

BISHOP GROSSETESTE UNIVERSITY

MINUTES OF THE MEETING OF THE
GOVERNANCE & NOMINATIONS COMMITTEE

WEDNESDAY 9 FEBRUARY 2022
10:00AM VIA MS TEAMS

Present

Dr Stephen Critchley
Professor David Head
Dr Sacha Mason
Rev'd Canon Professor Peter Neil
Mr Bob Walder (Chair)

In attendance

Ms Kelly Fisher, Head of Quality and Regulatory Compliance
Professor Scott Fleming, Deputy Vice-Chancellor
Ms Stephanie Gilluly, Registrar and University Secretary (Clerk)
Mr James Welbourn, Governance Manager (minuting)

Action

1. Welcome

- 1.1 The Chair, Bob Walder (BW) welcomed members to the third Governance & Nominations Committee meeting of the current academic year.

BW thanked Professor David Head (DH) for his service on Governance and Nominations Committee, as this would be his last meeting. His last meeting of University Council would be on 23 March 2022.

2. Apologies

- 2.1 Apologies for absence were RECEIVED in advance of the meeting from Rev'd Sonia Barron.

3. Declarations of interest

- 3.1 There were no declarations of interest received.

4. Minutes of the last meeting held on 19 October 2021

- 4.1 The minutes of the meeting of 19 October 2021 were AGREED as a true and accurate record and the Chair was authorised to sign them subject to a minor textual amendment, referring to the February meeting of Governance and Nominations Committee, being made.

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5. Matters arising

5.1 Action table

- 5.1.1 The action table was RECEIVED and progress against actions were NOTED. The Registrar and University Secretary, Stephanie Gilluly (SG) HIGHLIGHTED that it may be the case that there would be no new student representative to Council elected in the 2021/2022 academic year due to the ongoing issues with the Students' Union voting software. However, Kaylee Hempenstall was fulfilling this role so there were no student vacancies on University Council.
- 5.1.2 However, if the situation changed and SU elections took place members would be informed and if necessary, a decision in writing for any new student representative would be circulated by email. Officers would consult with the Students' Union and the IT department outside of the meeting to determine what the procedural issues with the SU elections were.
- 5.1.3 Members NOTED that an initial meeting would be arranged with a potential member of council, CE, with the relevant officers and members in the coming weeks with a view to the appointment being ratified at University Council in the summer. It was AGREED that the incoming Chair of Council Designate, Anne Frost, should meet potential new members going forwards and therefore the proposed timeline was deemed appropriate.
- 5.1.4 SG provided an update on progress with PaymentSense, noting that BGU was currently incurring extra costs due to the payment system in place at Curiosity and the Refectory. Members were ADVISED that clarification had been received from PaymentSense on why they required personal data from members of Council. It was AGREED that the information would be circulated to members; following this they would be asked to confirm in writing whether they were happy for the University to share their personal details with PaymentSense.

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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, sub-committee membership and training, including an update on current recruitment process for more members

- 6.1.1 SG presented the paper outlining Council member vacancies, sub-committee membership and training. The following points were HIGHLIGHTED:

<ul style="list-style-type: none"> There were two members, David Head (DH) and Gavin Mackay (GM) whose tenure on University Council was due to end by the end of April 2022. Bob Walder's (BW) and Stephen Lawrence's terms were due to end by the end of July 2022 and the end of August 2022 respectively. It was NOTED that it would be key to talk to both the new Chair of Council and the committee as to considerations for proactive recruitment to replace the experience that was being lost in the coming months and maintain a core membership in line with the Articles. 	Governance Office
<ul style="list-style-type: none"> Members suggested Trustees Unlimited, LinkedIn, jobs.ac.uk, the Federation of Women Graduates, AdvanceHE and Reach Volunteering as avenues to explore for new membership. It was NOTED that it would be key to tailor any adverts to include a desire for audit skills along with experience, or knowledge of working within higher education, due to the skills being lost from University Council. 	Governance Office
<ul style="list-style-type: none"> It was HIGHLIGHTED that two members of FE and GP Committee were due to reach the end of their terms of office prior to July 2022 and therefore it would be prudent to recommend new appointments to the committee. Members NOTED that one of the new members, Russ Coulter had IT skills and it would be good to bring those to FE and GP Committee, who had recently lost another member with IT skills, Walter Leschenko, to Audit Committee. 	
<ul style="list-style-type: none"> It was also NOTED that there was no external independent person on the Audit Committee and that it would be useful to earmark someone for this post, ideally someone with an accounting background. Members AGREED that it would be useful to ask the Chair of FE and GP Committee if he had contacts in local companies who could be approached for the role. 	Governance Office
<ul style="list-style-type: none"> It was NOTED that Audit Committee consisted of just four members, and that it would be worthwhile to speak to the current membership to ensure that they were able to commit to entire meetings, to avoid inquoracy. It was also RECOMMENDED that University Council at their meeting on 23 March 2022 be asked to reduce the quorum for Audit Committee to two members, at least in the short-term. 	Governance Office
<ul style="list-style-type: none"> SG INFORMED members that she was meeting with the Chair of FE and GP Committee on Thursday 10 February 2022 and would discuss the recommendations of both Russ Coulter and Reverend Marian Toyne to join the FE and GP Committee. 	Governance Office

Members AGREED to RECOMMEND TO COUNCIL:

- that Reverend Marian Toyne and Russ Coulter become members of the FE and GP Committee;
- that Professor Scott Fleming becomes a member of Governance and Nominations Committee. Reverend Marian Toyne to also become a member of Governance and Nominations Committee subject to her agreement to being on two committees of Council;
- that Dr Sacha Mason is approved for a second term as Academic Staff representative to University Council; and
- delegate the right to be consulted and involved in key matters in the coming months to the incoming Chair of Council.

