

AGENDA

The meeting will be held at 13:30 via Microsoft Teams

PRELIMINARY ITEMS		Item	Led by
1	Apologies	Verbal	Dr A West
2	Terms of reference and membership	GON-2122-018	Dr A West
3	Declarations of interest	Verbal	Dr A West
4	Minutes of the last meeting held on 15 October 2021	GON-2122-019 CONFIDENTIAL	Dr A West
5	Matters arising	GON-2122-020 CONFIDENTIAL	K Harvey
6	Chair's Action – nothing to report		
STUDENT MATTERS, REGULATORY COMPLIANCE & ASSURANCE		Item	Led by
7	Student Wellbeing and Safety	GON-2122-021 CONFIDENTIAL <i>To follow</i>	J Jones V Johnson
8	Student Casework Annual Report 2020/21	GON-2122-022 CONFIDENTIAL	K Giddings
9	Annual Report on Subsidiary, Associate and Investment Companies - Appointment of Director to Leeds University Student Residences	GON-2122-023 CONFIDENTIAL	A Kennell
10	OfS Regulatory Updates	GON-2122-024 CONFIDENTIAL	C Thomas
BOARD EFFECTIVENESS		Item	Led by
11	Board Effectiveness Review	GON-2122-025 CONFIDENTIAL	C Thomas

GOVERNANCE MATTERS		Item	Led by
12	Governor Recruitment	GON-2122-026 CONFIDENTIAL	K Harvey
13	Advance HE Equality, Diversity & Inclusion Toolkit	GON-2122-027	K Harvey
OTHER BUSINESS		Item	Led by
14*	Use of the University Seal	GON-2122-028 CONFIDENTIAL	Dr A West
15	Schedule of Business 2021/22	GON-2122-029 OPEN	K Harvey
16	Any Other Business	Verbal	Dr A West

Details of next meeting:

The next meeting of the Committee will be held at 13:30 on 10 June 2022, venue TBC

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;
3. the appointment of the Chair of the Board and the Deputy Chair of the Board;

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.

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>
Independent Governor (Chair)	Dr Andrew West	31/08/2022
Academic Board Nominee	Dr Oliver Bray	31/08/2023
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
Vice Chancellor	Professor Peter Slee	ex-officio
Independent Governor	Nick Whitaker	31/08/2024
Independent Governor	<i>Vacancy</i>	



AdvanceHE HE Board Diversity & Inclusion Toolkit

Purpose of Report

To summarise the contents of the Advance HE Toolkit and current activity in this area as well as make suggestions for further developing this.

Action Requested

The report is **for discussion**

Key Issues

We perform well against many of the suggestions, particularly in relation to the practicalities of recruitment and induction. The Board effectiveness review and associated discussions provides an opportunity to think further about developing the culture of the Board and its structures and processes to be most effective and inclusive.

The Committee is asked to note the Toolkit and consider any areas for development.

Appendices

Not attached – the full Toolkit and associated documents are in the OnBoard Resources folder for this meeting.

Author

Name: Kate Harvey, Secretariat Manager

Date: 14 January 2022

Approval Route

Name: Caroline Thomas, University Registrar & Secretary

Date: 26 January 2022

AdvanceHE HE Board Diversity & Inclusion Toolkit

Background

1. Advance HE's Board Diversity Practice Project is run in collaboration with Perrett Laver and "aims to collate, understand and share members' practice to deliver on board diversity via the sharing of practice and lessons learned from members' attempts to diversify their boards"¹.
2. The Toolkit has been developed under the Project's umbrella in partnership with the University of Gloucestershire. It is designed to support providers seeking to improve the diversity and inclusivity of their Board, from initial discussions and recruitment through to induction and long-term retention. It can be used by secretaries, Chairs of Governors, Governance and Nominations Committees, or "anyone interested in tackling under-representation and aiming for inclusion at the Board level in the higher education sector"².
3. Section 1 is designed to help users understand what diversity means, enabling them to move on to reflection and discussion in Section 2, Structuring an Effective and Inclusive Board. Section 3 focuses on recruitment, and Section 4 on induction, development and retention. This report primarily focuses on Sections 3 and 4 as we are midway through a recruitment cycle, though the Committee may like to consider whether the Board could return to Sections 1 and 2 ahead of future recruitment exercises, and perhaps in the context of the outcomes of the Board effectiveness review this year.
4. This report highlights some elements of the report which the Board has already considered and implemented, particularly with regard to recruitment and induction, as well as opportunities to build on these and make improvements. It also sets out some elements for discussion which governors may wish to implement in the future. The project team emphasises the importance of working through all sections of the Toolkit, particularly the development activities in Sections 1 and 2. However, given we are midway through the search process for new independent governors there are some things we can implement now, and seek to incorporate the development activities into a future away day item, or ahead of our next independent governor search.
5. The full report and the main resources are available in the OnBoard Resources folder for this meeting.

