

BISHOP GROSSETESTE UNIVERSITY

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

**MONDAY 10 OCTOBER 2016
SKINNER ANNEXE**

Present

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

In attendance

Dr Anne Craven, Registrar & Secretary
Professor Jayne Mitchell, Deputy Vice Chancellor
Mrs Natalie Pickles, Governance Officer & PA to University Council
Mr Matthew Pitts, Governance, Compliance & Operations Manager

1. Welcome

The Chair welcomed the Committee Members to the meeting.

2. Apologies

Apologies had been RECEIVED from Sandra Grattrick, Jasmit Phull and Graham Meeson.

3. Declarations of interest

There were no declarations of interest for this meeting.

The Governance, Compliance & Operations Manager (GCOM) confirmed that the annual FRS8 forms had been issued at the Council meeting held on 27 September 2016. A deadline had not been given to members for the return of completed forms and it was AGREED that one should be issued to ensure all forms were returned in a timely fashion.

4. Minutes of the last meeting held on 13 September 2016

The minutes of the meeting of 13 September 2016 were CONFIRMED as a true record of the meeting and the Chair was authorised to sign them.

Action

M Pitts

5. Matters Arising

(i) Action Points

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

Item 8 To receive and discuss the Governance Effectiveness Review

- Subsidiary Company

The Chair confirmed that he had spoken with the Registrar & Secretary and the Director of Resources. A meeting should be arranged to look at the original documents relating to when the Company was first established, and to discuss the issue that had been highlighted by the Governance Effectiveness Review.

**A Craven/
S Deville/
B Walder**

- Council Strategy Away Day – 2nd February 2017

The following was AGREED:

- The Strategy Day would start with an update from the Sponsor Board from 10.00- 11.00am, regarding the current strategy position and the strategy stock-take. The time slot would also include time for questions. The Chair of Sponsor Board AGREED to discuss this at the next meeting of Sponsor Board in early November.
- The Deputy Vice Chancellor would provide an update on the changes within Higher Education and re-cap on previous presentations. It was noted that by the time of the Strategy Day further details of TEF2 would have been issued by the Government. This time slot would be scheduled for 11.15am to 12.30pm (including questions). Coffee break would be scheduled for 11.00am in between Sponsor Board and the Deputy Vice Chancellors' presentations.
- Lunch would then take place between 12.30 and 2.00pm
- During the afternoon there would be workshops in smaller groups (3 or 2 groups depending on numbers attending) that would discuss the implications on the University's strategy of what had been said during the morning sessions.
- All attendees would then reconvene and one person from each group would provide feedback on what they had discussed.
- The Vice Chancellor would conclude the day by summing up what had been discussed.

D Head

- Sub-Committee Terms of Reference (ToR)

It was AGREED that when all the Sub-Committees agreed ToR were presented to Council in November it would be made clear to Council that they had been recommended for approval based on current Governance arrangements but that these could potentially change again as changes to the governance arrangements are made following the Governance Effectiveness Review

**A Craven/
M Pitts**

- University UK requirements

The Vice Chancellor confirmed that he had not yet contacted UUK as Council agreed in September that a broader discussion was required around revisions to the governing documents.

It was NOTED that UUK had reservations about accepting the University's application for membership as the current Instrument & Articles (I&A) includes a requirement that the majority of Council Members should be Anglican Church members. The issue with UUK was NOT with the Anglican faith but about having a group majority in respect of voting rights. It was AGREED that any resolution or change in the Instrument and Articles would need to protect BGU's ethos as an institution with its roots in the Church of England. It was also NOTED, however, that it was important for BGU to become a member of UUK.

6. To discuss the Governance Review Action Plan

The following was discussed and agreed in respect of all the various points on the Action Plan:-

11.1.3 Action 3 Annual Member evaluation/development meetings for Council Members

It was AGREED that members should have a review date; a standard agenda would be drawn up for the reviews, and that each of the Chairs would be reviewed by the other Chairs.

