



## MINUTES of the 05 October 2018 meeting

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### Present:

Dr David Fletcher (Chair)

Jack Harrison

Professor Peter Slee

Tracey Lancaster

Nick Whitaker

Professor Peter Marsh

### In attendance:

Stewart Harper\*

Cath Smith (Secretary)

Caroline Thomas

### Apologies:

David Lowen

*\*as indicated in the proceedings.*

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## Part A: Preliminary Items

### Declaration of Interest

01.2018.GON The Chair and Nick Whitaker declared interests in relation to parts of paper GON-2018-006, the annual review and remuneration of committee chairs 2017/18. Professor Peter Marsh would take the Chair whilst the Chair's remuneration was being considered.

### Minutes

02.2018.GON The Committee **AGREED** that the minutes of its meeting held on 08 June 2018 were an accurate record (paper reference GON-2018-001).

### Matters Arising

03.2018.GON The Chair presented a report on the matters arising from the minutes of the previous meeting of the Committee held on 08 June 2018 (paper reference GON-2018-002). It was **reported** that:

- (a) The proposal to amend the Committee's terms of reference to clarify its responsibility for approving the Corporate Governance Statement was approved by the Board at its meeting of 13 July 2018.

- (b) The recommendations made relating to Board membership, appointments and committee memberships were considered and approved by the Board at its meeting of 13 July 2018.
- (c) The proposed changes to the Governor Code of Conduct and Standing Orders were considered at the Board meeting on 13 July 2018 and approved subject to a number of minor amendments, which had subsequently been made and the documents finalised.
- (d) The Committee had considered a proposal by correspondence to appoint two directors to MoreLife (UK) Ltd, and in doing so, increasing the size of the Board. The proposal had support from the Chair of the Board of MoreLife (UK) Ltd and the University Executive Team. The Committee's responses to the proposal were collated and considered by the Chair who subsequently approved the proposal.
- (e) The advertisement for a staff governor from professional services went out to staff on 18 September with a closing date for applications of 10 October. There had been a good amount of interest and interviews were planned for 2 November. It was anticipated that the successful candidate would be in place for the Board meeting on 23 November 2018.

Secretary's  
note:

*Sections 03(f).2018.GON and 04(a-c).2018.GON are confidential and exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*

## Part D(1): Compliance Matters

### Annual Report on Data Protection and Freedom of Information 2017/18

05.2018.GON The Committee received a report from the Deputy University Secretary that provided a summary of activity relating to Data Protection and Freedom of Information in 2017/18 and the work undertaken relating to the implementation of the General Data Protection Regulation (GDPR) (paper reference GON-2018-008). It was **reported** that:

- (a) 237 freedom of information requests had been received, a small reduction from 240 in the previous year. 96% of requests had been responded to within the statutory deadline of 20 working days with the majority of the remaining requests being issued within a day of the deadline.
- (b) Information had been disclosed in full for 154 requests, in part for 53 and in five cases the information was withheld in full. Where information was partly or fully withheld this was because exemptions under the Freedom of Information Act had applied. For 18 requests the University did not hold the information requested and seven requests were withdrawn. The scope of requests for information was wide and although many were anonymous almost a quarter came from journalists or media organisations.

- (c) Of the 67 requests for personal data made in accordance with the Data Protection Act, 20 were Data Subject Access Requests, which was a significant increase from the seven received the previous year. 41 requests were made for information mainly from the police, with one from Student Finance England. The remaining six requests related mainly to solicitors acting on behalf of claimants, none of which related to claims against the University.
- (d) Preparations for GDPR that came into force on 25 May 2018 had represented a significant amount of work and had required engagement from across the University. To date around two thirds of relevant staff (1,700 individuals) had completed the online data protection training module and around 530 of the 600 colleagues identified as requiring face to face training had now completed it.

## Annual Compliance & Assurance Report 2017/18

06.2018.GON The Committee received a report from the Deputy University Secretary that summarised the work of the Committee during 2017/18 in overseeing the arrangements the University has in place to comply with all regulatory requirements during 2017/18 and to date, which in addition to those associated with public funding from the Higher Education Funding Council for England (HEFCE) and the Office for Students (OfS), include a number of other areas of broader legal and regulatory compliance (paper reference GON-2018-010). It was **reported** that the University's compliance reporting framework would be updated to reflect the new OfS regulatory framework and would also be considered as part of the Board evaluation and the review of the role and remit of each of the Board's committees.

