

## BISHOP GROSSETESTE UNIVERSITY

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

**WEDNESDAY 10 OCTOBER 2018  
CSH ROOM 13**

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**Present**

Mr Bob Walder (Chair)  
Reverend Canon Professor Peter Neil  
Professor David Head  
Dr Sacha Mason

**In attendance**

Mr Steve Deville, Chief Operating Officer and University Secretary  
Ms Stephanie Gilluly, Interim Registrar and Clerk to Council  
Miss Alice Hynes, Senior Consultant, APC Futures Ltd (*for agenda point 5i*)  
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 first Governance & Nominations Committee meeting of the 2018–19 academic year.

**2. Apologies**

- 2.1 No apologies were received, as all were in attendance.

**3. Declarations of Interest**

- 3.1 There were no new declarations of interest received.

**4. Terms of Reference for 2018/19**

- 4.1 Members RECEIVED and NOTED the Terms of Reference for 2018/19 for the Governance and Nominations Committee.
- 4.2 The Chair confirmed that once the new Instrument of Articles are in place, University Council had agreed for the Deputy Vice Chancellor to be removed from the membership.
- 4.3 Members discussed the representation of students at committee meetings and AGREED they would like to investigate students being represented on University Council Committees.
- 4.4 The Clerk to Council and the Chief Operating Officer NOTED that they will review all the Terms of References for Committees as part of the move to the new Articles of Association.

**CtoC / COO**

4.5

Members were CONTENT to accept the Terms of Reference for 2018/19.

## 5. Effectiveness

### 5.1 To Discuss Governance Effectiveness Follow Up Report

Members RECEIVED and NOTED the Governance Effectiveness Follow Up Report presented by Miss Alice Hynes.

Miss Hynes noted that considerable progress and improvement had been made since the initial review previously undertaken.

Miss Hynes highlighted the areas where particular focus or consideration should be given following her updated report:

- To review the future student membership of University Council, which has been proposed to fall from two members to one.  
With the OfS now regulating the sector, Miss Hynes felt that the Council should either reconfirm or reconsider this position before the final Instrument and Articles are finalised.
- Diversity of University Council in future recruitment rounds.
- Revisiting/checking the wording in the proposed Instrument and Articles around the nominee for the Bishop.
- To review the scheme of delegation which is out of date and unwieldy.
- To update the website into a more coherent arrangement, allowing for easier access and navigation of governance information.

### 5.2 The Chair invited members to discuss the areas of consideration following Miss Hynes' report.

#### 5.2.1 Review the future student membership of University Council

Members raised the following comments:

- OfS are looking for student voice.
- Students are involved in University meetings, but how might they use the information they receive from them.
- Should Council include a student that is not a Students' Union Officer?

Members RECOMMENDED that University Council reconsider the student membership number, with a potential increase from one to two members.

**Governance  
Office**

The Clerk to Council NOTED that she will have a conversation with the Students' Union President, Vice President and Chief Executive Officer regarding student representation, as student representative elections were drawing to a close.

**CtoC**

The Chief Operating Officer offered to speak to Student Council

**COO**

5.2.2 Diversity of University Council in future recruitment rounds

Members raised the following comments:

- Due to resignations, Council might like to review the gender balance.
- Council to also consider seeking diverse groups, e.g. BME, disability, LGBT.

Members RECOMMENDED that a recruitment phase should commence, sooner rather than later.

**Governance  
Office**

5.2.3 Revisiting/checking the wording in the proposed Instrument and Articles around the nominee for the Bishop.

Members raised the following comments:

- In the wording of the Instruments of Articles, we need to clarify/define what we mean by “the Bishop”.

Members RECOMMENDED that University Council need to discuss whether the Bishop has to be at the meeting to make a decision, or whether the Bishop can be represented by someone else and if the nominated person is able to make the decision on behalf of the Bishop.

**Governance  
Office**

The Chief Operating Officer NOTED that he would liaise with Shakespeare Martineau for clarification.