11.1.3 Action 4 Development of a Succession Strategy

It was AGREED that this did not need to be complicated. The R&S would obtain some examples from universities who had a more established succession strategy.

11.1.3 Action 5 Maintaining recruitment processes that result in appropriate appointments

It was AGREED that effective recruitment going forward should involve head hunters. In respect of the current recruitment for a further member of Audit, the existing direct recruitment approach could be continued but if unsuccessful head hunters should be considered.

11.1.15 Governance model and its suitability

The following key points were made:

- The Chair NOTED that he had suggested 18 as an appropriate number for Council membership, but that a discussion specifically about this was yet to take place.

M Pitts/
Governance
Office

A Craven

RW 9/3

- Council would be losing 4-5 people over the next few months and also David Clements by August 2017.
- The Chair had discussed the Governance model with Anne Green of York St. John University, which had 17 members, less committees, and a composition of members. The Chair's view on this was that BGU should move gradually over a couple of years to a similar position, culminating in Council having the right skills balance and representation.
- BGU had developed its Stakeholder Engagement Strategy and was now much clearer as to who its stakeholders were. It was NOTED that there was a great opportunity to utilise University Court to engage Stakeholders.
- It was AGREED that a defined role for Court should be established quickly (but was not part of G&N remit); this should include a discussion with the Chancellor.
- The Study Paper/Review on the "Governance model and its suitability" should be very clear about where BGU was heading, with specifics on board size, its composure, along with a road map as to how it would be achieved and the associated timescales.

P Neil

**B Walder
G&N /
Governance
Office**

11.1.6 Council succession

As previously discussed, it was AGREED that the R&S would provide examples of other University's governance successions plans, and report to G&N with a proposal for how BGU could approach this.

A Craven

A Craven

Additionally the R&S would insert a new item on the Governance Review Action Plan "Developing the Court" and specific potential with some timescales.

11.1.7 Future Challenges for the HE sector and BGU

It was NOTED that Sponsor Board had a very important role to play with regards to ensuring that BGU Strategy was progressing. Furthermore it was AGREED that Sponsor Board's feedback to Council on Strategy would be a priority conversation on Council Agendas with the appropriate amount of time devoted to it.

**B Walder/
Governance
Office**

11.3.2 On Induction

It was AGREED that a full Induction process (with a tick list approach) should be developed by March 2017. This would include practical items such as arranging for University I.D cards, a letter from the solicitors explaining the responsibilities of a corporate trustee, official appointment letter etc. The R&S confirmed that a lot of the separate items were already in place but that it all needed bringing together.

**M Pitts/
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Office**

Additionally it was AGREED that an Induction Handbook would be developed as part of the Induction Process and would include information such as what the University does, the role of Council Members, contact details for relevant people and other basic information.

**M Pitts/
Governance
Office**

It was NOTED that the University Council iPads, due to be given to members, could be a good way of storing this information like a "Council Member toolkit". The R&S confirmed that they were currently talking to an external company regarding the BGU website to see if there could be a section dedicated to Council.

11.3.3 Role of Chair

The Chair noted that he would welcome feedback in a few months and this could be via the Chairs meetings.

Chairs

11.3.4 Governance Evaluation & Review processes

The Chair stated that he would recommend carrying out annual individual members' development reviews and a collective Council effectiveness review internally. In addition he suggested that Alice Hynes should be asked to review the University's progress against actions identified on the Effectiveness Review on an annual basis. The R&S confirmed she had a template which could be used for the reviews which she would forward to the Chair to have a look at. It was NOTED that the iPads could be used for Council members to give responses (perhaps using Survey Monkey or appropriate on-line tool) to the collective effectiveness review.

