



AGENDA

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

PRELIMINARY ITEMS		Item	Led by
1	Apologies	Verbal	Dr A West
2	Declarations of interest	Verbal	Dr A West
3	Minutes of the last meeting held on 03 February 2023	GON-2223-031 CONFIDENTIAL	Dr A West
4	Matters arising	GON-2223-032	K Harvey
5	Chair's Action – <i>nothing to report</i>		
STUDENT MATTERS, REGULATORY COMPLIANCE & ASSURANCE		Item	Led by
6	Report on Students' Union Elections held in Spring 2023	GON-2223-033 CONFIDENTIAL	N Mackenzie
7	Student Union Democracy Review <i>Background reading attached</i>	Verbal	N Mackenzie
8	UKVI Compliance Annual Report	GON-2223-034 CONFIDENTIAL	K Giddings
9	OIA Referrals, 2022 Annual Report	GON-2223-035 CONFIDENTIAL	K Giddings
10	OfS Regulatory Update	GON-2223-036 CONFIDENTIAL	C Thomas
GOVERNANCE MATTERS		Item	Led by
11	Board Appointments and Committee memberships 2023/24	GON-2223-037 CONFIDENTIAL	C Thomas
12	Draft Board and Committee Schedule 2023/24	GON-2223-038	C Thomas

13 Governance Effectiveness Review Action Plan - Update - GON-2223-039 C Thomas
CONFIDENTIAL

Other Business		Item	Led by
14*	Use of the University Seal	GON-2223-040 CONFIDENTIAL	Dr A West
15	Annual review of committee terms of reference and membership	GON-2223-041	K Harvey
16*	Schedule of Business 2022/23	GON-2223-042	K Harvey
17	Draft Schedule of Business 2023/24	GON-2223-043	K Harvey
18	Any Other Business	Verbal	Dr A West

Details of next meeting:

The date of the next meeting of the Committee is to be confirmed.

■ *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*



Matters arising

Purpose of Report

To update the Committee on action taken following the meeting on 03 February 2023 where not already covered elsewhere on this agenda.

Action Requested

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

Governor Recruitment

1. The Board has approved the appointment of Mr Iain Cornish as an independent governor for an initial term of three years and effective from 26 April 2023. Mr Cornish has also been designated as Chair-Elect of the Board and will take up this role on 01 September 2023 when David Lowen steps down. The Board also approved the appointment of Iain Cornish to the Governance & Nominations Committee.
2. A change to the identity of the chair of the governing body is always a reportable event under the Office for Students (OfS) Reportable Events process. The OfS has been notified of the forthcoming appointment of Iain Cornish.

Subsidiary Companies

3. Professor Silke Machold, Pro Vice Chancellor (Research & Innovation), has taken up the role of interim Chair of the board of MoreLife Ltd following the Committee's endorsement at its meeting on 03 February.

Code of Conduct

4. The Board approved the changes recommended by the Committee to the Code of Conduct at its meeting on 10 March 2023. The Code will now be reviewed on a biennial basis.

Author

Name: Kate Harvey, Governance Services Manager

Date: 02 June 2023



Board and Committee Schedule 2023/24

Purpose of Report

To propose revisions to the schedule of meetings for the next academic year.

Action Requested

The report is **for decision**

Key Issues

1. At its meeting on 14 July 2023 the Board will be invited to consider and approve the proposed schedule of meetings for the academic year 2023/24.
2. We have undertaken a review of the schedules of business in consultation with the University executive and propose the following baseline calendar of meetings:
 - (a) Three full Board meetings in November, April and July (currently 4).
 - (b) Two Board away days in early October and either February or mid-May as most appropriate (currently one but formalising our practice over the last couple of years).
 - (c) Three meetings of Audit Committee in November, March, and June (currently 4), noting that a short meeting may be required in January subject to the requirements of the Transparent Approach to Costing (TRAC) return or in October to wash up internal audit reports from the previous year.
 - (d) Three meetings of the Finance, Staffing & Resources Committee in October, February, and June (currently 4) (subject to discussion with Alan Gay)
 - (e) Three meetings of Governance & Nominations Committee in October, February, and June (no change).
 - (f) Two meetings of Senior Staff Remuneration Committee in October and May (no change).
3. This proposal would see the work of the Board and its committees more evenly spread throughout the academic cycle. This is intended to make best use of governor time and allow appropriate scrutiny of strategic matters, as well as sufficient time between meetings for updates in standing reports to develop between meetings and therefore promote more progressive and meaningful discussion at key points in the cycle. It also reflects the evolution of our approach to engaging with governors between Board and committee meetings and the introduction of informal briefing sessions on strategic topics and issues, outcomes and progress relating to our schools and services.
4. Shorter Board meetings could be held on Away Days to ensure that there is opportunity for formal discussion and decision on each occasion that the Board meets in full and, as is

