



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-2324-001	Dr A West
3	Declarations of interest	Verbal	Dr A West
4	Minutes of the last meeting held on 09 June 2023	GON-2324-002 CONFIDENTIAL	Dr A West
5	Matters arising	GON-2324-003 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 Fundraising and Donations	GON-2324-004 CONFIDENTIAL	A Barker
8	Modern Slavery Act Transparency Statement	GON-2324-005 CONFIDENTIAL	S Coll
9	SU Democracy Review	GON-2324-006 CONFIDENTIAL	N Mackenzie / H Bhatia
10	Student Wellbeing & Safety Annual Report (to include update on Statutory Duty of Care)	GON-2324-007 CONFIDENTIAL	J Jones
11	OfS Regulatory Updates	GON-2324-008 CONFIDENTIAL	A Bolshaw
12	Conflicts of Interests Policy	GON-2324-009 CONFIDENTIAL	A Kennell

BOARD EFFECTIVENESS		Item	Led by
13	Governance Effectiveness Review Action Plan	GON-2324-010 CONFIDENTIAL	A Bolshaw
14	Governor Feedback & Priorities	GON-2324-011 CONFIDENTIAL	A Bolshaw
15	Governor Recruitment Update	GON-2324-012 CONFIDENTIAL	K Harvey
16	Induction, Pairing and Development Update	GON-2324-013 CONFIDENTIAL	K Harvey
GOVERNANCE MATTERS AND REPORTING		Item	Led by
17	Corporate Governance Statement for the Year Ended 31 July 2023	GON-2324-014 CONFIDENTIAL	K Harvey
18	Register of Interests	GON-2324-015	K Harvey
19	Annual Review and Remuneration of the Chair 2022/23	GON-2324-016 CONFIDENTIAL	N Whitaker
20	Annual Review and Remuneration of the Committee Chairs 2022/23	GON-2324-017 CONFIDENTIAL	I Cornish
21	Update on MoreLife Ltd	Verbal	A Bolshaw
OTHER BUSINESS		Item	Led by
22*	Use of the University Seal	GON-2324-018 CONFIDENTIAL	Dr A West
23*	Schedule of Business 2023/24	GON-2324-019 OPEN	K Harvey
24	Any Other Business	Verbal	Dr A West

Details of next meeting:

The next meeting of the Committee will be held at 13:30 on 09 February 2024 in G05 Old Broadcasting House, City Campus.

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*

DRAFT



LEEDS
BECKETT
UNIVERSITY

GOVERNANCE & NOMINATIONS COMMITTEE

13 OCTOBER 2023

Terms of Reference and Membership

Purpose of Report

To note the committee membership for 2023/24.

Action Requested

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

Author

Name: Kate Harvey, Governance Manager

Date: 06 October 2023

AGENDA ITEM 2
GON-2324-001
OPEN



Governance & Nominations Committee Constitution – 2023/24	
Reporting to	Board of Governors
Receives minutes from	N/A
Approval	Approved by the Board of Governors: 14 July 2023
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: 14 July 2023 • 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 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 [10]

Quorum [4]

Governance and Nominations Committee - 2023-24

Membership [10]

Quorum [4]

<u>Position</u>	<u>Member</u>	<u>Expiry of term of office</u>
Independent Governor (Chair)	Dr Andrew West	31/08/2025
Student Governor	Harsh Bhatia	30/06/2024
Academic Board Nominee	Dr Oliver Bray	31/08/2026
Independent Governor	Iain Cornish	31/08/2026
Independent Governor	Rachel Hewitt	31/08/2026
Co-opted VC Nominee	Tracey Lancaster	31/08/2025
Independent Governor	Victoria Pourzand	31/08/2026
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**

Key Issues

1. Members of the Board, senior management and any colleague involved in procurement are required by the Financial Regulations (B17.1) to disclose any relevant interests. These are then registered and maintained in our University's Register of Interests which is held by Governance Services. The Financial Regulations also set out the expectation that individuals are responsible for ensuring their entries in the register are accurate and that Governance Services is notified promptly of any changes. Financial Services uses the information in the preparation of the annual financial statements, and it is also provided to our external auditors as part of the annual audit.
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 intended to ensure transparency by recording these interests and that they are handled appropriately.
3. In July each year colleagues are required to review and update their entry in the register. The requirement for 2022/23 covers 94 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. All 94 entries were provided – twelve of these were from the previous year from colleagues who had left the University and were not able to complete a register prior to their leaving.
4. All governors have been asked to review their "fit and proper person" declaration as part of our annual checks to determine whether any circumstances have changed by the end of September.

Author

Name: Susie Bradford, Governance Officer

Date: September 2023

Approval Route

Name: Kate Harvey, Governance Services Manager

Date: 26 September 2023



LEEDS
BECKETT
UNIVERSITY

GOVERNANCE & NOMINATIONS COMMITTEE

13 OCTOBER 2023

Schedule of Business 2023/24

Purpose of Report

The report presents the Governance and Nominations Committee's schedule of business for 2023/24.

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, Governance Services Manager

Date: October 2023

AGENDA ITEM 23
GON-2324-019
OPEN

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	<u>Annual Report on Data Protection and FOI 2022/23</u>	UKVI Compliance Annual Report
Annual Review and Remuneration of the Committee Chairs 2022/23	SU Democracy Review	<u>OIA Referrals, 2023 Annual Report</u>
Register of Interests	<u>Conflict of Interests Policy</u>	Governor Pairing 2024/25
Governor Feedback & Priorities		
Governor Recruitment Update		
Induction, Pairing and Development Update		
<u>Annual Report on Fundraising and Donations</u>		
<u>Modern Slavery Act Transparency Statement</u>		
<u>Student Inclusion, Wellbeing & Safety Annual Report (to include update on Statutory Duty of Care)</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, February 2025) 	<ul style="list-style-type: none"> • Conflict of Interest Policy (biennial, June 2025) • SU Quinquennial Review (next due 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