**A Craven/
Council**

A Craven

11.3.5 On points within the Instrument and Articles

It was AGREED that legal advice would be sought on the Instruments and Articles (I&A) with the aim of them being appropriate and as simple as possible. It would address the issue of the ethos and heritage of the institution, and also would give some flexibility to enable Council to make its own day-to-day operational rules (e.g. individuals coming in to meetings for specific items) without having to go to the Privy Council for approval. It was AGREED that a new draft version of the I&A would be reviewed by the Chairs, then issued to Council, with a view to submitting revised I&A to the UUK in Summer 2017.

A Craven

**B Walder
A Craven
G&N
Chairs**

It was NOTED by the DVC that the Action for this should include due regard of the timescale for introduction of the HE & Research Bill which is proposing amendments to governance structure and role of the Privy Council. It was AGREED that any appointed solicitor should be well versed in the ongoing developments in the sector, and should be able give advice in light of these changes. It was AGREED that an early conversation with solicitors would be worthwhile to look at the development of the documents, and to devise a potential timescale for their review.

**A Craven/
B Walder**

11.3.6 On Committee operations

The Chair suggested that consideration to the number of committees should be added to this section in the Action Plan, specifically including whether Selection Committee should continue to be separate to Remuneration Committee.

Row 9/3

11.3.8 On the effective use of data

The R&S confirmed that she had confidence that the internal auditors provided suitable trend and competitor information since they worked with a broad range of universities and brought advice on good practice to BGU.

There was some discussion to clarify the meaning of the Action ("Support a data capability related culture at BGU"). The DVC stated that she had interpreted the related section in Alice Hynes' report to be about Council receiving a broader set of management information, as well as KPIs, and also looking again at providing an evidence based input to Council, and embedding this into Council's routine thinking. It was AGREED that the R&S and DVC would discuss this action point, and amend as appropriate.

**A Craven/
J Mitchell**

11.3.9 On increasing externality

In terms of Members' participation in conferences, events and training events, the Chair confirmed that he would be happy to ask individuals if they could attend specific events where it would be worthwhile for BGU to be represented.

It was also AGREED that it would be advantageous for the University to facilitate a great level of Council Member involvement in external engagement activities.

11.4.2 Charity Commission/HEFCE guidance on Trading Companies

The Chair confirmed he was meeting with the Director of Resources shortly and that legal advice would be sought if necessary.

11.4.3 Charity Commission guidance on the role of Trustee

It was AGREED that this would be obtained from solicitors and given to all members of Council (as well as being part of the Induction process).

**Governance
Office**

11.4.4 Executive conflicts of interest and roles

It was clarified that the specific action related to this is that "there will be communication about how we operate in our committees and different roles and our interpretation of that".

In light of the above points of the discussion, it was AGREED that the action plan responding to the Governance Effectiveness Review 2016 would be amended and reissued.

A Craven

7 To consider Council vacancies & recruitment

G&N AGREED that David Head should be recommended to Council for appointment as the HE Representative Council Member.

G&N

G&N AGREED to recommend to Council that Jackie Croft be appointed to the Remuneration Committee.

G&N

G&N AGREED to also look for an independent HR expert to join Remuneration Committee in the future. This person would be from outside the sector and it was NOTED that Jackie Croft may be able to help with this.

**A Craven/
G&N**

8 To consider Council Sub-Committee Membership

G&N also AGREED that Angela Crowe and Tony Hill would be recommended to Council to join Governance & Nominations (subject to them both having accepted an invitation).

**G&N
B.Walder**

G&N AGREED that the Governance Office would continue with recruitment of additional Audit member.

**M Pitts/
Governance
Office**

G&N AGREED to recommend to Council that Sally Myers continue in her role as a Sponsor Board member.

G&N

G&N AGREED to recommend to Council that Alan Stacey be appointed as member of FE&GP Committee.

