

BISHOP GROSSETESTE UNIVERSITY

MINUTES OF THE MEETING OF THE
GOVERNANCE & NOMINATIONS COMMITTEE

WEDNESDAY 16 OCTOBER 2019
2:00 PM IN HARDY SEMINAR ROOM 1

Present

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

In attendance

Professor Scott Fleming, Deputy Vice-Chancellor
Stephanie Gilluly, Registrar (Clerk)
Emma Whiteley, Governance Officer (Minuting)

Action

1. Welcome

- 1.1 The Chair welcomed members to the first Governance & Nominations Committee meeting of the current academic year.

2. Apologies

- 2.1 Apologies for absence were RECEIVED from Rev. Sonia Barron.

3. Declarations of interest

- 3.1 There were no declarations of interest received.

4. Terms of Reference

- 4.1 The Terms of Reference were NOTED and APPROVED by University Council at its meeting on 9 October 2019. It was NOTED that they were in the new format and included changes pertaining to the new Instrument and Articles.

5. Schedule of Delegation

- 5.1 SG presented the Schedule of Delegation NOTING that it had been approved by the Committee and University Council in the summer. The amendments to 'authority delegated to' under items 3.8 to 3.11 were HIGHLIGHTED. It was also NOTED that the Head of Regulatory Compliance, Kelly Fisher, would replace SG as Clerk to the Remuneration Committee due to the Registrar and Secretary role now coming under the remit of that Committee.

6. Minutes of the last meeting held on 15 May 2019

- 6.1 The minutes of the meeting of 15 May 2019 were AGREED as a true and accurate record and the Chair was authorised to sign them following the meeting.

7. Matters arising

7.1 Action table

The action table was RECEIVED and progress against actions were NOTED by members.

7.2 Any other matters

There were no other matters to discuss.

8. Vacancies & recruitment

8.1 To review the University Council Skills Matrix and training

SG presented the paper outlining training undertaken by Council, the current Council skills matrix and suggested areas for development. The following points were HIGHLIGHTED:

- It was NOTED that we were still missing a Diocesan representative. SG CONFIRMED that we had informed the Diocese of the skills required.
- It was NOTED that we would be going out to advert for new Council members and a waiting list would be formed if required.
- It was AGREED that Council member training options would continue to be circulated as applicable. SC NOTED that the recent Cyber Security event he had attended was not a suitable course for Council members and that he would not recommend that any other members undertook this. It was SUGGESTED that Cyber Security was an area in which we could bring someone in to do some training. It was also AGREED that it would be helpful for Council members to know the sort of things a University like BGU should have in place. The completion of IT security training that has to be undertaken by staff was NOTED.

SG

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

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

- The second term of office for David Babb and Sally Myers were due to come to an end in March 2021
- Richard Hallsworth was approaching the end of his first term of office in June 2020 and would be asked if he would consider continuing for a second term.

BW/SG

- Council was currently up to 18 members and would be up to 19 with the new Diocese member. It was NOTED that we could recruit up to 3 additional members and it made sense to recruit sooner rather than later to allow for transition of knowledge and skills. It was AGREED that if we used a head hunting agency we could recruit the maximum number and ensure value for money. Members NOTED that gender balance, as well as skills, would be sought and that we should strongly encourage representation from all under-represented groups.
- Members NOTED that the professional support staff representative was due to end their first term of office on 31 January 2020. It was NOTED that they would be approached to confirm if they would be interested in standing for a second term. All professional support staff would be given an opportunity to express an interest in standing for Council. If multiple candidates come forward, the University would hold an election. It was NOTED that an update as to who would be nominated for the elected professional support staff representative would be given at the next meeting of the Committee.
- The need for further financial skills on Council was NOTED, referencing the nationwide organisations that provide highly skilled finance members to organisations and whether there was any scope for the University to use these services in addition to professional bodies. Members NOTED that we were looking for professionally recognised skills as opposed to general financial skills.
- As previously communicated with Council, it was AGREED that details of Council vacancies would be put on to the University website and that Council members would be encouraged to make professional bodies aware of the vacancies. Responses would be welcomed by a decided date with applications coming back to the Committee at its next meeting. It was AGREED that a decision on whether to use a headhunting agency would be taken at the next meeting, taking into account any applications received.
- It was NOTED that Professor Marianne Howarth had been appointed as a member of the Audit Committee, assisting with the issue of quoracy. The appointment had been APPROVED by Council at its meeting on 9 October 2019.
- The need for a member with financial skills on FE&GP Committee was NOTED.
- It was AGREED that there was a need to make appointments to replace the skills of members who would be coming to the end of their term.
- It was NOTED that discussions with the Students' Union were taking place regarding the elected position and attendance at Council meetings.

Next G&N

Next G&N

9. [ITEM REDACTED]

10. Trustee actions and Director actions

- 10.1 SG reported that Shakespeare Martineau had been commissioned to prepare a paper on Trustee actions and Director actions, which would be a detailed analysis of the role of a Trustee and the role of a Director. The paper would be circulated to the Committee before University Council. The Committee AGREED that this was good practice and all should be aware of the requirements of each role. **SG**

11. Agenda suggestions for future meetings

- 11.1 There were no suggestions for future agenda items.

12. Agenda management and review

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

13. Any other business

- 13.1 The Committee NOTED that OfS had become our regulator and whether there was something that the University should be responding to. SG would check where communications were going. **SG**

- 13.2 It was NOTED that BW would liaise with SG to look at taking some regular items of the agendas. **BW/SG**

- 13.3 Honorary Graduate nominations
It was NOTED that the University would seek Honorary Graduate nominations for 2019-20.

- 13.4 The Committee AGREED that Skype meetings would be a more effective use of their time for some future Governance & Nominations Committee meetings. SG would liaise with IT about the possibilities of having multiple people Skyping in. **SG**

14. Key Items for University Council

- 14.1
- The process of seeking new Council members and reminding Council of their responsibility;
 - The Chancellor position;
 - Information on Trustee and Director roles.

15. Date of next meeting

- 15.1 The next meeting of the Governance & Nominations Committee would take place on Wednesday 12 February 2020 at 10:00 am in Hardy Seminar Room 1.

Signed Rowalder Date 13 October 2021