

BISHOP GROSSETESTE UNIVERSITY

MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE

MONDAY 4 NOVEMBER 2024
10AM VIA MS TEAMS

Present

Dr Stephen Critchley (SC)
Anne Frost (Chair) (AF)
Dr Sacha Mason (SM)

In attendance

Leanne Chancellor (LC), Head of the Vice-Chancellor's Office (*Minuting*)
Tom Dannatt (TD), Deputy Vice-Chancellor (Operations) & University Secretary (*Clerk*)

1. Welcome

- 1.1 The Chair, Anne Frost welcomed members to the first Governance & Nominations (G&N) Committee meeting of the 2024/25 academic year.

2. Apologies

- 2.1 No apologies for absence were received, as all were in attendance.
- 2.2 The Chair NOTED that the new Vice-Chancellor would also form membership on this committee.

3. Declarations of Interest

- 3.1 No declarations of interest were raised.

4. Minutes of the Last Meeting held on 22 May 2024

- 4.1 The minutes of the G&N Committee Meeting held on 22 May 2024 were CONFIRMED as a true and accurate record of the meeting and the Chair was AUTHORISED to sign them.

5. Matters Arising**5.1 Action Table**

- 5.1.1 The action table with progress against remaining actions was NOTED.

5.2 Any Other Matters**Governance Consultant, Catherine Sykes**

- 5.2.1 The Chair NOTED that herself and the Deputy Vice-Chancellor (Operations) & University Secretary, Tom Dannatt (TD) were in discussions with Governance Consultant, Catherine Sykes (CS), to help with some governance horizon scanning.

Action

- 5.2.2 TD NOTED that CS has been given a contract for a daily rate for approximately one day a week. It was NOTED that there was still some work to do scoping the work that she will complete for University Council.
- 5.2.3 TD NOTED that her help and expertise on horizon scanning would be beneficial to University Council, as there is a huge amount of information and policy currently being circulated. TD also NOTED that her expertise could help with the work commencing on the Board Assurance Framework, which had recently been approved at the Audit Committee on 21 October 2024, to help and advise that all work areas have been covered.
- 5.2.4 TD NOTED that it was hoped that CS would be able to provide Council members with a regular "Digest".
- 5.2.5 TD NOTED that after six months, it may be useful for G&N to review the effectiveness of this role.
- 5.2.6 Members RAISED the following question:
- Was this role a short term or was this role an ongoing role?
 - The Chair NOTED this role was being rolled out as a pilot to see if it is useful and effective. After the six-month point, this committee would review the role to see if it was still required.

G&N in
June 2025

6. Terms of Reference for the Committee 2024/2025

- 6.1 Members RECEIVED and NOTED the draft Terms of Reference (ToR) for the G&N Committee 2024/2025.
- 6.2 The Chair NOTED that the new Vice-Chancellor would also be a member of this committee, and she would be looking to expand membership to one of the Diocesan Representatives.
- 6.3 Members were CONTENT to APPROVE the ToR's for 2024/2025.
- 6.4 Deputy Chair:
It was AGREED that Dr Sacha Mason would remain as the Deputy Chair.

7. To Note: Committee Terms of Reference and Confirmation of Deputy Chairs

- 7.1 Members RECEIVED and NOTED the following ToRs:
- 7.1.1 Finance, Employment & General Purposes (FE&GP) Committee
- The approved FE&GP ToR, which was approved at its first meeting of the academic year on 18 September 2024.
 - There were no changes made, apart from relevant nomenclature.
 - Remaining as Deputy Chair was Kate Truscott.
- 7.1.2 Remuneration (RemCom) Committee
- The approved RemCom ToR, which was approved at its first meeting of the academic year on 10 October 2024.
 - Amendments made were that the Chair of FE&GP and the Bishop of Lincoln to attend by invitation.
 - Remaining as Deputy Chair was Dr Stephen Critchley.

7.1.3 Audit Committee

- The approved Audit ToR, which was approved at its first meeting of the academic year on 21 October 2024.
- There were no changes made, apart from relevant nomenclature.
- Deputy Chair was Walter Leschenko.

7.1.4 Academic Assurance Committee (AAC)

- The draft AAC ToR, which will be reviewed at its first meeting of the academic year on 6 November 2024.
- Remaining as Deputy Chair was Dr Claire Thomson.

Minute Secretary Update:

The AAC ToR was approved by the committee at its meeting on 6 November 2024, and no amendments were made, apart from relevant nomenclature.

