

BISHOP GROSSETESTE UNIVERSITY

MINUTES OF THE MEETING OF THE GOVERNANCE & NOMINATIONS COMMITTEE

MONDAY 16 JUNE 2025
10 AM VIA MS TEAMS

Present

Dr Stephen Critchley
Anne Frost (*Chair*)
Professor Andrew Gower
Rev'd Canon Dr Simon Jones

In attendance

Tom Dannatt, Deputy Vice-Chancellor (Operations) and University Secretary (*Clerk*)
Craig Ferguson, Secretariat, Alumni Relations & Ceremonial Officer (*Minutes*)

| | Action |
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| 1. Welcome | |
| 1.1 The Chair, Anne Frost, welcomed members to the third Governance & Nominations (G&N) Committee meeting of the 2024/25 academic year. | |
| 2. Apologies | |
| 2.1 Apologies for absence were RECEIVED from: <ul style="list-style-type: none"> • Dr Sacha Mason. | |
| 3. Declarations of interest | |
| 3.1 There were no declarations of interest. | |
| 4. Minutes of the Previous Meeting | |
| 4.1 The minutes of the G&N Committee meeting held on 24 February 2025 were CONFIRMED as a true and accurate record of the meeting and the Chair was AUTHORISED to sign them. | |
| 5. Matters Arising | |
| 5.1 <u>Action Table</u> | |
| 5.1.1 Action rolled over from 4 November 2024 | |
| 5.1.2 Members REVIEWED the role of the Governance Consultant, Catherine Sykes, and AGREED that the contract would end at the end of the 24/25 academic year. | |
| 5.1.3 Members ASKED the Deputy Vice-Chancellor (Operations) & University Secretary, Tom Dannatt (TD), to communicate this decision to the relevant parties. | DVC (Ops) |
| 5.1.4 Remaining actions and progress against them was NOTED. | |

5.2 Any Other Matters

5.2.1 There were no other matters arising following the previous meeting.

6. **To Receive the “Horizon Scanning” Document from Catherine Sykes**

6.1 Members RECEIVED and NOTED the Horizon Scanning Document provided by Catherine Sykes.

6.2 The Vice-Chancellor, Professor Andrew Gower (AG), HIGHLIGHTED the following key points to NOTE:

- MPs investigate financial pressures facing universities
 - In response to these investigations, a Financial Resilience Framework will be presented to University Council on 2 July 2025, for formal approval.
- Subcontracting Partnerships
 - To provide University Council with assurance regarding institutional partnership arrangements, the Director of Business & Community Engagement delivered a presentation to the Audit Committee on 12 June 2025.
 - There will be an Internal Audit of the Franchise Partnership with The Language Gallery in 2025/26.
- Balancing Academic Freedom and Legal Compliance
 - BGU was in a positive position regarding Academic Freedom and Legal Compliance.
 - There was an item on the agenda for the University Council meeting on 2 July to discuss compliance with Office for Students (OfS) Condition E6.
- The future of governance in Higher Education
 - A Governance Review in 12 to 18 months’ time could prove beneficial, to ensure processes and systems are suitable.
 - Members AGREED that a Governance Review would be included on the agenda for the next G&N Committee Meeting in November 2025.
- Cyber Security and Resilience Bill
 - Cyber risk was regularly discussed at meetings of the Audit Committee.
 - Within the Financial Resilience Framework, there was a proposal to spend £200k per year on IT infrastructure.
 - There was a detailed review and tender process for Cyber Security Insurance underway.

6.3 Members RAISED the following questions and comments:

- Did the Audit Committee feel that the information they received was sufficient to provide the necessary level of assurance that adequate governance procedures were in place for our partnership arrangements?
 - Dr Stephen Critchley (SC) NOTED that there was a substantial discussion during the meeting which covered a range of topics, and ASKED whether the Academic Assurance Committee could explore quality of provision within partnerships, with an emphasis on the OfS B Conditions.
- Were there any suggestions as to what a proposed Governance Review could focus on?
 - AG NOTED that a focus would emerge following conversations within the G&N Committee, but that a Governance Review would be useful to help provide assurance on the Council’s application of the CUC Higher Education Code of Governance, to review the work programme; and to perhaps enhance the clarity between the work of the Council and the Executive.

VC
Office

7. University Council Members Recruitment

7.1 Members RECEIVED and NOTED an update on University Council Members Recruitment, provided by the Head of the Vice-Chancellor's Office.

7.2 The Chair HIGHLIGHTED the following key points to NOTE:

- Membership and Vacancies
 - University Council shall have a maximum of 22 members.
 - At the end of July 2025, there shall be two vacancies, following the resignation of Rev'd Canon Dr Sarah Lawrence (SL).
- Diocesan Recruitment
 - The Diocesan Search and Nominations Committee had begun the search for a replacement for SL, and would inform the Head of the Vice-Chancellor's Office when a recommendation was to be made.
- Higher Education Expertise
 - Professor Karen Stanton (KS) had previously expressed an interest in joining University Council, following the end of her Interim Vice-Chancellorship at the University of the Arts London (UAL).
 - Following KS being appointed as the permanent Vice-Chancellor of UAL, it was SUGGESTED that no further action should be taken at this time.

7.3 AG NOTED that University Council, and particularly the Academic Assurance Committee, had Higher Education Expertise within its membership from Professor Marianne Howarth and Professor Hilary Grainger.

7.4 Members AGREED that the current non-diocesan vacancy be held vacant, pending future discussions regarding any proposed governance review, to determine the most suitable approach is taken.

8. University Council and Committee Cycle Planner for 2025/26

8.1 Members RECEIVED and REVIEWED the Draft University Council and Committee Cycle Planner for 2025/26, prepared by the Head of the Vice-Chancellor's Office.

8.2 The Secretariat, Alumni Relations and Ceremonial Officer, Craig Ferguson (CF), HIGHLIGHTED the following key points to NOTE:

- The University Council and Committee Cycle Planner for 2025/26 had been developed following a request from University Council on 1 April 2025.
- The planner outlines the key business which will be brought through each committee, reporting into University Council throughout the academic year.
- The document presented to G&N Committee was still 'live', until all business was identified, with a view to present a final version to University Council on 2 July 2025.
- It was proposed that from 2025/26 onwards, the University Council and Committee Cycle Planner be presented within the June cycle to each committee for review and approval of the following years business.

8.3 Members RAISED the following questions and comments:

- Why did University Council meet in November and December each year?
 - TD NOTED that the November meeting was for the sign-off of the statutory account and Annual Reports.

