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| **MINUTES** of the 15 March 2019 meeting |
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| **Present:** |  |  |
| Dr David Fletcher (Chair) |  |
| Jack Harrison | Professor Peter Marsh | Jo Norry |
| Nick Whitaker |  |  |

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| **In attendance:** |  |  |
| Cath Smith (Secretary) | Caroline Thomas |  |

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| **Apologies:** |  |  |
| David Lowen  | Tracey Lancaster | Professor Peter Slee |

*\*as indicated in the proceedings.*

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| **Part A: Preliminary Items** |

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| **Declarations of interests** |
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|  | No declarations of interest were received. |
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| **Minutes** |
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|  | The Committee **AGREED** that the minutes of its meeting held on 18 January 2019 were an accurate record (paper reference GON-2018-021) subject to amending minute 036(b).2018.GON to replace ‘encouraging’ with ‘ensuring’ that suppliers registered with the tool and completed any outstanding supplier actions in relation to modern slavery.  |
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| **Matters arising** |
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|  | The Chair presented a report on the matters arising from the minutes of the previous meeting of the Committee held on 18 January 2019 (paper reference GON-2018-022). It was **reported** that: |
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|  | 1. The Modern Slavery Transparency Statement was amended in line with the comment made at the meeting and had been published on the University’s website.
2. The University Secretary had sent a brief communication to the Board with the Board Evaluation Survey results paper and the planned next steps and timescales.
3. The University Executive Team (UET) had considered the topics on which governors had identified they would like to receive further information. These would be included in the forthcoming away day on 26 April 2019 and would be incorporated into the Board schedule as the year progressed.
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| *Secretary’s Note* | *Minutes 050(d).2018.GON – 051(b).2018.GON are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.* |
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| **Part B: Compliance Matters** |
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| **Student Complaints and Appeals 2017/18 Annual Report** |
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|  | The Committee received a report from the University Secretary that provided an overview of the management of student complaints and academic appeals received during 2017/18 to provide assurance that these were effectively managed and addressed (paper reference GON-2018-023). It was **reported** that:1. The number of formal student complaints had decreased to 47 during 2017/18, equating to 0.2% of the total student population, a 15% reduction in the number of formal complaints received when compared with 2016/17. 61% of complaints were upheld in full or in part, compared with 52% in the previous year.
2. There remained a continued focus on informal resolution to help try to prevent complaints escalating. The timescales for resolving formal complaints had improved slightly to 32 working days against a service standard of 30 working days.
3. The number of academic appeals had decreased with a total of 207 appeal requests received during 2017/18 compared to 238 during 2016/17, although this was representative of a proportionate decline in the overall size of the student population. The most prominent reason for appealing was previously undisclosed extenuating circumstances. 67% of appeals were rejected at the adjudication stage for not meeting the grounds for appeal. Of the remaining appeals, 94% were resolved informally without the need for an appeal hearing. The average time taken to complete appeals was 17 working days, within the service standard of 20 working days.
4. Once the University’s internal procedures were completed, students were issued with Completion of Procedures (CoP) letters which enabled them to request a review of the decision by the Office for the Independent Adjudicator (OIA). Of the 164 CoP letters issued during 2018, 14 complaints were referred to the OIA, compared to the 15 referred in 2017 which had been significantly below the average for other institutions in the same OIA band and of a comparable size. Complaints to the OIA would be used as a lead indicator by the OfS to make an assessment about the University’s performance. The OIA Annual Statement for 2018 would be published during April 2019 at which time further analysis on the University’s performance in comparison to other institutions would be provided.
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|  | It was **noted** that: (a) The Committee welcomed the format, case examples and summary level of detail in the report.  |
| *Secretary’s note* | *Minute 053(b).2018.GON is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.* |
|  | 1. The University issued a much higher number of CoP letters than other institutions of the same band and size. The University’s approach was in line with OIA guidance and best practice as it provided students with the information as to how they could progress complaints further if they wished. Given the University had received fewer referrals to the OIA than its comparator organisations the issuing of a higher number of CoP letters was not a cause for concern.
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| **Annual Report on Subsidiary, Associate and Investment Companies** |
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|  | The Committee received a report from the University Secretary that provided an overview of governance matters relating to the University’s subsidiary, associated and investment companies (paper reference GON-2018-024). It was **reported** that:  |