currently the case and was used during the pandemic, we can call a Board meeting as flexibly as necessary to consider any key or pressing matter.

5. The proposed distribution of Board meetings and away days in this way, will facilitate opportunities for governors to network with each other and the University executive, as well as become more familiar with the University's campuses. To that end we propose that all the Board and away day meetings be held on campus. This will also support our new Chair to engage and develop relationships across the Board and wider university. Committee meetings will take place in the same way as we do now, making use of remote as well as periodic on campus meetings across the year. We will discuss and review with the chairs our new ways of working and their preferences for the forthcoming year.
6. As ever, we will continue to review what works and will be flexible in our approach to ensure we best meet the needs of our governors and promote good governance within an evolving policy and regulatory context.

Appendices

Appendix A – Draft Schedule of Meetings 2023/24

Author

Name: Kate Harvey, Governance Services Manager

Date: May 2023

Approval Route

Name: Caroline Thomas

Date: May 2023

Week 1	Week 2	Week 3	Week 4	Week 5
SEPTEMBER				
OCTOBER				
Friday 6 October Board Away Day	Friday 13 October SSRC (AM 09:30) Governance & Nominations (PM 13:30)	Friday 20 October	Friday 27 October FSR	
NOVEMBER				
	Friday 10 November Audit Committee		Friday 24 November Board of Governors	
DECEMBER				
JANUARY				
FEBRUARY				
	Friday 9 February Governance & Nominations		Friday 23 February FSR	
MARCH				
		Friday 22 March Audit Committee		
APRIL				
			Friday 26 April Board of Governors	
MAY				
		Friday 17 May Board Away Day	Fri 24 May SSRC	
JUNE				
Friday 7 June Governance & Nominations	Friday 14 June FSR	Friday 21 June Audit Committee		
JULY				
		Friday 12 July Board of Governors		



Annual Review of Terms of Reference and Membership

Purpose of Report

To review the Committee's operation in 2022/23 to ensure its remit remains current and effective.

Action Requested

The report is **for decision**

Key Issues

This paper presents a review of the operation of the Governance & Nominations Committee in 2022/23 against its current terms and reference and membership.

Overall, the Committee has undertaken a wide range of work which has covered the majority of its role and remit. Some elements of the Terms of Reference do not require annual consideration or are only referred to the Committee as necessary, and where this has been the case it has been noted in the report.

The Committee is invited to recommend that the Board approve one change to its terms of reference at this stage, to remove reference to monitoring the Access & Participation plan at paragraph 7(i). this now falls within the remit of the Finance, Staffing & Resources Committee.

Appendices

Appendix A: Terms of Reference

Author

Name: Kate Harvey, Governance Services Manager

Date: May 2023

Annual Review of Terms of Reference and Membership

Background

1. The terms of reference and membership profile of the Governance & Nominations Committee were last reviewed in the 2021/22 academic year and approved by the Board on 22 July 2022. The amendments ensured the inclusion of the monitoring of student wellbeing and safety matters in the list of delegated governance matters at paragraph 7.
2. The Committee last made substantive changes to its terms of reference in October 2019 which reflected the Committee's new delegated responsibility to monitor aspects of the University's compliance with regulatory requirements, including its expanded remit in this area relating to oversight of certain conditions of registration of the Office for Students.

