

BISHOP GROSSETESTE UNIVERSITY

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MINUTES OF THE MEETING OF THE  
GOVERNANCE & NOMINATIONS COMMITTEE

WEDNESDAY 6 FEBRUARY 2019  
10:00 AM IN CSH09

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**Present**

Dr Stephen Critchley  
Professor David Head  
Dr Sasha Mason  
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 second Governance & Nominations Committee meeting of the 2018/19 academic year and welcomed Stephen Critchley to his first meeting as a member.

**2. Apologies**

2.1 There were no apologies for absence received.  
It was NOTED that Professor Scott Fleming, Deputy Vice-Chancellor, who is invited to the meeting, had sent his apologies.

**3. Declarations of interest**

3.1 There were no declarations of interest received.

3.2 The Committee NOTED that the Chair would leave the room for item 6.4 on the agenda to allow for discussion on the reappointment of University Council Chair. David Head would Chair this item.

#### **4. Minutes of the last meeting held on 10 October 2018**

4.1 The minutes of the meeting of 10 October 2018 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 University Council recruitment**

Members NOTED that, if the current approach to the recruitment of new Council members proved unsuccessful, it would be worthwhile exploring the head hunter option. It was AGREED that Council would be encouraged to send the application link to anyone that they had in mind.

##### **5.2 Any other matters**

5.2.1 There were no other matters to discuss.

#### **6 Vacancies & recruitment**

##### **6.1 To review and consider Council member vacancies and sub-committee membership**

6.1.1 MP presented a paper which outlined the current vacancies and those likely to arise in the near future. The paper also highlighted the sub-committees that were low on membership. The following points were HIGHLIGHTED:

- Bethanney Robinson (BR) and Scott Fleming (SF) were NOTED as new Council members. BR was the new student representative and SF the new Deputy Vice-Chancellor.
- Stephen Critchley was now a member of the Governance and Nominations Committee.
- Wendy Cundy was the co-opted member on the Remuneration Committee.
- MP REPORTED that an update was expected from the Diocese on 24 February regarding their potential candidate for Council.
- Membership was currently at 17. The Diocese appointment would take Council to 18. Current membership range is anticipated to be between 18 and 24. The new articles of governance anticipate a Council membership of between 16 and 22.

**Governance  
Office**

- Members NOTED that we were a member short for the Governance and Nominations Committee. It was AGREED that as the current membership was 5 members and quoracy was 3 members there was no immediate urgency. It was AGREED that it would be sensible to wait until the new Diocese appointment was made for Council.
- The Committee CONFIRMED that all the necessary due diligence checks for the new Diocese Council member would be conducted by the University.

## **6.2 To review the University Council Skills Matrix**

6.2.1 Members RECEIVED the Skills Matrix for Council and each sub-committee. The document highlighted where skills categories were fewer than five for University Council and fewer than two for the sub-committees.

## **6.3 Recruitment process update**

6.3.1 MP provided a verbal update on the Council recruitment process. The advert has been placed on Women on Boards site, CUC recruitment page, and the University website. To date, one expression of interest had been received.

## **6.4 To discuss the Chair of University Council reappointment**

6.4.1 The Chair left the room whilst David Head chaired this item.

6.4.2 DH opened the discussion on the reappointment of the Chair of University Council, NOTING there were two options; the reappointment of the current Chair or to go back out to advert. It was NOTED that this had been to Council and two comments had been received from members, both of which were positive and supportive for the reappointment of BW as Chair. It was AGREED that the Chair's performance should also be considered. The following points were NOTED:

- Stephen Critchley REPORTED from the perspective of the Chair's Group and NOTED that in his opinion BW was absolutely first class and the University were very lucky to have him. In terms of chairing a meeting he was a very good listener and was very open.
- Peter Neil NOTED that BW had professionalised the way the University operated, he was inclusive, supportive and very measured and had taken the University significantly forward.
- David Head fully endorsed both SC and PN's comments adding that BW's professional experience had come into its own over recent issues and Council were very lucky to have him.

6.4.2 The Committee were happy to confirm a recommendation to University Council on the reappointment of Bob Walder as Chair.

## **7. Effectiveness**

**7.1 To receive the Governance Effectiveness Review follow up (2018) action plan**

7.1.1 Members RECEIVED the Governance Effectiveness Review follow-up action plan, which provided details on the steps that were being taken to address the areas raised by the report. Progress on red and amber level actions were presented to the Committee.

7.1.2 It was NOTED that the deadline for the work to be completed was July 2019, therefore work done needed to be brought to the Committee at its next meeting in May. The Committee NOTED that all the necessary steps had been taken to ensure that we were on the right path to get all actions signed off by the end of the academic year.

7.1.3 To ensure that Council training did not fall off the radar, it was AGREED that as part of the skills and recruitment item the training of Council members would be added to the agenda for reporting back to the Committee.

**Governance Office**

**8. Scheme of Delegation revision update**

8.1 SD REPORTED that the Scheme of Delegation would be updated alongside the Articles of Government. Alice Hynes had reported that the document was cumbersome and difficult to use. It was NOTED that the current Scheme of Delegation was usable in terms of its existence but work was ongoing with IT to address the accessibility of it.

8.2 It was AGREED that it would be useful to have an executive summary highlighting what decisions are made at the appropriate level, noting where some decisions should go directly to the most senior level to make good use of time and where decisions could be dealt with at a lower level to streamline the process. It was AGREED that the principles would be useful to see and that the summary would be signed off by Council.

**CtoC/COO**

**9. Website revision update**

9.1 MP provided an update on website revisions to the Governance section. A review of other institution's governance website areas had been completed. The restructuring of the governance area on BGU's website had begun and the changes would be completed by the end of March 2019.

9.2 It was NOTED that all Council members would be asked to review and update their website biographies and provide a photograph if desired. Once the website was live, a link would be sent to Council. The management of the governance area of the website would be done through the Governance Office.

**Governance Office**

9.3 Members AGREED that the website was broader than just for students with all types of stakeholders accessing it. SG CONFIRMED that Governance would continue to work with Marketing to ensure that the website served a number of users and that BGU was publishing the information required at the appropriate level of 'clicks'.

**10. Agenda suggestions for future meetings**

10.1 SC raised the question of whether Committee’s annually reviewed the effectiveness of their Committee. It was AGREED that it would be a good discipline and once a year it should appear on Committee agendas to enable open conversations on the issue. It was AGREED that the best time for this to take place would be the first meeting of each academic year.

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10.2 Additional items to be added to the next agenda included:

- Governance Effectiveness Revise: a horizon scanning of the Governance Effectiveness Review action plan to ensure we are going to hit the July deadline.
- The TUPE arrangement: it was proposed that formal notification to staff of the incorporation was to take place in April. Members NOTED the importance of getting this message right. SD would update the Committee at its next meeting.
- How we work with other organisations: the way in which we work with other organisations was raised at the recent Council away-day, it was AGREED that a discussion on this would be helpful.
- The Scheme of Delegation: see note 8 above.

**Governance  
Office/Next mtg**

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**Governance  
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**11. Agenda management and review**

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

**12. Any other business**

12.1 There was no other business to discuss.

**13. Key Items for University Council**

- 13.1
- The reappointment of University Council Chair;
  - University Council recruitment;
  - Website revision and Council member biographies; and
  - Update on the Governance Effectiveness Review action plan.

**14. Date of next meeting**

14.1 The next meeting of the Governance & Nominations Committee would take place on Wednesday 15 May 2019 at 2:00 pm in CSH13.

Signed Rowald ..... Date 15-5-22 .....

