

## BISHOP GROSSETESTE UNIVERSITY

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**MINUTES OF THE MEETING OF THE  
GOVERNANCE & NOMINATIONS COMMITTEE****THURSDAY 9 FEBRUARY 2017  
ROOM 13**

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**Present**

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

**In attendance**

Dr Anne Jackson, Registrar & Secretary  
Professor Jayne Mitchell, Deputy Vice Chancellor  
Mr Matthew Pitts, Governance, Compliance & Operations Manager (minutes)

**Action****1. Welcome**

The Chair welcomed the Committee Members to the meeting.

**2. Apologies**

Apologies had been RECEIVED from Mrs Angela Crowe and Dr Tony Hill.

**3. Declarations of interest**

There were no declarations of interest for this meeting.

**4. Minutes of the last meeting held on 10 October 2016**

The minutes of the meeting of 10 October 2016 were CONFIRMED as a true record of the meeting and the Chair was authorised to sign them.

Item 6 To receive and discuss the Governance Effectiveness Review

- University Court

The Vice Chancellor responded to the action point alongside 11.1.6 about Court, stating that Court does have a defined role and therefore the action point should be removed.

## 5. Matters Arising

### (i) Action Points

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

- Subsidiary Company

- The Members noted a letter and report from Hewitsons Solicitors supplied by the DoR which provided details on BG(Lincoln)Ltd's governance and legal status in relation to the University. The Chair advised that the covering letter should be circulated to Council Members.
- The Chair confirmed he had met with the DoR who had consulted Hewitsons to discuss the status of the limited company.
- The Chair advised the Members that University Council would need to consider the company's cash flow position, and losses in due course.

- Governance Effectiveness action plan

11.1.3 - It was noted that Council Member development meetings with the Chair of University Council had been booked.

11.1.6 It was noted that a paper on succession planning would be discussed at the meeting.

11.3.2 It noted that a Council Member induction checklist was attached with papers.

11.3.8 it was noted that a new strategy strand on data capability was in under review by SLT.

- Subcommittee membership

It was noted that the R&S was following up 3 expressions of interest from local accountants about joining the Audit Committee.

It was noted Mr David Babb had confirmed he was happy to continue as a University Council Member.

- Statement of Primary responsibility

The Members discussed 2 proposals Professor David Head had drafted:

1. To determine the character and values of the institution as a university and also as a provider of higher education that has a close association with the Church of England

**Governance  
Office**

2. To determine the character and values of the institution as a university which is informed by a Church of England ethos, but which is a community that welcomes students of all faiths and none.

The Members AGREED that the Bishop should be asked for his view on the following:

*To determine the character and values of the institution as a university and also as a provider of higher education that has a close association with the Church of England, but which is a community that welcomes students of all faiths and none.*

VC

## 6. Vacancies & recruitment

The Members AGREED to recommend that Mr David Babb and The Revd. Dr Sally Myers are approved for a second term of Council membership, subject to their availability.

It was noted that Kieran Parrish would be eligible to continue on a Council if was re-elected as the S.U. President – this corrected an error in the papers provided.

## 7. **To receive and discuss the updated Governance Review Action Plan**

11.1.3 (item 2) It was AGREED that this year (16/17) the Chair of University Council would be reviewed by the Committee chairs, and not an external individual e.g. the Chair of another University Council.

11.1.3 (item 3) The Chair advised that the University should have a standardised approach to Council recruitment, and that head-hunters should be considered to ensure the right people are found for University Council and its Committees.

11.3.4 The Members agreed that Alice Hynes' review was very useful. It was AGREED that the University would contact her towards the end of the year to discuss her reviewing progress made.

R&S

11.1.7 It was agreed that Sponsor Board would consider how they could support University Council with Horizon scanning. The Chair noted that he would like to see an annual away day that horizon scanning should be part of. The DVC added that she would like to see Council work on scenario planning *as well as* horizon scanning. It was AGREED that training around scenario planning would be included in the Council's training day on 7 July 2017.

DVC/Governance Office

On the suggestion of reintroducing the 'Buddy' system for new Members, it was suggested that an outline of this could be included in the induction handbook.

Governance Office

It was AGREED that time sensitive aspects of the handbook should be removed to avoid the document becoming outdated. It was AGREED the draft document would be sent to David Head for his input.