*Secretary's note:* Stewart Harper left the meeting.

## Part B: Governance Matters

### Corporate Governance Statement for the Year Ended 31 July 2018

07.2018.GON The Committee received the draft Corporate Governance Statement to be included in the University's Financial Statements for the Year Ended 31 July 2018 (paper reference GON-2018-003). It was **reported** that the Statement would be updated to reference the outcome of the University's application to register with the Office for Students and references would also be made to the University's commitment to the Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code.

08.2018.GON It was **noted** that a few minor updates would be made to the Statement to:

- (a) Expand the Academic Board section to reference how the Board assured itself of academic quality.

- (b) Amend the referencing to the major estates projects to state that the Capital Programme was agreed.

09.2018.GON

Subject to the amendments discussed the Committee **RESOLVED** to approve the content of the Corporate Governance Statement for inclusion in the University's draft Financial Statements for the Year Ended 31 July 2018.

### **Board Evaluation 2018/19**

010.2018.GON The Committee received a report from the University Secretary on the plans for a Board Evaluation in 2018/19 (paper reference GON-2018-004). It was **reported** that:

- (a) The previous Board Evaluation in 2014/15 had been independent and had concluded that the University had sound governance arrangements in place. A number of improvements had been made to the operation of the Board as a result of the Board Evaluation. Since the last review the University had been through a number of changes including a new strategic plan, revised structures, new senior management and governors.
- (b) The context of governance and the various codes and practice had evolved; governance was becoming more prominent and high profile generally, including the accountability of boards.
- (c) It was proposed that the Board evaluation 2018/19 include: reviewing the outcomes of the end of year reviews undertaken with each governor; recruiting a number of new governors; undertaking an effectiveness survey to seek views from governors and UET; conducting a survey of Audit Committee members; reviewing the requirements of any new HE Code of Governance against current practice; mapping out compliance and oversight requirements of the new OfS regulatory framework against the current role and remit of the Board and committees; reviewing the number of committees and their role and responsibilities; consulting the Board and committees on any recommendations for changes; and drafting any proposed constitutional amendments to the Instrument and Articles of Government. Succession planning was a key priority for the Committee and the recruitment of new governors would include replacing governors that were planning to step down and appointing a Deputy Chair that might succeed the Chair in due course.

011.2018.GON It was **noted** that:

- (a) The proposed scope of the Board evaluation was thorough. It would be a challenge to obtain the approval of any proposed changes to the Instrument and Articles of Government by June and it was understood that the approval might carry forward into the following academic year.

- (b) The scope of the Board Evaluation would include the diversity of the Board's membership profile and the remuneration of Board members.
- (c) There would be a benefit in recruiting a governor with skills in reputation management in a charitable or regulated sector. Ideally the individual would have strong communication skills and could help to provide oversight of mental health, welfare and organisational development.

012.2018.GON The Committee **AGREED** the scope of the Board evaluation for 2018/19 and authorised the University Secretary to engage an executive search consultant to support the recruitment of a number of new independent governors, in consultation with the Chair of the Committee and the Chair of the Board.

### School Academic Committee - Effectiveness Review Outcomes

013.2018.GON The Committee received a report from the University Secretary on the outcomes of the school academic committees effectiveness review (paper reference GON-2018-005). It was **reported** that:

- (a) The review had concluded that the school academic committees were generally working effectively and recognised the need for some variation in approach at local level to reflect the different scope, scale and character of each school.
- (b) Obtaining student representation and engagement had been a challenge for some school academic committees. The School Fora had been more successful in securing student involvement and it was identified that the forums were a more likely meeting for students to engage as they were less formal and provided an opportunity for students to feedback issues directly affecting their university experience. The school academic committees were more focused on academic standards and quality matters which were perhaps of less interest and relevance but were an important part of the University's quality assurance process.

014.2018.GON It was **noted** that:

- (a) The review had identified that there could be greater clarity in the distinction between the remit of the school academic committee and that of the school leadership teams. The Committee discussed updating the terms of reference to make the distinction clearer.
- (b) Improving student participation in some of the school academic committees was important. It was noted that the when requirements of the new UK Quality Code for Higher Education were known further consideration may need to be given to student involvement in academic quality and standards.