**COO**

5.2.4 To update the website into a more coherent arrangement

Members raised the following comments:

- The governance area on the BGU website was not visible enough or properly structured.
- The website should aid our governance and transparency.
- “How to become a University Council member” needs to be made more prominent on the website.

The Governance Office will liaise with the Director of Marketing, Recruitment and Communications to ensure the governance area on the website is up to date.

**Governance  
Office**

Members NOTED that they will be ASSURING University Council that the website is being reviewed and will be RECOMMENDING that it is in a more coherent state by the end of the year.

**Governance  
Office**

- 5.3 The Chair RECOMMENDED that Miss Hynes’ Governance Effectiveness Follow Up Report be circulated to University Council members with the Committee’s recommendations.

**Governance  
Office**

**6. Minutes of the last meeting held on 16 May 2018**

- 6.1 The minutes of the meeting of 16 May 2018 were AGREED as a true and accurate record.

The Chair was authorised to sign the minutes following the meeting.

**7. Matters arising**

**7.1 (i) Action table**

The Action Table was RECEIVED and NOTED by members.

The Governance, Compliance and Operations Manager NOTED that since the last meeting had met, the Governance Office had received Mrs Angela Crowe's resignation.

The Chair noted that he had thanked Mrs Angela Crowe for her contribution to University Council over the years.

7.2 (ii) **Any other matters**

There were no other matters to discuss.

**8. Vacancies & recruitment**

8.1 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.

8.1.1 Members RECOMMENDED to increase the size of University Council, but not to exceed the range of 16-22.

8.1.2 Members also RECOMMENDED that they look at the balance of University Council and seek to increase, if possible, representation from females and individuals from BME backgrounds through recruitment process.

8.1.3 Members RECOMMENDED that recruitment to vacancies should be sought through open advertising on the University website, CUC board vacancies site.

Members RECOMMENDED that the Governance Office should start to advertise for University Council members and consider the use of external recruitment agencies if required.

**Governance  
Office**

8.1.4 The Governance, Compliance and Operations Manager NOTED that he had written to the Diocese, following Dr Tony Hill's departure from University Council. The Diocese were considering the nomination at the Diocese's Search and Nominations Committee meeting on 20 September 2018. The Governance, Compliance and Operations Manager was awaiting further feedback.

8.1.5 Members RECOMMENDED that members should be recruited with skills in:

- HE student engagement and representations
- Teaching / management/ governance in FE/alternative education provider;
- Other resource management, e.g. IT (technical), conferencing, catering

Members SUGGESTED inviting independent Cooptee's on committees, aligning these to the required skill set.

8.1.6 The Chair noted that due to the departure of Dr Tony Hill and the resignation of Mrs Angela Crowe, numbers on the G&N Committee were low.

The Chair NOTED that following University Council on 26 September 2018, Dr Stephen Critchley had forwarded his interest in joining the G&N Committee.

Members AGREED to RECOMMEND to University Council that Dr Stephen Critchley becomes a member on the G&N Committee

**Governance  
Office**



- 8.1.7 The Governance, Compliance and Operations Manager NOTED that Mr Bob Walder's first term of office would finish on 31 July 2019.

The Chair expressed his interest in continuing to stand as Chair for a second term.

The Governance, Compliance and Operations Manager NOTED that an agenda item on University Council's March 2019 agenda needed to include a discussion with members for the Chair's expression of interest for a second term.

GCOM/CtoC

8.2 To Review the University Council Skills Matrix

The Governance, Compliance and Operations Manager NOTED that he had updated the University Council skills matrix and had included IT Skills, as per the Uniac Report to Audit on 26 September 2018.

8.3 Introductory Pack for Potential Council Members

Members RECEIVED and NOTED the Council Member Introductory Pack, which was presented by the Governance, Compliance and Operations Manager.

Members raised the following comments on the Introductory Pack:

- The reference to LORIC would have been better in the BGU Today section instead of 'Our Future Strategy';
- Check terminology, for example PHD should be PhD;
- Under the 'Membership' section; the seven Nolan Principles should be referred to.

