

BISHOP GROSSETESTE UNIVERSITY

MINUTES OF THE MEETING OF THE  
GOVERNANCE & NOMINATIONS COMMITTEE

WEDNESDAY 11 OCTOBER 2017  
ROOM 103, SKINNER BUILDING

**Present**

Mrs Angela Crowe  
Professor David Head  
Dr Tony Hill  
Mr Graham Meeson  
Mr Bob Walder (Chair)

**In attendance**

Professor Jayne Mitchell  
Mr Matthew Pitts, Governance, Compliance & Operations Manager  
Ms Emma Smeaton, Governance Officer (Minutes)

|  | Action                          |
|--|---------------------------------|
| <p><b>1. Welcome</b></p>   |                                 |
| <p>1.1 The Chair welcomed members to the first Governance &amp; Nominations Committee meeting of the 2017/18 academic year. It was NOTED that Dr Tony Hill had been asked to review the meeting under item 10 of the agenda, Agenda Management and Review.</p> |                                 |
| <p><b>2. Apologies</b></p>   |                                 |
| <p>2.1 Apologies for absence were received from the Vice Chancellor, Rev Canon Professor Peter Neil.</p>   |                                 |
| <p><b>3. Declarations of interest</b></p>  |                                 |
| <p>3.1 There were no declarations of interest received.</p>  |                                 |
| <p><b>4. Terms of Reference</b></p>  |                                 |
| <p>4.1 Members RECEIVED the Terms of Reference and AGREED they were fit for purpose subject to the amendment of point 23 to:</p>   |                                 |
| <p style="text-align: center;">The Governance &amp; Nominations Committee shall ensure the University Council are advised on matters of good governance.</p>   | <p><b>Governance Office</b></p> |

**5. Minutes of the last meeting held on 18 May 2017**

5.1 The minutes of the meeting of 18 May 2017 were AGREED as a true and accurate record and the Chair was authorised to sign them following the meeting.

**6. Matters arising**

6.1 (i) Action table

The Action Table was RECEIVED and NOTED by members. It was NOTED that Ms Alice Hynes would be conducting a desktop review of progress against her recommendations detailed in the Governance Effectiveness Review 2016. This review was expected to take place in May 2018, rather than January 2018 as previously advised; although this action was recorded as closed, it should be an ongoing reporting item to the Committee.

**Governance Office**

6.2 (ii) Any other matters

It was NOTED that it would be good practice to annually refresh the membership of the sub-committees along with the Terms of Reference.

**Governance Office**

**7. Vacancies & recruitment**

7.1.1 (i) 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 and those likely to arise in the near future. It also highlighted the sub-committees that were low on membership. The following points were HIGHLIGHTED:

7.1.2

- The Chair NOTED that Mr Richard Hallsworth had suggested Mr David Burgess as a possible member of the Audit Committee. The Chair and the Governance Office had devised a letter to send to David and it was AGREED that an interview would be conducted in the normal manner if required. If David was appropriately skilled he would be invited to join the Audit Committee. The outcome would be reported back to the Committee.

**Chair/  
Governance Office**

7.1.3

- Dr Tony Hill raised the issue of membership numbers and quoracy, NOTING that an increase in numbers was not always necessary as quoracy was there to ensure there were enough members present. The members agreed that in the first instance, challenges with quorums should be addressed through improving attendance, rather than increasing overall membership. It was AGREED that a quorum of 3 and a membership of 5 was reasonable in most cases.

7.1.4

- It was AGREED that there was still a need to recruit an independent HR adviser to the Remuneration Committee to ensure there was someone independent from the University.

