

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-2223-001	Dr A West
3	Declarations of interest	Verbal	Dr A West
4	Minutes of the last meeting held on 10 June 2022	GON-2223-002 CONFIDENTIAL	Dr A West
5	Matters arising	GON-2223-003 CONFIDENTIAL	K Harvey
6	Chair's Action – <i>nothing to report</i>		Dr A West
STUDENT MATTERS, REGULATORY COMPLIANCE & ASSURANCE		Item	Led by
7	Annual Report on Data Protection and FOI 2021/22	GON-2223-004 CONFIDENTIAL	L Gladstone
8	Annual Report on Fundraising and Donations	GON-2223-005 CONFIDENTIAL	A Barker
9	Modern Slavery Act Transparency Statement	GON-2223-006 CONFIDENTIAL	S Coll
10	Update on Variations to the Access & Participation Plan (APP)	GON-2223-007 CONFIDENTIAL	T Lancaster
11	Student Inclusion, Wellbeing and Safety	GON-2223-008 CONFIDENTIAL	J Jones
12	OfS Regulatory Updates	GON-2223-009 CONFIDENTIAL	C Thomas

BOARD EFFECTIVENESS		Item	Led by
13	Governance Effectiveness Review Outcomes	GON-2223-010 CONFIDENTIAL	C Thomas
14	Governor Feedback & Priorities	GON-2223-011 CONFIDENTIAL	C Thomas
15	Governor Recruitment Update	GON-2223-012 CONFIDENTIAL	K Harvey
16	Induction, Pairing and Development Update	GON-2223-013 CONFIDENTIAL	K Harvey
GOVERNANCE REPORTING 2021/22		Item	Led by
17	Corporate Governance Statement for the Year Ended 31 July 2022	GON-2223-014 CONFIDENTIAL	K Harvey
18	Register of Interests	GON-2223-015	K Harvey
19	Annual Review and Remuneration of the Chair 2021/22	GON-2223-016 CONFIDENTIAL	Dr A West
20	Annual Review and Remuneration of the Committee Chairs 2021/22	GON-2223-017 CONFIDENTIAL	Dr A West R Hewitt
OTHER BUSINESS		Item	Led by
21*	Use of the University Seal	GON-2223-018 CONFIDENTIAL	Dr A West
22*	Schedule of Business 2022/23	GON-2223-019 OPEN	K Harvey
23	Any Other Business	Verbal	Dr A West

Details of next meeting:

The next meeting of the Committee will be held at 13:30 on 03 February 2023 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 – 2022/23	
Reporting to	Board of Governors
Receives minutes from	N/A
Approval	Approved by the Board of Governors: 22 July 2022
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"> • Approved by the Board of Governors: 22 July 2022 • Approved by the Board of Governors: 11 March 2022 • Reviewed by the Committee: 15 October 2021 • Reviewed by the Committee: 16 October 2020 • Reviewed by the Committee on 18 October 2019 Approved by the Board of Governors: 22 November 2019 • Reviewed by the Committee on 08 June 2018 Approved by the Board of Governors: 13 July 2018

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;

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.

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;
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;
 - iv. UK Visas and Immigration and
 - v. the monitoring of student wellbeing and safety.
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 - 2022-23

Membership [9]

Quorum [4]

<u>Position</u>	<u>Member</u>	<u>Expiry of term of office</u>
Independent Governor (Chair)	Dr Andrew West	31/08/2025
Academic Board Nominee	Dr Oliver Bray	31/08/2023
Independent Governor	Rachel Hewitt	31/08/2023
Co-opted VC Nominee	Tracey Lancaster	31/08/2025
Independent Governor	David Lowen	31/08/2023
Student Governor	Ashleigh Pinnock	30/06/2023
Vice Chancellor	Professor Peter Slee	ex-officio
Independent Governor	Nick Whitaker	31/08/2024
Co-opted Governor	Shwetal Shah	31/08/2023



LEEDS
BECKETT
UNIVERSITY

GOVERNANCE & NOMINATIONS COMMITTEE

14 OCTOBER 2022

Schedule of Business

Purpose of Report

The report presents the Governance and Nominations Committee's schedule of business for 2022/23.

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 2022

Schedule of Business 2022/23

14 October 2022 Deadline – 05 October 2022	03 February 2023 Deadline – 22 January 2023	09 June 2023 Deadline – 31 May 2023
Membership & terms of reference*	<u>Annual Report on Subsidiary, Associate and Investment Companies - Appointment of Director to Leeds University Student Residences</u>	Board Appointments and Committee memberships 2023/24
Corporate Governance Statement for the Year Ended 31 July 2022	<u>Student Casework Annual Report 2021/22</u>	Report on Students' Union Elections held in Spring 2023
Annual Review and Remuneration of the Chair 2021/22		UKVI Compliance Annual Report
Annual Review and Remuneration of the Committee Chairs 2021/22		<u>OIA Referrals, 2022 Annual Report</u>
Register of Interests		Governor Pairing 2023/24
Governor Feedback & Priorities		
Induction, Pairing and Development Update		Access & Participation Plan (APP) Update
<u>Annual Report on Data Protection and FOI 2021/22</u>		
<u>Annual Report on Fundraising and Donations</u>		
Access & Participation Plan (APP) Annual Expenditure		
<u>Modern Slavery Act Transparency Statement</u>		
<u>Safeguarding / Wellbeing annual report (title tbc)</u>		
Board Effectiveness Review – final report (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> • Schedule of Business 2022/23 generally* unless changes to note • Use of the University Seal*
OTHER MATTERS/ LONGER TERM ITEMS		

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