Board Culture

6. Section 1's overarching aims are to "help the Board develop and inclusive culture and change institutional thinking and to provide practical and accessible techniques to help Boards"³. It identifies trends and challenges in ensuring diversity and inclusion. It includes

¹ <https://www.advance-he.ac.uk/knowledge-hub/higher-education-board-diversity-and-inclusion-toolkit>

² Ibid.

³ The Higher Education Board Diversity and Inclusion Toolkit, p13.

a Board Development Planner to be used as a resource by governors to implement changes to Board culture and suggested milestones where useful feedback might be captured⁴.

7. Section 2 focuses on critical reflection as a Board of the existing culture, thinking, structures and processes. A workshop may provide helpful focus for discussions and to reach a consensus on next actions and the Board effectiveness review provides the opportunity to explore this further in structuring an effective and inclusive Board which is one of the themes for discussion.

Governor Recruitment

8. There are a number of suggestions and points of advice in Section 3 of the Toolkit, Maximising Your Recruitment Potential, which we already do as part of our recruitment processes. Our Vision, Mission and Values have been featured prominently in recruitment materials, as well as key elements of the University's Strategic Planning Framework. We are also clear on the time commitment and set out the types of activities our governors take part in beyond the calendar of Board and committee meetings and away days.
9. We also have a standard role description for an independent governor, drafted in 2020 with input from colleagues in Human Resources and the Equality, Diversity & Inclusion team. We may wish to review this and future candidate packs produced in conjunction with search consultants, to ensure the language used is as inclusive as possible. The Toolkit notes that "It is at this stage that prospective governors should be able to visualise themselves volunteering their time and experience to your institution"⁵.
10. Suggestions to consider with regard to our advertising materials include reducing corporate language and use of jargon as well as gender-coded language. We could also emphasise our governor expenses policy and access to external events and AdvanceHE training via our development programme. The Toolkit also suggests publishing advertising materials in several formats to make them more accessible.
11. If we advertise across a range of different channels as we have in the past the adverts could be tailored to those channels, for example including an explanation of what governance is and the role of governors at the University. This might be helpful were we to make more use of our social media and our student, alumni and employer networks. While our Instrument precludes us from appointing current Leeds Beckett students or staff as independent governors, using these networks, the Toolkit notes that "Advertising to the student body can reach beyond the students themselves, to their families, friends, and wider communities"⁶.
12. The Toolkit recommends giving due consideration to the composition of the search panel, their background, and experiences in order to "help a candidate to feel a sense of

⁴ Ibid. p28.

⁵ Ibid., p51.

⁶ Ibid., p45.

inclusiveness and belonging on your Board”⁷. This is something we already actively take into consideration, from across the existing Board membership and usually include a student governor as part of our selection panel. We also use standardised interview questions which the Toolkit suggests reduces interviewer bias and helps promote diversity, and these invite exploration of candidate motivations, wider skills and competencies, and what they might bring to the Board. The panel also has an opportunity to ask follow-up questions which the Toolkit points out can allow a candidate to better demonstrate their skills and experience.

13. Finally, we may wish to consider introducing other elements such as an informal meeting before or after the main interview which “can help Board leaders to get a sense of the candidate as a persona and how they will fit with the Board”⁸. The Toolkit also suggests including a tour, either in-person or virtually, to give a sense of the University and its culture.

Governor Induction and Beyond

14. Section 4 of the Toolkit, Supporting Governors: from Induction to Retention, focuses on ways to ensure governors feel welcomed on joining the Board and are valued throughout, thereby contributing diversity.
15. This section highlights the importance of social interaction outside of meetings in onboarding new governors, “as good personal relationships will allow the new appointees to give their new opinions without judgement”⁹. Prior to the Covid-19 pandemic the Chair hosted dinners on the evening prior to each Board meeting, and coffee and lunch breaks during meetings also allowed for social interaction. In the last academic year, the Chair hosted virtual “cuppas” for small groups of governors at a time which received good feedback and is something we could re-introduce once all our new governors from this recruitment cycle are appointed.
16. We offered our Board Apprentices the opportunity for a 1:1 meeting with members of the Board, and this received good feedback. Including this offer with our wider induction programme will allow more opportunities for new governors to get to know the rest of Board.
17. As we begin to make tentative plans for resuming Board activities on campus, we expect that a majority of committee meetings and some Board meetings will continue to be held remotely. As such, we will make more of an event of those meetings and away days which are held on campus to promote the opportunity for more social and informal discussion and to help governors to become familiar with the University and interact with colleagues who don’t usually attend Board and committee meetings.