Governance Office

**8 To consider and discuss an early draft of the Instrument & Articles of Government**

Legal status

Paper 8i BGU legal status was considered first. The Members AGREED to recommend to Council that the University should become a Company Limited by Guarantee. It was noted that The Office for National Statistics (ONS) has announced that it will review whether universities are considered “market” or “non-market” producers for the purposes of statistical classification. Since the early 2000s, universities have been classified as “non-profit institutions serving households”. The ONS has deemed a review necessary given increases in tuition fees and changing funding arrangements, as well as the introduction of a new European System of Accounts (adopted in 2014). Each university will be reviewed individually, with the full process expected to take 12 months.

Draft Instrument and Articles of Government

It was noted that the draft changes were predominantly to remove ‘restrictive’ clauses. The removal of the requirement for a majority of Communicant Members was noted. It was explained that a requirement for a 75% vote in favour had been added with regards to changes to University Governing documents. The Members AGREED that this would provide sufficient protection to the institution’s character and ethos.

It was AGREED that clarification was needed around whether the draft document restricted the University in terms of its location in its mention of Lincoln – see Instrument 2.2.

**R&S**

It was AGREED that all reference to the Bishop should be amended to be gender neutral.

**R&S**

It was AGREED ‘Council’ rather than ‘the Council’ should be used throughout the document.

**R&S**

The Committee AGREED that Shakespeare Martineau should be asked to produce draft documentation for the University to become a company limited by guarantee, for consideration by University Council.

**R&S**

It was AGREED that Joanna Forbes from Shakespeare Martineau should be asked to attend University Council.

**R&S**

**9. To discuss and consider a proposal for Succession Planning and Council member recruitment.**

The Committee received a paper outlining good practice in the areas of succession planning. The paper included a number of queries for the Members’ attention.

The Chair and Vice Chancellor noted that they would support the use of Head-hunters to recruit University Council members and that they would be open to the next Chair being an existing Council Member.

It was AGREED that the Members would be open to receiving applications to University Council from individuals working in HE. The DVC added that we should not restrict ourselves in this areas to only thinking about those with a traditional HE background, and that we should be mindful that HE now encompasses a much broader range of organisations, with staff with wider experience.

It was AGREED that there are advantages, such as accessibility, to Members being local, particularly Chairs. However, it was AGREED that the University should not entirely focus on local people, as this could limit the pool of people that the University could have access to. It was noted that many Boards have meetings in different locations.

It was noted that the Committee would be hesitant to recommend appointing former staff members to University Council, unless they possessed a particularly key skill set.

The Members AGREED that a transparent approach to succession planning should be adopted, and that succession plans should be put in place.

It was AGREED that a process of induction for new chairs of committees should be developed later in the year.

**10. To receive an update on Honorary award nominations**

G&N's support for Dr Giles Gasper's nomination was confirmed, following the committee's consideration by email of his nomination. It was AGREED that more needs to be done to continue relationships between honorary graduates and the University after they receive awards. It was AGREED that staff need to be given a clearer understanding that Honorary graduates can take part in the University's activities. It was AGREED that staff should be reminded in future that nominees do not have to have an education background.

**11. To discuss the role of email in University Council decision making**

The Members received a draft procedure for decisions to be made by email. It was AGREED that the proposal should be amended to refer to 'decisions in writing', rather than 'by email'; it was advised that the procedure could specify that email was the preferred mechanism.

**R&S/Governance Office/  
B.Walder**

**SLT/Heads of  
School**

**Honorary  
Awards  
Committee**

**GCOM**

**12. Effectiveness**

The Members discussed future lunch-time briefing subjects for Council meetings.

The Members AGREED they would like to see presentations from BGU's PHD students on their work, and Dr Ruth Sayers on the University's Internationalisation. The Chair advised he would like a discussion on the University's land use to take place in the Autumn term. The Chair requested that in future he would welcome the opportunity for Council to meet with students during a Council lunch session.

**Governance  
Office**

**13. Agenda Management and Review**

It was AGREED that the meeting had covered the fundamental points effectively, and that the meeting papers were helpful.

**14. Any Other Business**

There was no other business to discuss.

**15. Key Items for University Council**

The Members AGREED that the key items to bring to University Council's attention were the draft Instrument and Articles, and the legal status of the University.

**B Walder**

**16. Date of next meeting**

The next meeting of the Governance & Nominations Committee will take place on Thursday 18 May 2017 14:00-16:00 in Room 102.

Signed ..... B Walder ..... Date ..... 30th June 2017 .....