

BISHOP GROSSETESTE UNIVERSITY

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

**WEDNESDAY 15 MAY 2019
2:00 PM IN CSH13**

Present

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

In attendance

Mr Stephen Deville, Chief Operating Officer
Ms Stephanie Gilluly, Registrar (Clerk)
Mr Matthew Pitts, Governance, Compliance & Operations Manager
Ms Emma Whiteley, Governance Officer (Minuting)

Action**1. Welcome**

- 1.1 The Chair welcomed members to the third Governance & Nominations Committee meeting of the 2018/19 academic year.

2. Apologies

- 2.1 Apologies for absence were RECEIVED from members, Dr Stephen Critchley and Dr Sacha Mason. It was NOTED that Professor Scott Fleming, Deputy Vice-Chancellor, who is invited to the meeting, had also sent his apologies.

3. Declarations of interest

- 3.1 There were no declarations of interest received.

4. Minutes of the last meeting held on 6 February 2019

- 4.1 The minutes of the meeting of 6 February 2019 were AGREED as a true and accurate record and the Chair was authorised to sign them following the meeting.

5. Matters arising**5.1 Action table**

- 5.1.1 The action table was RECEIVED and NOTED by members.

5.1.2 Website revision update

It was CONFIRMED that work on the Governance area of the website was complete. SG would send a link to the area to all Council members.

SG/Gov Office

5.1.3 The TUPE arrangement

Members NOTED that it had not been necessary to issue a formal TUPE notice to staff of the incorporation taking place, however staff were given information about the legal status change through portal notices and during face to face meetings. SD CONFIRMED that he had drafted a note ready to go to staff that had been through the unions and would be circulated to staff the following day.

SD

5.2 Any other matters

5.2.1 There were no other matters to discuss.

6 Vacancies & recruitment

6.1 Update – new Articles of Association of the Company incorporating Instruments & Articles of Government of the University

6.1.1 SD REPORTED on the new Articles of Association of the Company incorporating Instruments and Articles of Government of the University, NOTING that the Instruments and Articles were approved by the Privy Council on 14 January 2019. SD HIGHLIGHTED that our solicitors had asked for any Council appointments made before 1 August 2019 to be invited to meetings as observers, proposing that they become Directors/Trustees from 1 August 2019.

6.1.2 Members REPORTED that they had received correspondence to their home addresses. It was AGREED that Council would be asked to notify the Governance Office if any correspondence from now on was sent to their home addresses rather than addressed to them at the University.

SD/Gov Office

6.2 To review the University Council Skills Matrix and training

6.2.1 MP PRESENTED the paper that recorded training undertaken by Council and analysed the Skills Matrix, suggesting areas for future training. The document highlighted where skills categories were fewer than five for University Council and fewer than two for the sub-committees. The key RECOMMENDATIONS were:

- BGU to source an appropriate course on cyber security for a minimum of two members of University Council to attend.
- BGU to source an appropriate course on governance in small institutions for a minimum of two members of University Council to attend.
- The Governance Office to continue to circulate relevant training opportunities to Council members.
- The Committee to receive and consider regular skills and training updates, identifying and recommending training opportunities that may be pertinent to members.

6.2.2 Members AGREED to the above recommendations.

6.3 To review and consider Council member vacancies and sub-committee membership

6.3.1 MP PRESENTED the paper on Council member vacancies and sub-committee membership. The following points were HIGHLIGHTED:

- The Committee RECOMMENDED the Diocesan nomination of Rev'd Sonia Barron to Council with effect from 1 August 2019. Sonia to be invited to attend the next University Council and training day as an observer.
- It was AGREED that the additional Diocesan nominee position under the new Articles would be requested from the Diocese, the skills requested were:
 - IT Technical/Security Skills; and
 - Other resource management, e.g. Accountancy, Conferencing, Catering, Health and Wellbeing, IT, Legal

- Members NOTED the elected Students' Union members and new student representative joining the University Council from 1 July 2019:

Mr Alan Foster, Students' Union President (member)
Mr Jordan Fane, Student's Union Vice-President (invited)
Mrs Clarissa Bown, Student Representative (member)

Alan and Clarissa would become members with effect from 1 August 2019.

- The Committee NOTED that four candidates for the co-opted vacancies on University Council had been invited to meet with the Chair of Council, the Vice-Chancellor and Rev'd Dr Sally Myers. It was CONFIRMED that we would not be taking forward these applications, however, there were two more candidates due to come in on 22 May to meet with the same Council members. It was AGREED that if current recruitment proved unsuitable then recruitment specialists would be used.
- Members AGREED that an independent co-opted member, with accountancy skills, would be sought for the FE&GP Committee.
- It was AGREED that Rev'd Sonia Barron would be invited to join the Governance & Nominations Committee to assure quoracy and due to her skills in management and governance.
- It was AGREED that the Rt Rev'd Dr Nigel Peyton would be asked to join the Remuneration Committee due to his skills in higher education.
- The Committee HIGHLIGHTED the need for advice from our solicitors on how Bishop Nigel Peyton would hold a vote under trustee matters.
- Those members approaching the end of their term of office in 2020 were NOTED.