8. Update on Vice-Chancellor Appointment

- 8.1 The Chair provided a confidential update to members on the new Vice-Chancellor appointment and CONFIRMED that the role has been accepted in writing.
- 8.2 The Chair NOTED that she hoped to announce the Vice-Chancellor appointment to the BGU Community at the beginning of week commencing 11 November 2024, to align with announcements of departure at the new Vice-Chancellor's current organisation.

9. To Note: New Link Governor Roles

- 9.1 The Head of the Vice-Chancellor's Office, Leanne Chancellor (LC), made members aware of the following roles that University Council members were helping with:
- Julia Chippendale had offered to become the Link Governor for Partnerships.
 - Russ Coulter had offered to become the University Council Representative for BGU's Foundation Fund Committee.
- 9.2 TD NOTED that the importance around the Link Governor for Partnerships had been recommended as 'best practice' from a training session on Partnerships, that was led by our solicitors, Shakespeare Martineau on how to enter and exit those relationships, the contractual issues between institutions and best practice for universities growing into partnership work. It was NOTED that partnerships were a route to growth, but there were risks associated with this and it was noted that the Executive and Council view is not at the expense of quality.
- 9.3 TD NOTED that the Link Governor role was not to get involved in the Executive operations function.
- 9.4 Members DISCUSSED the potential issues (including staffing capacities, administration, resources and regulatory bodies) with Partnerships and where the relevant risks would be monitored.
- TD NOTED that the Director of Business & Community Engagement, Allison Webb, oversees Partnerships, and she had put together a proposal regarding the governance of Partnerships, which will be presented shortly to UEG.
 - TD and SC AGREED that these risks would be monitored through the Audit Committee and suggested having a 'Deep Dive' into Partnerships.
 - Once the 'Deep Dive' has been reviewed at Audit, it would then be followed up at a University Council meeting with a plan.

10. To Note: New University Council and Committee Memberships

10.1 LC NOTED the following new memberships to University Council and its committees:

10.1.1 Co-opt Governor for AAC:

LC CONFIRMED that Professor Hilary Grainger OBE (HG), had been APPROVED by University Council on 23 October 2024 via a 'decision in writing'.

LC CONFIRMED that the due diligence checks had been completed.

It was NOTED that HG would commence her role from 1 November 2024.

10.1.2 Elected University Council Student Member:

LC NOTED that following the Students' Union By-Elections on 1 November 2024, Rebecca Midgley (RM) was officially elected for the role as University Council Student Member.

LC NOTED that RM was a second-year student studying BA (Hons) Business with Finance.

It was NOTED that following due diligence checks, RM would commence her role from 4 November 2024.

10.1.3 Nominated Diocesan Representatives:

LC CONFIRMED that the Bishop's Council's Diocesan nominations for University Council had been confirmed as Rev'd Canon Simon Jones (Dean of Lincoln Cathedral) and Rachel McLafferty, Strategic Programme Manager, Lincoln Diocese.

LC CONFIRMED that the due diligence checks had been completed.

The Chair NOTED that she had an introductory meeting with Rachel McLafferty on 30 October 2024 and has another scheduled with Rev'd Canon Simon Jones on 18 November 2024.

Members DISCUSSED these nominations and were CONTENT to RECOMMEND them for formal approval at the University Council meeting on 22 November 2024.

Council
Office

11. Overview of Current Council Membership and Vacancies

11.1 LC CONFIRMED that taking into account the new members to University Council and the newly appointed Vice-Chancellor, the current membership stands at 21.

11.2 LC NOTED that the maximum number for our University Council was 22, which leaves us with one vacancy.

12. Any Other Business

12.1 Review the Annual Deputy Chair and Senior Independent Descriptors for Circulation to Members Ahead of University Council on 2 November 2024

12.1.1 Members RECEIVED and NOTED the Deputy Chair and Senior Independent Role Descriptors.

12.1.2 Members NOTED that the descriptors continued to reflect the roles and no amendments were required.

12.2.3 Members AGREED for the role descriptors to be circulated to members ahead of the University Council meeting on 22 November 2024 for expressions of interest.

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13. Key items for University Council

- 13.1
- Governance plan discussions around Partnerships.
 - Acknowledgement of a six-month contract of Catherine Sykes, Governance Consultant.

14. Date of next meeting

14.1 The next meeting of Governance and Nominations was scheduled for 24 February 2025.

Signed  Date 24 - 02 - 2025