| *Secretary’s Note* | *Minutes 054(a-b).2018.GON are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.* |
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|  | 1. The University Secretary had been invited to join the Board of Unipol Student Homes as a third university nominated director alongside the Director of Students Services and the Director of Campus and Residential Services. A meeting had been scheduled to discuss the role further and would not commence until the 2019/20 academic year, given other priorities.
2. The University’s involvement as a member of the Leeds Triathlon Centre Limited was approved by the Finance, Staffing & Resources Committee on 15 June 2018 and the Governance & Nominations Committee was responsible for nominating a director onto the company.
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|  | 1. The Committee **RESOLVED** that, subject to the outcome of the meeting between the University Secretary and Chief Executive of Unipol and her subsequent agreement, the Committee would be supportive of her appointment as the University’s third nominated director if deemed appropriate.
2. The Committee **RATIFIED** that the University nominated director for the Leeds Triathlon Centre Limited be Sally Nickson, Director of Sports and Active Lifestyles.
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| **Part C: Governance Matters** |
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| **Governor Recruitment**  |
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|  | The Committee received a verbal report from the University Secretary that provided an update on the position in relation to the independent governor recruitment exercise. It was **reported** that the shortlisting packs had been provided by the recruitment consultants Minerva that day which included a long list of 25 applicants with a profile and assessment for each, from which the University hoped to recruit at least four independent governors. The applicants had a range of experience and it was reassuring that the composition of the pool would help the Board improve its diversity. There was a shortlisting meeting of the panel with Minerva on 21 March 2019 and it was anticipated that interviews would be held where possible on 27 March 2019. Recommendations for appointment would be considered at the Board Away Day on 26 April 2019 to help provide the opportunity for new governors to attend the Board meeting in July. As the Governance & Nominations Committee would not be meeting again prior to the Away Day the panel’s recommendations would be shared with the Committee by email.  |
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|  | It was **noted** that it would be useful to ensure that some of the potential new governors were based in the locality to help improve the University’s regional contacts.  |
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| **Internal Effectiveness Review of the Board** |
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|  | *Minutes 058.2018.GON – 059.2018.GON are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.* |
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| **Board Membership** |
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|  | The Committee received a verbal report from the University Secretary who **reported** that a number of recommendations would be brought to the next meeting in relation to Board membership.  |
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| **Office for Students (OfS) Reportable Events** |
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|  | The Committee received a verbal report from the University Secretary who confirmed that there had been no reportable events since the last meeting of the Committee on 18 January 2019.  |
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| **Review of the Higher Education Code of Governance** |
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|  | The Committee received a report from the University Secretary that provided an overview of the upcoming review of the Committee of University Chairs (CUC) Higher Education Code of Governance which was published in December 2014. It was **reported** that the University Secretary had prepared a draft institutional response to the consultation which closed on 20 March 2019 and welcomed the Committee’s input.  |
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|  | The Committee discussed the omission of the Audit Code of Practice from the proposed terms and conditions of funding issued by OfS for consultation and the continued importance of audit work and the role of the Audit Committee which could be incorporated into a new Code. A number of other issues were discussed, including the role of the Code in articulating the Board’s role in determining institutional culture and values. The Committee agreed that with the minor amendments discussed, the University Secretary should submit the response in time for the deadline. |
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| **Part D: Others Business** |
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| **Use of the University Seal** |
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|  | The Committee received a report that provided an overview on the use of the University seal since the last full report to the Committee (paper reference GON-2018-027). |
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| **Schedule of business for 2018/19** |
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|  | The Committee received its schedule of business for 2018/19 (paper reference GON-2018-028).  |
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| **Date of next meeting** |
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|  | The next meeting of the Governance & Nominations Committee would be held at 13:30 on Friday 14 June 2019 in Room G05 Old Broadcasting House, City Campus.  |
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| **Other business** |
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|  | No other business was raised. |
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| Confirmed by the Committee/Board as a correct record and signed by the Chair: |
| Signed: |  | Date: |  |