Members also AGREED to:

- involve the Chair of Audit Committee in any meetings held with CE; and
- tailor adverts for new members of Council to include audit skills alongside a working knowledge of higher education.

6.2 To note the University Council Skills Matrix and Terms of Office

- 6.2.1 Members RECEIVED and NOTED the skills matrix and terms of office. Dr Stephen Critchley (SC) NOTED that the same skills matrix was used for University Council and its committees. SG PROPOSED to work with the Chairs of each committee to tailor the skills matrix to focus on key skills for their committees.
- 6.2.2 SF OBSERVED that gender identity was captured within the skills matrix, whilst ethnicity was not. SG and BW HIGHLIGHTED that it was the duty of each committee to look at their own balance under equality and diversity; in addition, the Committee of University Chairs (CUC) Higher Education Code of Governance and the AdvanceHE Governance Effectiveness Framework both referred to the diversity of governors in higher education.

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7. University Chancellor Selection Process update

- 7.1 SG CONFIRMED that University Council had ratified the appointment of Dr Tracy Borman to the role of Chancellor at their meeting on 27 January 2022. Members NOTED that Dr Borman had been delighted to accept.
- 7.2 The process of a formal handover between Dame Judith Mayhew Jonas and Dr Borman was being formulated. Members NOTED that the expertise of the new Director of Marketing, Communications and Recruitment who had joined BGU from a University that had recently changed its Chancellor, would be called upon. It was likely that a formal handover between Chancellors would take place towards the end of Graduation in 2022.

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8. Appointment of Chair of University Council

8.1	SC INTRODUCED the item on the appointment of the Chair of University Council. It had been reported to Council at their meeting on 27 January 2022 that a preferred candidate, Anne Frost (AF) had been identified following a recruitment process involving members of Governance and Nominations Committee.	
8.2	Members NOTED that AF's availability for the March and July 2022 meetings of University Council would be sought, with the intention of her attending as an observer with full speaking rights.	Governance Office
8.3	The Committee was ADVISED that AF's first reference had been received and was positive; the second reference was still to be confirmed. On the presumption that the second reference was acceptable, members AGREED that a decision in writing would be circulated to members of University Council to ratify AF's appointment as a Council member.	Governance Office
9.	Governance Effectiveness Review	
9.1	SG introduced the Governance Effectiveness Review item, HIGHLIGHTING that BGU were members of AdvanceHE. When considering whether BGU should undertake a facilitated governance review or e-survey, members were ADVISED that the governance framework provided by AdvanceHE should be adhered to.	
9.2	Members NOTED that there were two types of review – a full review, or an e-survey approach. SG RECOMMENDED an e-survey review in the interim, until the new Chair of Council had gained an understanding of Governance at BGU. A full, facilitated review could then follow.	
9.3	It was proposed that an e-survey would be sent to members of University Council and those on the University Executive (UEG) that were not full members of University Council for their views. Some members expressed the view that the e-survey seemed to be a self-assessment and that their preference would be for a full review.	
9.4	SG HIGHLIGHTED that work would need to take place involving the HR department to determine whether a procurement exercise was needed for the e-survey along with the approximate cost of employing a firm to conduct this type of review. A full, facilitated review would certainly require a procurement exercise.	
9.5	BW NOTED a section of the AdvanceHE guidance: 'What kind of governing body do you wish to be?' BW NOTED that it would be a good starting point to try and answer this question, even if it was only a small group of members able to do this. It would be important for the new Chair of Council to feed into the direction of travel for BGU. It would be important to determine whether the governance structure and the rules and regulations fitted with the strategic direction of the institution.	
9.6	BW HIGHLIGHTED that there had been a change in emphasis on academic governance during his time on University Council. It was key to have the correct relationship with the academic side of the institution from a governance perspective.	

- 9.7 The committee AGREED the approach suggested by SG, with costings for the different reviews to return to a future meeting of Governance and Nominations Committee. Members also AGREED that a workshop to debate as a Council where members wished to be, facilitated by a third party would be a useful starting point.

10. Agenda management and review

- 10.1 Members were content with the way in which the meeting had been managed.

11. Any other business

- 11.1 No other business was discussed.

12. Key Items for University Council

- 12.1
- The approach to the Governance Effectiveness review.
 - The working relationship with AF going forward into the Spring and Summer terms.
 - Reverend Marian Toyne and Russ Coulter to become members of the FE and GP Committee;
 - Professor Scott Fleming to become a member of Governance and Nominations Committee. Reverend Marian Toyne to also become a member of Governance and Nominations Committee subject to her agreement;
 - Dr Sacha Mason's second term as Academic Staff representative to University Council.
 - Delegate the right to be consulted and involved in key matters in the coming months to the incoming Chair of Council.

13. Date of next meeting

- 13.1 The next meeting of the Governance & Nominations Committee will take place on Tuesday 7 June 2022 at 10:30am.

Signed R. O. Anderson Date 6th July 2022