role as Provost did not count towards her time as Chancellor and she was therefore eligible to serve a second term (which would commence on 3 December 2016), Registrar and Secretary reported that she had agreed with the Chair that she would not contact the Chancellor prior to today's meeting, because of the wider discussion required around that role; this was an item later on the Agenda.

The following was also NOTED:-

- a. It had been CONFIRMED that the Chair of Council acted as Pro Chancellor in the absence of the Chancellor.
- b. Currently there was no role description for the Chancellor other than that detailed in the Schedule of Delegation stating that, in the main the Chancellor's role was an honorary, ambassadorial, ceremonial figurehead position.
- c. There did not seem to be a clear indication of the process around the recruitment of a Chancellor.
- d. In the context of the requirement for a new Chair of Council (later on the Agenda), there could be an opportunity to tease out any duties that might actually be more appropriate for the Chancellor. If G&N Committee saw benefit in doing this, clarity around the Chancellor's responsibilities could be achieved before approaching Dame Judith Mayhew Jonas regarding her second term.

It was AGREED to continue this discussion at Agenda item 6(i)a (to review and approve the process and documentation for new Chair of Council).

Item 11 – Any other business

The Registrar and Secretary CONFIRMED that the process for Council members wishing to nominate individuals for Honorary awards was to write to her.

(ii) Any other Matters

There were no other matters to discuss

6. **Vacancies & Recruitment**

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

The following vacancies and imminent changes to Council Membership Terms of Office were NOTED and actions agreed:-

a. Chair of Council position to replace Roger Mosey

To be discussed later on the Agenda.

b. Co-opted Council member position to replace Jasmit Phull who's second Term of Office would be coming to an end on 31 December 2016

It was AGREED that later in the year, the Registrar and Secretary and the Governance Office would advertise the vacancy that would be created.

Anne Craven

c. Sandra Gratricks first Term of Office would come to an end on 13 October 2016.

It was AGREED the Registrar & Secretary would contact Sandra Gratricks to ascertain whether she wished to continue as a member of Council after her first term. If Sandra Gratricks declined to continue, the resultant vacant position would be advertised at the same time as the above replacement for Jasmit Phull.

Anne Craven

d. Co-opted Council member vacant position required for Council and Audit Committee (to have necessary finance skills)

Update to be given later on the Agenda.

e. Vacant position of Elected staff member to replace Richard Corn

Update to be given later on the Agenda.

f. It was CONFIRMED that Mark Thompson, the Higher Education Institution (HEI) representative on Council, had submitted his resignation with effect from 31 August 2016, when his first term of office would terminate

Peter Neil

G&N Committee AGREED that the Vice Chancellor would contact his counterpart at the University of Leicester to ask if the University would like to extend the opportunity to suitably senior colleagues to replace Mark Thompson as representative of another HE institution on the BG University Council. It was also AGREED that G&N Committee would seek an alternative replacement from another HE institution if the University of Leicester were to indicate that it had no wish to continue sending a representative.

Given the low uptake in response to the recent advertisement for Council member with financial skills, G&N committee AGREED that candidates who had previously expressed an interest or submitted applications for vacant Council Member positions but had not been suited to the specific skill set required at the time could be alerted to new positions; however, they would have to go through due process of application.

**Anne Craven/
Governance &
Compliance
Mgr**

It was AGREED that the Chair and Registrar & Secretary would refer to the Council members' skills matrix to establish the range of experience and skills to look for and to progress the vacant positions electronically via G&N Committee after the current Council cycle.

**Anne Craven/
Governance &
Compliance
Mgr/David
Head**

G&N Committee NOTED that the Terms of Office document required amending to include Sponsor Board Committee membership for the Chair of Council, the Vice Chancellor, the Deputy Vice Chancellor, David Babb and David Head (also to be noted of the latter that he was Chair of Sponsor Board).

Natalie Pickles

G&N Committee AGREED to re-arrange the order of discussions under Agenda item 6 as described below.

6. (i)b To receive an update on the recruitment of vacant Council Member position (with finance skills)

The Chair updated committee members in response to the progress with recruitment to the above position. There had been low uptake on applications with none meeting the specific requirements for the financial background. The Chair had therefore agreed with the Registrar and Secretary that local accountancy firms could be approached. There had been two interested individuals, one of whom had attended a meeting at the University with the Chair of Audit, Chair of G&N and the Registrar & Secretary. The individual concerned was a qualified accountant and partner at a local firm. He had good financial experience at a senior level as well as broader expertise as a chartered marketer, and following the meeting he had been asked to complete an application form. It was AGREED that the application would be circulated to G&N Committee and that the Registrar & Secretary would make arrangements for an interview with the person as soon as the application form reached the University. The interview panel would include the Vice Chancellor, Chair of Audit Committee and another Council Member, ideally Chair of Council if he were available. Graham Meeson confirmed he would be happy to be on the interview panel if a fourth member was needed.

