

AGENDA

The meeting will be held at 13:30 via MS Teams.

PRELIMINARY ITEMS		Item	Led by
1	Apologies	Verbal	Dr A West
2*	Terms of reference and membership	GON-2122-001	Dr A West
3	Declarations of interest	Verbal	Dr A West
4	Minutes of the last meeting held on 11 June 2021	GON-2122-002 CONFIDENTIAL	Dr A West
5	Matters arising	Verbal	K Harvey
STUDENT MATTERS, REGULATORY COMPLIANCE & ASSURANCE		Item	Led by
6	Annual Report on Data Protection and FOI 2020/21	GON-2122-003 CONFIDENTIAL	L Gladstone
7	Annual Report on Fundraising and Donations	GON-2122-004 CONFIDENTIAL	A Barker
8	Modern Slavery Act Transparency Statement	GON-2122-005 CONFIDENTIAL	S Coll
9	A Briefing on Progress: Access and Participation Plan	GON-2122-006 CONFIDENTIAL	T Lancaster
10	OfS Regulatory Updates	GON-2122-007 CONFIDENTIAL	C Thomas
BOARD EFFECTIVENESS		Item	Led by
11	Governor Feedback and Priorities 2020/21	GON-2122-008 CONFIDENTIAL	C Thomas
12	Governor Recruitment Update	GON-2122-009 CONFIDENTIAL	K Harvey

13	Board Effectiveness Review (external)	GON-2122-010 CONFIDENTIAL	C Thomas
14	Induction, Pairing and Development Update	GON-2122-011 CONFIDENTIAL	K Harvey

GOVERNANCE REPORTING 2010/21

		Item	Led by
15	Corporate Governance Statement for the Year Ended 31 July 2021	GON-2122-012 CONFIDENTIAL	C Thomas
16	Register of Interests	GON-2122-013	K Harvey
17	Annual Review and Remuneration of the Chair of the Board 2020/21	GON-2122-014 CONFIDENTIAL APPENDIX	Dr A West
18	Annual Review and Remuneration of the Committee Chairs 2020/21	GON-2122-015 CONFIDENTIAL	D Lowen

OTHER BUSINESS

		Item	Led by
19	*Use of the University Seal	GON-2122-016 CONFIDENTIAL	Dr A West
20	Schedule of Business 2021/22	GON-2122-017	K Harvey
21	Any Other Business	Verbal	Dr A West

Details of next meeting:

The next meeting of the Committee will be held at 13:30 on 04 February 2022 via MS Teams

Shaded items indicate that the Committee is being asked to make a decision.

**Starred items will be taken without discussion unless a member notifies the Chair or Secretary in advance that she or he wishes the item to be open for debate*

Governance & Nominations Committee Constitution – 2021/22	
Reporting to	Board of Governors
Receives minutes from	N/A
Approval	Reviewed by the Committee on 18 October 2019 Approved by the Board of Governors: 22 November 2019
Due for Review	+1 year from last date of approval
Sensitivity	Open to the public
Log of reviews/edits	<ul style="list-style-type: none"> Reviewed by the Committee on 08 June 2018 Approved by the Board of Governors: 13 July 2018 Reviewed by the Committee on 18 October 2019 Approved by the Board of Governors: 22 November 2019

Purpose

The Governance and Nominations Committee advises the Board on the appointment of governors, remuneration of chairs and best practice in governance, including recommendations from the Committee of University Chairs.

It oversees compliance with regulatory requirements, including progress against the Access & Participation Plan and other student related governance and regulatory matters such as reports from the University on student complaints and appeals and the management of requests under the Freedom of Information Act 2000 and the Data Protection Act 2018 to gain assurance that the procedures for their management are operating satisfactorily.

The Committee keeps an overview on Office for Students regulatory notices issued to the University.

Terms of Reference

The Committee will **advise** the Board of Governors on:

Nominations

1. the appointment of independent and co-opted members of the Board¹, having regard to the balance of the Board's membership and the needs of the university;
2. all matters relating to the process for the appointment of governors (including the conduct of elections for staff members of the Board, and appointment of nominees from the Academic Board) and their induction, mentoring and development;

¹ Where this applies to the category of 'Independent Governor', the appointing body shall be the Independent Governors, on the advice of the Board, in accordance with the Instrument of Government.