Schedule of Business 2022/23

Nominations

3. The Committee advises the Board on the appointment of independent, co-opted and staff governors, as well as the appointments of the Chair and Deputy Chair. It also has delegated authority to undertake the recruitment of new governors.
4. In 2022/23 the Committee oversaw the search for the next Chair of the Board which was led by Dr Andrew West with a panel that included Nick Whitaker and Ashleigh Pinnock. During the year additional appointment processes took place for lay governors, a co-opted Dean of School and a student governor to replace Lucy McDonald. These panels were chaired by David Lowen and included Andrew West, Rachel Hewitt and Ashleigh Pinnock on their memberships.
5. The Committee will consider the membership profile of the Board and its committees for the coming academic year at this June meeting, with a view to recommending these to the Board for approval.
6. The Committee has delegated authority to approve the nominations of University-nominated directors to subsidiary and associated companies. In 2022/23, members ratified the appointment of Professor Carlton Cooke as a University-nominated director of MoreLife Ltd and endorsed a proposal to appoint Professor Silke Machold as a University-nominated director and interim Chair of the company.

Effectiveness

7. In October, the Committee considered reports from the Chair and Deputy Chair on the performance of Chairs of Committees and the Chair of the Board in 2021/22 and recommended to the Board that the maximum level of remuneration permitted by the Instrument of Government be offered.

8. Members also have oversight of governor induction and development including the pairing scheme and received updates on these matters during the year. In February the Committee reviewed the governor Code of Conduct and will continue to do this on a biennial basis going forward.
9. The outcomes of the 2021/22 governance effectiveness review were presented at the October meeting. Advance HE's brief focussed on strategic alignment and academic assurance and the review team found that governance at the University is very effective with the final report containing suggestions for building on existing good practice, but no formal recommendations. The Board approved an action plan drafted on the basis of the suggestions on 25 November 2022. The implementation of this has been monitored by the Committee and a further updated is available elsewhere on the agenda for this meeting. The action plan focuses on four key areas originally put forward by the Committee:
 - (a) Strategic and performance reporting.
 - (b) Academic assurance and supporting governor understanding of the academic cycle.
 - (c) Governor succession and transition planning.
 - (d) Governor information.
10. Each year the Committee receives an overview of issues highlighted by governors over the course of their annual review meetings which inform plans for Board meetings and Away Days in the year ahead. For 2022/23 these included monitoring the progress of the Strategic Planning Framework and in particular the Alignment and Anchor strands, governor recruitment and succession planning, responding to the cost-of-living crisis and the impact of inflation, academic assurance and the implementation of the action plan arising from the governance effectiveness review. All of these issues have featured in Board deliberations during the academic year.

Governance

11. The Committee advises the Board on its statutory obligations in respect of the Students' Union (SU). It will receive a report on the conduct of the spring elections held this academic year at this meeting. The SU is preparing to undertake a review of its democracy in the coming months which will incorporate a quinquennial review of its constitutional documents. The outcomes will be reported to this Committee in due course.
12. Part of the Committee's role is to consider any matters of concern with the Students' Union or academic-related matters which have not been resolved through the usual channels. No such matters have been referred to the Committee for its attention during this academic year.
13. As part of its monitoring of the constitutional arrangements of the University's subsidiary and associated companies, the Committee received an update report at its February

meeting. This set out for each company the key personnel appointments and activities, and confirmation that any relevant Companies House filing requirements were met and, in one case, an update on a dissolution process.

14. The Committee has delegated responsibility to monitor the University's compliance with a range of its legal and regulatory requirements. A report on regulatory updates from the Office for Students is received at each meeting. This year the Committee has also received annual reports on:

- The University's performance against the provisions of its Access & Participation Plan. Oversight of this area of work has transferred to the Finance, Staffing & Resources Committee under its new remit to monitor student equality, diversity and inclusion matters.
- Updates to the University's Register of Interests.
- Data Protection and Freedom of Information.
- Fundraising and Donations.
- Student complaints and appeals, and OIA referrals.
- UKVI Compliance.
- Compliance with the Modern Slavery Act.

15. In October the Committee fulfilled its delegated authority to approve the Corporate Governance Statement for inclusion in the Financial Statements for 2021/22.

16. In 2021/22 the Committee agreed it would receive an annual report on student safeguarding and wellbeing matters. The first of these was received at its October 2022 meeting.

Operation of the Committee

17. The Committee will have met three times during 2022/23. The two meetings held so far have been quorate and well attended. The Committee has continued to hold its meetings via MS Teams.