**Anne Craven/
Governance &
Compliance
Mgr**

6. (i)a To review and approve process and documentation for new Chair of Council

Documentation

Amendments to the role description and 'further details' accompanying this were AGREED as follows:

Role Description:

- 3d) last paragraph – to include Matriculation Ceremony
- 3e) first bullet – Pro-Chancellor to “*deputise*”
- 4a) update paragraph for future proofing (e.g. Guild HE/HEFCE governors) and “*regional and national*” events to become “*appropriate & relevant external networks and events*”
- The role description should have more of an overview on the academic quality and strategic direction of the university which currently doesn't come through.
- There should be reference as to whom the Chair is responsible to (Council) and how effectiveness reviews / appraisals would be carried out.

“Further Details”:

- Amend third paragraph – refer to the three Schools.
- Take out the last two paragraphs.

The Registrar & Secretary and Chair would revise the documents accordingly and circulate to G&N Committee members for approval, in order to present it to Council for its approval at its meeting on 22 March.

Process

G&N Committee AGREED to RECOMMEND to Council that the selection panel for appointing a new Chair of Council consist of two lay members of Council (Council members would be asked to express an interest to sit on the panel), the President of the Students' Union, and the equivalent of Council Chair from another university.

The process would also include an informal discussion with the Vice Chancellor, other members of the Senior Leadership Team, and additional students (none of whom would be members of the interview panel).

The Registrar & Secretary would check this process against any advice produced by the CUC and/or Leadership Foundation for Higher Education.

**Anne Craven/
Governance &
Compliance
Mgr**

**Anne Craven/
Governance &
Compliance
Mgr/David
Head**

**G&N
Committee**

Anne Craven

G&N Committee AGREED that the Chair of G&N would contact the Deputy Chair of Council to advise him that G&N's recommendations and documentation relating to the recruitment of a new Chair would be presented at the Council meeting on 22 March and the expectation is that he would chair this part of the meeting.

David Head

The Chair of G&N would also advise the Deputy Chairman that in the opinion of the G&N Committee, it is possible that a new Chair might not be appointed by the date on which the current Chair's Term of Office finishes (31 July 2016), even though the recruitment process would be handled as expeditiously as possible. There is therefore every likelihood that the Deputy Chair of Council would have to act as Chair until the new Chair was appointed.

David Head

6. (i) To receive an update on the position of Chancellor

G&N Committee AGREED that the Registrar & Secretary would:

Anne Craven

- a. draft a Role Description of Chancellor that reflects the view of the Committee that one is needed and also that this should both reflect any potential CUC guidelines or established sector practice and complement the Role Description of the Chair of the University Council in a way that clarifies the University's expectations of its Chancellor;

and:

- b. to include in this the recommendation for Council's approval that the appointment panel for Chancellor consist of two lay members of Council, one of whom will be its Chair, the Vice Chancellor, a representative of the University staff and the President of the Students' Union.

This draft to be circulated to Committee members for approval in order to present the agreed draft to Council for its approval at its meeting on 22 March.

**G&N
Committee**

G&N AGREED that Dame Judith Mayhew Jones would be approached regarding a second term only after Council had approved the above document at its meeting on 22nd March 2016.

Anne Craven

6. (i)c To confirm the appointment of newly elected Non Academic Staff member of Council

The Registrar & Secretary tabled the result of the non-academic staff elections for a new Member of Council to replace Richard Corn. G&N Committee duly confirmed Alan Stacey, Reprographics Manager, as the new non-academic staff Council Member, with effect from 11 February 2016. It was CONFIRMED that he be invited to the Council meeting on 22nd March 2016.

Natalie Pickles

7 To review the Statement of Primary Responsibilities

The Registrar & Secretary reported minor changes to the Statement of Primary Responsibilities which had brought it in line with the December 2014 CUC Higher Education Code of Governance.

G&N Committee RECOMMENDED the revised Statement of Primary Responsibilities for APPROVAL by University Council at its meeting on 22nd March 2016. It was, however, AGREED that the Registrar & Secretary would flag up to Council, via the Cover Sheet, that the Statement would most likely require changing again in response to the results of the HEFCE Review of Quality Assessment and the likely expectation (notably based on the CUC Code) that University Councils would need to take greater interest in academic governance.