Gov Office

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Gov Office

SD

<ul style="list-style-type: none"> • It was AGREED that the Vice-Chancellor would speak to Dame Judith Mayhew-Jonas regarding her term of office as University Provost. SG would speak to Mr Alan Stacey regarding his term of office as staff representative on University Council • The Committee NOTED that the role of Provost would be a Selection Committee appointment and it was paramount that procedures were followed correctly. The need to use professional head hunters to recruit to the role was HIGHLIGHTED. Members NOTED that the term of office was due to end in the summer of 2021 and it was AGREED that a timeline for recruitment would be brought to the next meeting of the Committee. Alongside the timeline, the bye-laws to accompany the process would also be brought for discussion. <p>6.3.2 BW NOTED that the business of Governance and Nominations Committee was likely to decline and that he may look at the frequency of the meetings held, or whether business could be dealt with electronically.</p>	<p>PN SG</p> <p>SG/Gov Office Next meeting</p>
<p>7. Scheme of Delegation principles and summary</p> <p>7.1 SG PRESENTED the Schedule of Delegation principles and summary. It had been previously raised that the Schedule of Delegation was difficult to follow. SG NOTED that the revised version had taken the Instrument and Articles and used it as the basis of the document and that ‘Senior Managers’ referred to the Executive. The following points were NOTED for amendment:</p> <ul style="list-style-type: none"> • 1.7 – Academic standards were included under quality; • 5.3/5.4 – Related to the Executive, with the exception of the Vice-Chancellor. <p>7.2 It was AGREED that the Schedule of Delegation would be sent to University Council for formal approval, aligning with the Terms of Reference, both being available from 1 August 2019. The Committee NOTED that it was a very helpful and clear document which would be published internally and online once formally agreed by University Council. It was NOTED that it would also be uploaded on to the University Council SharePoint area.</p>	<p>SG</p> <p>SG/Gov Office</p>
<p>8. Effectiveness</p> <p>8.1 To receive an update on the Governance Effectiveness Review follow up (2018) action plan</p> <p>8.1.1 MP PRESENTED the paper which provided updates on actions arising from Alice Hynes’s Governance Effectiveness Review Report. Members NOTED that current actions were in black ink and those that had been dealt with had been greyed out. Members were invited to note the updates and raise any queries. The Committee NOTED that effectively everything would be in place for when the new Articles of Association were signed off and a note of the sign off date would be communicated to Council.</p>	<p>Gov Office</p>

9. Agenda suggestions for future meetings

- 9.1
- A narrative on key deadline points for the Articles of Association for within the institution.
 - Clarity on actions to be undertaken as Directors and acts to be undertaken as trustees.

SD

10. Agenda management and review

10.1 The Committee AGREED that the agenda management for the meeting had been successful.

11. Any other business

11.1 There was no other business to discuss.

12. Key Items for University Council

- 12.1
- To NOTE that any Council appointments made before 1 August 2019 be invited to meetings as observers, proposing that they become full blown Directors/Trustees from 1 August 2019.
 - To NOTE identified areas for training for Council members.
 - To RECOMMEND the Diocese nomination of Rev'd Sonia Barron to Council with effect from 1 August 2019, inviting her to attend the next University Council and training day as an observer.
 - To NOTE the elected Students' Union members and new student representative joining the University Council from 1 July 2019:

Mr Alan Foster, Students' Union President (member)

Mr Jordan Fane, Student's Union Vice-President (invited)

Mrs Clarissa Bown, Student Representative (member)

Alan and Clarissa would become members with effect from 1 August 2019.

- An update on co-opted member recruitment for University Council.
- To NOTE sub-committee membership proposals:
 - An independent co-opted member, with accountancy skills, for FE&GP Committee;
 - Rev'd Sonia Barron for Governance & Nominations Committee;
 - The Rt Rev'd Dr Nigel Peyton for Remuneration Committee.
- To RECOMMEND the Schedule of Delegation for formal approval.
- To NOTE the sign off date of the Articles of Association.

13. Date of next meeting

13.1 The next meeting of the Governance & Nominations Committee would take place on Wednesday 16 October 2019 at 2:00 pm in Hardy Seminar Room 1.

Signed Bob Waldor Date 16th October 2019