## Part C: Governor Matters

### Annual Review and Remuneration of Committee Chairs 2017/18

015.2018.GON The Committee received a report from the Chair of the Board that provided a summary of the annual review meetings held with three Committee Chairs and his recommendations for their remuneration for 2017/18 (paper reference GON-2018-006).

016.2018.GON It was **noted** that the Chair of the Board considered that the three Chairs had carried out their duties effectively during 2017/18.

*Secretary's Note:* Nick Whitaker left the meeting.

017.2018.GON The Committee **noted** that the Audit Committee had been effectively Chaired during 2017/18 and the Chair had made a substantial contribution.

018.2018.GON The Committee **RECOMMENDED** to the Board that the level of remuneration for Nick Whitaker, Chair of the Audit Committee, should be the maximum permitted, that is £7,500, for the academic year 2017/18.

*Secretary's Note:* Nick Whitaker re-entered the meeting.

019.2018.GON The Committee **noted** that the Chair of the Senior Staff Remuneration Committee had led the review of the Senior Staff Remuneration Committee effectively which had included engagement with staff and students.

020.2018.GON The Committee **RECOMMENDED** to the Board that the level of remuneration for Ann Bishop, Chair of the Senior Staff Remuneration Committee should be the maximum permitted, that is £7,500, for the academic year 2017/18.

*Secretary's Note:* Dr David Fletcher left the meeting and Professor Peter Marsh took the Chair.

021.2018.GON The Committee **noted** that the Chair of the Governance & Nominations Committee had a great deal of experience from the sector and had carried out his responsibilities to a very high standard.

022.2018.GON The Committee **RECOMMENDED** to the Board that the level of remuneration for Dr David Fletcher, Chair of the Governance and Nominations Committee, should be the maximum permitted, that is £7,500, for the academic year 2017/18.

*Secretary's Note:* Dr David Fletcher re-entered the meeting and resumed as Chair.

## Induction and Development Update

023.2018.GON The Committee received a report from the University Secretary that provided an update on the induction of the new members, induction feedback received during 2017/18 and governors' engagement with development opportunities available through Advance HE and internally (paper reference GON-2018-007). It was **reported** that whilst the time commitment required for Board activities was explicit for independent governors it would also be clarified for staff governors. A formal letter of appointment would be created for new governors that referenced the expectations of governors in terms of collective responsibility, communication and behaviour.

## Part D(2): Compliance Matters

### Register of Interests

024.2018.GON The Committee received a report from the University Secretary that provided an update on compliance with the register of interests annual update (paper reference GON-2018-009). It was **reported** that in accordance with the financial regulations the register of interests had been updated and was in place for 2018/19.

### Annual Report on Fundraising and Donations 2017/18

025.2018.GON The Committee received a report from the Deputy Vice Chancellor (Corporate Communications) that summarised the fundraising activities undertaken and the donations received in 2017/18 and set out planned fundraising activity and targets for 2018/19 (paper reference GON-2018-011). It was **reported** that:

*Secretary's note*      *Sections 026(a).2018.GON is confidential and exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*

027.2018.GON (a) Activities during 2017/18 had also included a comprehensive email campaign to ensure compliance with GDPR and establishing a donation platform on Beckett Connect, the University's new online platform for alumni.

(b) It was intended that the structure of the paper would vary in the future to focus more succinctly on the financial aspects and provide assurance that activities were conforming with the expectations of the Funding Regulator.

028.2018.GON It was **noted** that the accuracy of fundraising target for 2018/19 would be checked and an update provided to the President of the Students' Union.

## Part E: Other Business

### Use of the University Seal

029.2018.GON The Committee received a report providing an overview on the use of the University seal since the last full report to the Committee (paper reference GON-2018-012).

### Schedule of Business for 2018/19

030.2018.GON The Committee received its schedule of business for 2018/19 (paper reference GON-2018-013).

### Date of next meeting

031.2018.GON The next meeting of the Governance & Nominations Committee would be held at 13:30 on Friday 18 January 2019 in Room G07 Old Broadcasting House, City Campus

Confirmed by the Committee/Board as a correct record and signed by the Chair:

Signed: \_\_\_\_\_ Date: \_\_\_\_\_