G&N

It was AGREED that careful consideration was required on how Council would work with Senate in future. This needed to be thought about as a result of changes in the quality assessment requirements from HEFCE; Council would have increased responsibility for the academic quality of the organisation – in practice this responsibility previously resided with Senate. The DVC stated that everyone would need to have a shared understanding as to how the emphasis had changed in terms of oversight and responsibilities for academic matters, and the responsibility that Council would have. It was suggested that a presentation on the role of Council and Senate could take place at the November Council meeting.

J Mitchell

Row 9/3

The DVC had to leave the meeting at this stage and so gave feedback on the remaining items on the Agenda:

Item 9 – CUC Guidance on Remuneration Committees

The DVC welcomed the piece of work to look at potential changes in practice of the Remuneration Committee in line with the Effectiveness review. Additionally it was noted that further clarity around the purpose of the Council lunchtime presentations would be useful.

Item 12 – to consider appointing a Council member to the BGSU’s Board of Trustees

It was AGREED that Jackie Croft should be recommended to Council for appointment to the SU Board of Trustees (subject to Jackie Croft accepting a position). Additionally it was advised that legal advice should be sought by the SU on relationship between their Board of Trustees and University Council. It was AGREED that the R&S would bring this to the attention of the joint chairship of the SU Board

**B Walder
A Craven**

The DVC left the meeting.

9 To discuss the CUC guidance on Remuneration Committees

G&N AGREED that a proper procedure for BGSU’s Remuneration Committee would be produced that would comply with all of the CUC guidance provided, with the exception of point 4 (page 1) relating to Remuneration Committee considering and determining the emoluments of the Vice-Chancellor. It was felt that this should be agreed by Council but all other senior staff would fall under Remuneration Committee.

**A
Craven/G&N**

G&N AGREED that the Registrar & Secretary should be in attendance at Remuneration Committee meetings to provide Governance representation, but that Alison Coton would continue with the Clerk role.

A Craven

The Registrar & Secretary NOTED that very little information had previously been issued to Council from Remuneration Committee. The Chair agreed to talk to the other Chairs regarding this and suggested that there must be a set of minutes from Remuneration that should be circulated to Council members, with the details of those minutes a matter of consideration each time. David Head pointed out that the guidance in paragraph 32-34 was very helpful on this issue.

B Walder

10 To receive the Statement of Primary Responsibilities

It was NOTED that point 15 was an addition to the document (To receive assurance that appropriate relations are maintained between Council and Senate and appropriate measures taken in order to safeguard academic standards) and as already discussed earlier in the meeting, this would be looked at.

The following amends were also discussed :

- Point 1 – to potentially be changed to “To determine the character and values of the institution reflecting its roots as a Church of England University”. It was AGREED that David Head would send a suggestion to the R&S regarding this and then the R&S would discuss with the Chair.
- Point 8 – should be changed – ‘Seven’ should be added as the number of principles of public life.
- Point 9 should be very slightly re-worded to ‘To safeguard the good name, ethos, and values of the institution’.

G&N AGREED the changes would be made and the document submitted to Council.

**David Head/
A Craven/
B Walder**

A Craven

A Craven

A Craven

12 To consider appointing a Council member to the BGSU’s Board of Trustees

As already AGREED, Jackie Croft was the recommended nomination and she would need briefing on this. The Chair of Council, the Vice Chancellor and Registrar & Secretary would meet with Jackie to provide some context and support on the issues raised by the DVC and that the University would pay for some legal advice to assist with this.

**B Walder/
P Neil/
A Craven**

13. Agenda Management and Review

It was AGREED to miss the above item on this occasion.

14. Any Other Business

There was no other business to discuss

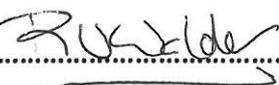
15. Key Items for University Council

The Chair agreed that from today’s meeting, the key items for Council were extensive and he would discuss separately with the Registrar & Secretary

**B Walder/
A Craven**

16. Date of next meeting

The next meeting of the Governance & Nominations Committee will take place on Thursday 9 February 14:00-16:00 in Room 102.

Signed  Date 9th MARCH 2017