We previously conducted an Board skills audit with the outcomes used when planning governor recruitment searches as well as identifying areas for Board development. We

⁷ Ibid., p55.

⁸ Ibid., p56.

⁹ Ibid., p66.

will -introduce this as part of onboarding along with other returns we ask new governors to complete and review it periodically. The Toolkit recommends using skills as a basis for matching new governors with governor mentors – either by identifying any skills new governors want to develop and pairing them with a mentor who can help them do so, or by pairing them with a mentor with similar background or skills who can help them feel included and offer their best perspective¹⁰. While we do offer new governors a mentor on joining the Board our basis for matching is to pair them with a longer-serving governor. Adopting the suggested approach could benefit the new governor as well as widen our pool of potential mentors.

18. Apprentice governor programmes are referenced as a valuable way of “developing new governors and increasing the pipeline”¹¹ and Board Apprentice and the programme developed by Perrett Laver are specifically referenced. We currently have two Board Apprentices and have developed an internal onboarding programme specifically for this scheme which could be used should the Board wish to offer opportunities to aspiring governors in the future.
19. The Toolkit emphasises the importance of having mechanisms for safe and inclusive feedback. We already have our mentoring programme in place and new governors are asked for their feedback about their induction and experience to date six months after joining the Board. We also have an annual review process, with each governor meeting the Chair or a committee chair and feedback from these meetings feeds into planning for the next year. An additional option as part of our induction support might be to offer new governors the chance to initially meet with a senior governor prior to and after a Board meeting, to go through the papers and to address any queries on the background to issues. We offered this opportunity to our Board Apprentices, so the mechanism is in place to be rolled out more widely, as is the option for a “touch base” opportunity with the Registrar & Secretary or Secretariat Manager every six weeks or so.

Conclusions and Recommendations

20. This paper provides the Committee with an overview of some of the key points in the Toolkit as well as our current activity in these areas and suggested ways of building on these to enhance the experience for new and existing governors.
21. We perform well against many of the suggestions, particularly in relation to the practicalities of recruitment and induction. The Board effectiveness review and associated discussions provides an opportunity to think further about developing the culture of the Board and its structures and processes to be most effective and inclusive.
22. The Committee is invited to discuss the report.

¹⁰ Ibid., p61.

¹¹ Ibid., p62.



LEEDS
BECKETT
UNIVERSITY

GOVERNANCE & NOMINATIONS

COMMITTEE

04 FEBRUARY 2022

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: January 2022

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
Membership & terms of reference*	<u>Annual Report on Subsidiary, Associate and Investment Companies - Appointment of Director to Leeds University Student Residences</u>	Board Appointments 2022/23
Corporate Governance Statement for the Year Ended 31 July 2021	<u>Student Casework Annual Report 2020/21</u>	Committee Memberships 2022/23
Annual Review and Remuneration of the Chair 2010/21	Committee Appointments (Matters arising)	Report on Students' Union Elections held in Spring 2022
Annual Review and Remuneration of the Committee Chairs 2010/21	Board Effectiveness Review	UKVI Compliance Annual Report
Register of Interests	Governor Recruitment	<u>OIA Referrals, 2021 Annual Report</u>
Induction, Pairing and Development Update	<u>Student Wellbeing - Safety</u>	Governor Pairing 2022/23
Annual Report on Data Protection and FOI 2020/21	Advance HE EDI Toolkit	Access & Participation Plan (APP) Progress Update
Annual Report on Fundraising and Donations		Board Operation from 2022/23
Access & Participation Plan (APP) Annual Expenditure		
<u>Modern Slavery Act Transparency Statement</u>		
Board Effectiveness Review (external)		
STANDING ITEMS	<ul style="list-style-type: none"> • Apologies, Declarations of Interest • Minutes of the last meeting • Matters arising • Chair's Action (note "Nothing to report" on agenda if no updates) 	<ul style="list-style-type: none"> • <u>OfS Regulatory Updates</u> • Safeguarding / Wellbeing • Strategic Issues schedule • Schedule of Business 2021/22 generally* unless changes to note • Use of the University Seal*
OTHER MATTERS/ LONGER TERM ITEMS	Student Wellbeing annual report – from 2022/23	

Shaded items indicate that the Committee is being asked to make a decision / recommend to the Board

* Starred items will be taken without discussion

Underlined items indicate reports that require UET scrutiny