**Governance Office**

|           |  |  |
|-----------|--|--|
| 7.1.5     | <ul style="list-style-type: none"> <li>It was NOTED that a policy would be written regarding the forming of an appeals panel. This would require Dr Tony Hill to come off the Remuneration Committee membership in order for him to Chair any such appeal panels, if required.</li> </ul>  | <b>U Zamman</b>  |
| 7.1.6     | <ul style="list-style-type: none"> <li>The Committee AGREED that the Council Student Representative should be provided with training to ensure that they engage with the Students' Union to feedback to students. It was NOTED that the Chair of Council was a member of the Students' Union Trustee Board.</li> </ul>   | <b>Governance Office</b>                               |
| 7.1.7     | <ul style="list-style-type: none"> <li>The need for an internal staff election was raised. It was hoped that any expressions of interest would be received this term. The Chair would put together a note on behalf of Council to circulate to academic staff and the current academic staff representative, Mr Graham Meeson would develop this. It was also an opportunity to refresh staff on what the University Council did.</li> </ul> | <b>Chair/<br/>Graham Meeson/<br/>Governance Office</b> |
| 7.1.8     | <ul style="list-style-type: none"> <li>It was AGREED that Mrs Jackie Croft should be asked to re-join the sub-committees she was previously a member of, however, a conversation with her was required to confirm whether this was feasible. Members AGREED that Jackie's skill set was more fitting to the FE&amp;GP Committee than the Audit Committee.</li> </ul>   | <b>Chair/<br/>Governance Office</b>                    |
| 7.1.9     | <ul style="list-style-type: none"> <li>The Committee AGREED that Council would be asked to put forward suggestions for possible new Council members. If no suitable recommendations were received by the end of December 2017 an advert would be put out in the New Year.</li> </ul>   | <b>Governance Office</b>                               |
| 7.2       | <p>(ii) To review the University Council Skills Matrix</p> <p>Members RECEIVED the Skills Matrix and questioned whether it accurately reflected the current skills mix. It was AGREED that the Chair would liaise with the Governance Office to revise the skills set and the matrix would be circulated to the Committee for approval before circulating to Council for completion.</p>   | <b>Chair/<br/>Governance Office</b>                    |
| <b>8.</b> | <b>Effectiveness</b>   |  |
| 8.1       | <p>(i) Council effectiveness update</p> <p>It was REPORTED that the Chair had conducted development meetings with members throughout the summer, and the sub-committee Chairs would review the Chair of Council at the Chair's Committee meeting in November.</p>  |  |

8.2.1 (ii) To discuss the Governance Effectiveness Action Plan

The Governance, Compliance and Operations Manager presented the Governance Effectiveness Action Plan, providing an update on progress made against the recommendations of the Governance Effectiveness Review 2016. It was AGREED that for future reporting it would be helpful to select the areas that were not progressing as they should to highlight to the Committee.

**Matthew Pitts**

8.2.2 It was REPORTED that the Chair, Revd Dr Sally Myers, Dr Kevin Brown, the Deputy Vice Chancellor, the Chief Operating Officer, and possibly Dr Tony Hill, were scheduled to have a meeting on 30 October 2017 to discuss the wording of the proposed new company articles. The Chief Operating Officer was taking advice from solicitors, Shakespeare Martineau. An update would be provided at the next meeting.

**Next meeting**

8.2.3 The Chair confirmed that the new Head of Human Resources and Organisational Development was content with the practices in place for the Remuneration Committee, however our policy documents need to be brought into line with our practice and good governance. It was NOTED that the Remuneration Committee's next meeting had been deferred to February 2018.

8.2.4 It was AGREED that the Governance, Compliance and Operations Manager would revise the action plan, marking off actions that had been completed and adding target dates to remaining actions. This would then be circulated to members via email.

**Matthew Pitts**

**9. Agenda suggestions for future meetings**

9.1 There were no suggestions for future agenda items other than those usually reported.

**10. Agenda management and review**

10.1 Dr Tony Hill REPORTED on the current meeting:

10.2 The meeting began with an early start which was helpful as everyone was present. It was a difficult meeting in many aspects and he was unsure that the information the Committee had made decisions on was up-to-date. He felt that the Skills Matrix had been commented on a few times and there was a requirement to ensure that amendments were made. Everyone worked well together and the Chair clearly stated throughout the meeting what decisions were made.

**11. Any other business**

11.1 It was NOTED that members should be made aware of any publications released regarding good governance.

**Governance Office**

**12. Key Items for University Council**

- 12.1
- Terms of Reference;
  - University Council Skills Matrix;
  - Council appointments;
  - Update on the Governance Effectiveness Action Plan.

**13. Date of next meeting**

- 13.1 The next meeting of the Governance & Nominations Committee would take place on Thursday 8 February 2018 at 10:00 am in Room 103, Skinner Building.

Signed .....

Date .....