3. the appointment of the Chair of the Board and the Deputy Chair of the Board;
4. the appointment of Chairs and members of Committees (on the advice of the Chair of the Board);

Board Effectiveness

5. consider reports from the Chair and Deputy Chair on the performance of Chairs of Committees and the Chair of the Board respectively and make recommendation to the Board in relation to any offer of remuneration in accordance with the provisions of the Instrument of Government;
6. developments in and good practice on corporate and academic governance, and the conduct of the Board of Governor's business;
7. the review of the effectiveness of the Governing Body and that of its committees, in accordance with the good practice provisions of the higher education sector Code of Governance, including the appointment of any persons independent of the University to assist in the process;

Governance Matters

8. the statutory obligations of the Board in respect of the Students' Union², and specifically:
 - review and approval of the Constitution
 - review and approval of the Code of Practice
 - the conduct of elections
9. oversight of the constitutional arrangements of the university's subsidiary and associated companies and the proper conduct of their business, distinct from the role of the Finance, Staffing & Resources Committee which will approve the establishment and dissolution of companies wholly or partly owned by the University, including the University's equity holding and monitoring of their financial operation.
10. the University's Instrument and Articles of Government, including compliance with these documents and any proposed amendments to them;
11. the formulation of any governance objectives in the Strategic Plan;

² Students' Union financial matters are reviewed and approved by the Finance, Staffing & Resources Committee.

The Committee has **delegated authority** to:

Nominations

1. undertake the process for the recruitment of lay governors;
2. approve the nominations of University nominated directors to subsidiary and associated companies;

Board Effectiveness

3. make annual recommendations to the Board regarding the remuneration of the Chair and Chairs of Committees, specifying (where applicable) the reasons why remuneration is recommended in each case;
4. monitor the effectiveness of the Academic Board;

Governance Matters

5. monitor and review achievement of the governance objectives in the Strategic Plan and success measures approved by the Board;
6. consider any matters of concern with the Students' Union which have not been resolved through the usual channels;
7. monitor the University's compliance with such aspects of its legal and regulatory requirements as may be delegated to the Governance and Nominations Committee for its oversight, including but not limited to those of:
 - i. the Office for Students (OfS);
 - notifying the OfS of any change which affects the accuracy of the information contained held on its register, defined as a "reportable event";
 - the University's performance against the provisions of its Access & Participation Plan;
 - the publication and provision to the OfS of transparency information set out in section 9 of the Higher Education & Research Act 2017;
 - the publication and provision to the OfS of a Student Transfer Plan; and
 - the University's facilitation, in co-operation with electoral registration officers, of the electoral registration of students.
 - ii. the Freedom of Information and Data Protection Acts ;
 - iii. the Office of the Independent Adjudicator; and
 - iv. UK Visas and Immigration.
8. approve the Corporate Governance Statement for inclusion in the University's Financial Statements; and

9. monitor such other student or academic related matters as may be delegated to the Governance and Nominations Committee for its oversight, as set out in the Board's Schedule for Reporting of Academic Matters from time to time.

The Committee shall report clearly to the Board each instance in which it has exercised its delegated authority.

Risk

In discharging its responsibilities, the Committee will, in each case, have due regard to considerations of risk.

Membership profile [9]

Quorum [4]

Governance and Nominations Committee - 2021-22

Membership [9]

Quorum [4]

<u>Position</u>	<u>Member</u>	<u>Expiry of term of office</u>
Co-opted Governor (Chair)	Dr Andrew West	31/08/2022
Student Governor	Meg Darroch	30/06/2022
Independent Governor	Rachel Hewitt	31/08/2023
Co-opted VC Nominee	Tracey Lancaster	31/08/2022
Independent Governor	David Lowen	31/08/2023
Co-opted Governor (professional services staff)	Jo Norry	31/08/2024
Vice Chancellor	Professor Peter Slee	ex-officio
Independent Governor	Nick Whitaker	31/08/2024
Independent Governor	Vacancy	



Register of Interests

Purpose of Report

To advise the Committee of the exercise undertaken annually to update the Register of Interests and to note its completion.