Anne Craven

8 To review, and recommend to Council, a revised Schedule of Delegation

The Registrar & Secretary reported that the Schedule of Delegation had minor amendments to it following the introduction of the University's updated Committee System which had been approved in Autumn 2015.

G&N Committee AGREED the following amendments:-

- a. Page 9 - should be amended to state that items costing over £50,000 would require approval from a *lay* Council Member.
- b. Page 17 - a new row should be added 'To manage the process for filling a Chancellor vacancy'.

Anne Craven

Subject to these amendments, the Schedule of Delegation was RECOMMENDED for APPROVAL at Council on 22nd March 2016. It was AGREED that this document should be reviewed annually unless the Registrar & Secretary were alerted to a requirement to review sooner.

Anne Craven

9. To discuss Council Effectiveness survey outcome

The Registrar & Secretary invited members to discuss and approve the Governance Review proposal from Alice Hynes of APC Futures.

G&N Committee AGREED that the Vice Chancellor would contact both the Chair and the Deputy Chair of Council to continue his discussion with them of the Effectiveness Review of Council by explaining that the next phase needed to be put in place as a matter of priority in view of the forthcoming HEFCE Assurance Review, which would expect an Effectiveness Review to have taken place or to be taking place. The VC also to explain that this could now be provided through the services of Alice Hynes of APC Futures, whose appointment for this purpose had been agreed by G&N Committee; she would conduct the next phase of the Review using the timescale contained in her consultancy proposal. One of the first events that had been scheduled was the meeting of University Council on 22 March, which Alice Hynes would attend as an observer.

Peter Neil

Once this course of action had been agreed with the Chair and Deputy Chair, the Registrar and Secretary would release all necessary documentation to Alice Hynes. Additionally a message by the Chair of Council, either by email or orally at the start of the 22 March meeting, would be issued to all Council members notifying them of the Governance Review being carried out by Alice Hynes.

Anne Craven

It was AGREED that the Governance Officer would send an electronic version of Alice Hynes' proposal to the Vice Chancellor.

Natalie Pickles

It was AGREED that Alice Hynes would be asked to say a few words at the Council meeting and this would need building into the Agenda.

Anne Craven/
Natalie Pickles

The Registrar & Secretary confirmed that the HEFCE Assurance Review was taking place on 15th March 2016.

G&N Committee AGREED that they would build on the actions above to develop a more robust and comprehensive system for carrying out future effectiveness reviews.

10. To discuss and approve recipients of Honorary Awards (Confidential)

Governance & Nominations Committee AGREED that the Registrar & Secretary and Chair would draft a set of criteria for the award of honorary degrees and for rescinding them, for consideration by the next meeting of the G&N Committee. Until such a document and clear criteria were in place, the Committee could not proceed in considering recommendations to Council, including in respect of the current nominations for honorary degrees (Dr Jeni Riley, The Rt. Revd. Christopher Lowson and Lesley Smith). The document would also discuss the option of including the most senior person in the Church and Cathedral as an ex-officio recipient of an honorary award.

Anne Craven

G&N Committee CONFIRMED Jim Broadbent as Honorary recipient for the School of Humanities (as APPROVED by Council the previous year).

Dr Jo Barkham was RECOMMENDED for APPROVAL to University Council to receive an Honorary Fellowship from the School of Teacher Development. The Chair would present the award to the University Council, for approval by the latter.

David Head

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

As above.

12. Any other business

The Chair informed members that he had discussed agenda setting with the Registrar & Secretary, around making agendas more action-oriented. This has actually been implemented by the Registrar & Secretary rather than any paper needing to come to the G&N meeting.

13. Key items for the University Council

- (i) To receive an oral progress report from the Chair, on filling vacancies on University Council
- (ii) To consider for approval a revised version of the Role Description of Chair of the University Council, the 'Further Details' accompanying this and recommendations for the composition of the selection panel
- (iii) To consider, for approval, a Role Description of Chancellor and recommendations for the composition of the selection panel;
- (iv) To consider, for approval, G&N Committee's recommendation of Dr Jo Barkham for an Honorary Fellowship; the Chair orally to inform the University Council in connection with this item that the G&N would be considering criteria for the award of honorary degrees and for rescinding them at its next meeting.
- (v) To RECOMMEND for Council's approval a revised Schedule of Delegation
- (vi) To RECOMMEND to Council approval of revised Statement of Primary Responsibilities
- (vii) Council Effectiveness – Alice Hynes to introduce herself at the 22 March University Council meeting.

13. Date of next meeting

The next meeting of the Governance & Nominations Committee would take place on Thursday 19 May 2016 at 2.00pm

Signed



Date

12/05/16