Members were CONTENT with the Council Member Introductory Pack, with the above additions included.

Governance  
Office

8.4 Remuneration Committee Application

The Governance, Compliance and Operations Manager NOTED that the Governance Office had received an application for Cooptee to the Remuneration Committee from Mrs Wendy Cundy (which was a recommendation from Dr Tony Hill).

The Chair NOTED that an initial meeting had been held between himself and Mrs Cundy.

The Chair also NOTED that Mrs Cundy's application had been discussed at the University Council meeting on 26 September 2018, where Council Members had agreed for the G&N Committee to review and approve the application via Chair's Action, to enable Mrs Cundy to attend the Remuneration Committee on 6 November 2018.

Members AGREED to APPROVE Mrs Cundy's application for Cooptee to the Remuneration Committee.

Governance  
Office

9. **To Note CUC HE Senior Staff Remuneration Code**

9.1 Members RECEIVED and NOTED the CUC HE Senior Remuneration Code.

Members NOTED that the CUC HE Remuneration Code had been discussed at the Remuneration Committee on 22 June 2018.

10. **Agenda suggestions for future meetings**

10.1 No suggestions for future agenda items were made.

## **11. Agenda Management and Review**

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

## **12. Any other business**

### **12.1 Incorporation Update**

The Chief Operating Officer REPORTED that following recent discussions with the University's legal advisers, he could confirm that we believe the amount of permanent endowment land has now been identified.

The Chief Operating Officer handed to members a BGU Terrier Map and NOTED that working through the various deeds and schemes, the property team had been able to identify the following:

- Areas coloured orange were certainly permanent endowment.
- For the areas hatched in orange, BGU do not have definitive information. However, the area covering a section of the car park used to have an old fire station on this land and one of our documents does reference this such that we believe this is also permanent endowment.
- The area upon which Constance Stewart Hall is located, BGU have no documentation for this area, the original legal advice was to consider if BGU should challenge that this is not permanent endowment. However, given the knowledge of when the buildings were constructed, which is prior to other parcels of land being obtained, following discussion, the Chief Operating Officer believes that this should also form part of the permanent endowment.
- The small area as you exit the car park (currently on a 99 year lease), the playing field purchased from a school in the 1990's and all offsite property (LORIC and Chaplains House) does not form part of the permanent endowment.

The Chief Operating Officer NOTED that the intention was now to open discussion with the Charity Commission and explain our position.

The Chief Operating Officer hopes to formalise an agreement and allow the incorporation process to move forward. The legal team could not be clear on how long this would take, as clearly BGU are reliant on agreement from the Charity Commission. BGU do have correspondence to say that they wish to work with us in resolving the position given how mixed up the situation has become over the years.

The Chief Operating Officer NOTED that any further updates will be provided to members as received.

## **13. Key Items for University Council**


- 13.1
- Terms of Reference for the Governance and Nominations Committee were accepted for 2018/19;
  - Recommendation for University Council to reconsider the number of student members, with a potential increase from one to two members;
  - Recommendation for University Council member recruitment to commence;
  - Recommendations for University Council to discuss the decision making/representative of the Bishop in the new I&As;
  - G&N's assurance that they are monitoring the review of the website with regards to the governance area;

**Governance**

- Recommendation to increase the size of University Council, to look at the balance of membership and to recruit members with skills in HE student engagement, teaching/management/governance in FE/alternative education and other resource management;
- Recommendation for Dr Stephen Critchley to form membership on the G&N Committee;
- Recommendation for Mr Bob Walder to stand as Chair for a second term – to be discussed by University Council in March 2019;
- Recommendation for Mrs Wendy Cundy to form membership on the Remuneration Committee

**14. Date of next meeting**

- 14.1 The next meeting of the Governance & Nominations Committee would be held on Wednesday 6 February 2019 at 10am.

Signed .....   
Mr R Walder, Chair ✓

Date ..... 6<sup>th</sup> February 2019.