18. The operation of the Committee has been in accordance with the University's standing orders and has included:

- (a) Timely circulation of papers prior to the meetings via OnBoard.
- (b) No papers being tabled at meetings during 2022/23 as a matter of good practice.
- (c) A written summary of the key business of the Committee and any recommendations being submitted to each meeting of the Board of Governors and presented by the Chair

Membership

19. Dr Andrew West continued as Chair in 2022/23, and Ashleigh Pinnock joined the committee at the beginning of the year as a student governor. The membership profile was subsequently amended in-year following the appointments of Tori Pourzand and Iain Cornish to the Board. Shwetal Shah stepped back from the Board in early 2023 due to professional commitments and has since resigned as a governor.

20. Proposals for the Committee's membership in 2023/24 are set out elsewhere on the agenda and will be subject to the Board's approval of its membership profile next year at its meeting in July.

Conclusion

21. The Committee has undertaken a wide range of work in 2022/23 which has covered the majority of its role and remit as required. A minor amendment to paragraph 7(i) of the terms of reference is suggested to remove the reference to the Access & Participation Plan. No further substantive changes to the terms of reference or the membership profile of this Committee are proposed at this time.



Governance & Nominations Committee Constitution – <u>2022/23</u>2023/23	
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]



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: May 2023

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</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
<u>Annual Review and Remuneration of the Chair 2021/22</u>	<u>Governor Code of Conduct Review</u>	UKVI Compliance Annual Report
<u>Annual Review and Remuneration of the Committee Chairs 2021/22</u>	Governor Recruitment Update	<u>OIA Referrals, 2022 Annual Report</u>
Register of Interests	Effectiveness Review Action Plan	Board and Committee Schedule 2023/24
Governor Feedback & Priorities		Effectiveness Review Action Plan
Induction, Pairing and Development Update		SU Democracy Review
<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 • <u>Minutes of the last meeting</u> • 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	<ul style="list-style-type: none"> • Governor Code of Conduct review (biennial, next due February 2024) 	

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



Draft Schedule of Business 2023/24

Purpose of Report

To propose the cycle of business to be considered by the Committee at its meetings in 2023/24.

Action Requested

The report is **for discussion**

Key Issues

The draft schedule of business for the Governance & Nominations Committee 2023/24 is attached. Its contents are based on the University's business cycle and legal and regulatory requirements.

The Committee is invited to comment on the draft and members will have the opportunity to add or amend the schedule at each meeting, and between meetings in consultation with the Chair.

Author

Name: Kate Harvey, Secretariat Manager

Date: May 2023

Schedule of Business 2023/24

13 October 2023 Deadline – 05 October 2023	09 February 2024 Deadline – 01 February 2024	07 June 2024 Deadline – 30 May 2024
Membership & terms of reference*	<u>Annual Report on Subsidiary, Associate and Investment Companies</u>	Board Appointments and Committee memberships 2024/25
Corporate Governance Statement for the Year Ended 31 July 2023	<u>Student Casework Annual Report 2022/23</u>	Report on Students’ Union Elections held in Spring 2024
Annual Review and Remuneration of the Chair 2022/23	SU Democracy Review	UKVI Compliance Annual Report
Annual Review and Remuneration of the Committee Chairs 2022/23		<u>OIA Referrals, 2023 Annual Report</u>
Register of Interests		Governor Pairing 2024/25
Governor Feedback & Priorities		
Governor Recruitment Update		
Induction, Pairing and Development Update		
<u>Annual Report on Data Protection and FOI 2022/23</u>		
<u>Annual Report on Fundraising and Donations</u>		
<u>Modern Slavery Act Transparency Statement</u>		
<u>Student Inclusion, Wellbeing & Safety Annual Report</u>		
<u>Conflict of Interests Policy</u>		
Governance Effectiveness Review – final report on the action plan		
SU Democracy Review		
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 2023/24 generally* unless changes to note • Use of the University Seal*
OTHER MATTERS/ LONGER TERM ITEMS	<ul style="list-style-type: none"> • Governor Code of Conduct review (biennial, next due February 2025) • Conflict of Interest Policy (biennial, next due June 2025) 	

■ 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