Action Requested

The report is **for information and to note**

Background

1. Section B17.1 of the Financial Regulations requires members of the Board of Governors, senior management or those involved in procurement to disclose any relevant interests which are then registered and maintained in our University's Register of Interests which is held by the University Secretary's Office. For 2020/21 and going forward, this was expanded to include SBC managers. The Financial Regulations also set out the expectation that individuals are responsible for ensuring that entries in the register are accurate and any updates to their positions are notified to the University Secretary's Office promptly.
2. Colleagues are expected to discharge their duties impartially and objectively and to take steps to avoid conflicts of interest but occasionally outside interests and activities, or those of close family members, may give rise to actual or perceived conflicts of interest. The purpose of the Register of Interests is to help provide openness and transparency by recording these interests and helping to ensure that they are handled appropriately.
3. The Register of Interests is provided to the University's Financial Services department which uses the information in the preparation of its annual financial statements, and our external auditors to complete their review work in time to report through our governance structures and submit our accountability return to the Office for Students.
4. In July each year colleagues are required to review and update their entry in the register. The requirement currently covers 97 identified individuals including Governors, Senior Management Group, Resource Centre Managers, SBC Managers and University nominated directors of our subsidiary and associated companies and other relevant staff, such as the Head of Procurement.
5. A total of 93 entries were provided. The register is incomplete as two SBC Managers left part way through the process without completing a register and attempts to obtain a forwarding address have failed. As the requirement for SBC managers to complete a register was introduced in 2020/21 no previous register was held on file that could be used. One SBC

manager is on long term sick leave, but a register will be sought on their return as appropriate. One governor has not provided a return to date.

Legal / Regulatory Implications

As outlined above maintaining an up-to-date register of interests for the Board of Governors, senior management or those involved in procurement is set out as part of our Financial Regulations.

Author

Name: Susie Bradford, Secretariat Coordinator

Date: September 2021

Approval Route

Name: Kate Harvey, Secretariat Manager

Date: 07 October 2021



LEEDS
BECKETT
UNIVERSITY

GOVERNANCE & NOMINATIONS

COMMITTEE

15 OCTOBER 2021

Schedule of business 2021/22

Purpose of Report

The report presents the Governance and Nominations Committee's schedule of business for 2021/22.

For this and future meetings members of the Committee will be invited to contribute to the agenda, with items for future meetings added to the schedule.

Action Requested

The report is **for information and to note**

Author

Name: Kate Harvey, Secretariat Manager

Date: October 2021

Schedule of Business 2021/22

15 October 2021 Deadline – 06 October 2021		04 February 2022 Deadline – 26 January 2022	10 June 2022 Deadline – 01 June 2022
Corporate Governance Statement for the Year Ended 31 July 2021*		Annual Report on Subsidiary, Associate and Investment Companies - Appointment of Director to Leeds University Student Residences	Board Appointments 2022/23*
Annual Review and Remuneration of the Chair and the Committee Chairs 2010/21*		Students' Union Elections held in October 2021	Committee Memberships 2022/23*
Register of Interests		Student Complaints and Appeals 2020/21 Annual Report	Report on Students' Union Elections held in Spring 2022
Induction, Pairing and Development Update		Committee Appointments (Matters arising)	UKVI Compliance Annual Report
Annual Report on Data Protection and FOI 2020/21		UKVI – New Student Route/ Replacement of Tier 4	OIA Referrals, 2021 Annual Report
Annual Report on Fundraising and Donations		CUC Higher Education Code of Governance - Mapping of the University's governance practice	Governor Pairing 2022/23
Access & Participation Plan (APP) Annual Expenditure		Strategic Issues Agenda	Access & Participation Plan (APP) Progress Update
Modern Slavery Act Transparency Statement		Student Wellbeing - Safety	Board Operation from 2022/23
Board Effectiveness Review (external)			
STANDING ITEMS	Apologies, Declarations of Interest Membership & terms of reference Minutes of the last meeting Matters arising	OfS Regulatory Updates Safeguarding / Wellbeing Strategic Issues schedule	Schedule of Business 2021/22 Use of the University Seal
OTHER MATTERS/ LONGER TERM ITEMS	<i>Student Wellbeing annual report – from 2022/23</i>		

* Recommendations on to the Board of Governors