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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON WEDNESDAY 20 SEPTEMBER 2023**  |
| PRESENT: |
| Meg Munn, Chair | Prof Sir Chris Husbands |
| Prof Jeff Bale  | Dr Jia Liu |
| John Cowling | Giles Searby |
| Abiola Fasipe |  |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | All |
| Ruth Thei, Head of Governance and Sector Regulation | All |
| Tracey Goodwill, Committee Secretary  | All |
| APOLOGIES: Joanna Allen and Penny Thompson  |

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| Minute Ref | Item of Business | Paper Ref  |
| GNC\_2023\_09\_20\_01 | CHAIR’S OPENING REMARKS |  |
| 1.1 | The Chair welcomed new members of the Committee, Giles Searby and Abiola Fasipe to the meeting. |
| GNC\_2023\_09\_20\_02 | DECLARATIONS OF INTEREST |  |
| 2.1 | There were no declarations of interest.  |
| GNC\_2023\_09\_20\_03 | MINUTES OF THE PREVIOUS MEETING | GNC\_2023\_09\_20\_P02.1 + 02.2 |
| 3.1  | The minutes and confidential minutes of the meeting held on 15 June 2023 were **approved** as a correct record.  |
| GNC\_2023\_09\_20\_04 | MATTERS ARISING/ACTION TRACKER | GNC\_2023\_09\_20\_P03 |
| 4.1 | The Committee **noted** the action tracker including the work completed, including in particular, the matter arising following the July 2023 Board approval of the Governance arrangements to support the transition to a new Chair of the Board, summarised as:* An extension to Meg Munn’s term of office as an Independent Member and her appointment as Interim Chair of the Board to 31 May 2024 (including ex-officio appointments to Governance and Nominations Committee, Remuneration Committee and Board Officers); and
* The bringing forward of Giles Searby’s appointment as Deputy Chair of the Board to 19 July 2023.
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| GNC\_2023\_09\_20\_05 | OTHER URGENT BUSINESS |  |
| 5.1 | There was no other urgent business. |
| GNC\_2023\_09\_20\_06 | **DEPUTY CHAIR OF THE COMMITTEE** |  |
| 6.1 | The Committee **elected** Penny Thompson as Deputy Chair of the Committee to serve until 31 July 2024.  |
| GNC\_2023\_09\_20\_07 | **CHAIR OF THE BOARD APPOINTMENT: UPDATE** | GNC\_2023\_09\_20\_P06 |
| 7.1 | The Committee **noted** the progress report including the timeline for the recruitment of a Chair of the Board and the appointment of a non-executive search agency to support the University in recruiting a new Chair. The advertisement of the vacancy went live on 30 August supported by planned communications to promote the vacancy.The Deputy Chair of the Board reported that an update on expressions of interest in the vacancy was expected from the non-executive search agency.  |
| 7.2 | A progress report would be made to the Board in October 2023. **Action:** University Secretary/Head of Governance and Sector Regulation. |
| GNC\_2023\_09\_20\_08 | BOARD OF GOVERNORS MEMBERSHIP MATTERS | GNC\_2023\_09\_20\_P07.1  |
| 8.1 | The Committee **noted** the report on Board membership matters. This included:* previously approved changes to Board size;
* the terms of office of academic staff members;
* proposals for the re-appointment of Independent Members to the Board who reach the end of their first term of office on 31 July 2024; and,
* a summary of the 2023 competency audit outcomes alongside diversity and inclusion data.
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| 8.2  | A confidential minute was recorded. |
| 8.3 | The summary of the 2023 competency audit outcomes alongside diversity and inclusion data reported: 1 The gender composition of the Board is 60% male and 40% female. With regard to the commitment that the Board’s Independent membership having not less than 40% female or 40% male members, the gender composition of Independent members is 57% male and 43% female.2 The Board ethnicity composition is 75% White and 25% are other ethnic backgrounds.3 The Committee discussed the approach to the presentation of the Professional Skills category in future Competency reports, which would be updated when new members joined the Board, and suggested that essential and desirable would be helpful groupings.  |
| 8.4 | **Action:** Committee Secretary to progress the actions arising in connection with the Board membership matters.  |
| GNC\_2023\_09\_20\_09 | CHAIR OF THE BOARD ANNUAL REVIEWS | GNC\_2023\_09\_20\_P07.2 |
| 9.1 | The Chair introduced the report on the draft initial action plan drawn from the themes emerging from governors’ feedback in the annual 1:1 meetings, which included:* strong commitment from Board members to support the University as the challenging external financial context continued to impact strategic ambitions for income growth and diversification and the transitions to a new Vice-Chancellor and Chair of the Board progressed.
* Managing differential knowledge and experience of members and ensuring inclusion across meeting formats.
* Enabling greater engagement with staff and students.
* Opportunities to further streamline meetings and discussions.
* Positive feedback on the contribution of the Board Apprentice programme.
* Good governance/committee structure including support from the Governance Services Team.

Time has been scheduled for discussion of these themes at the October 2023 Strategy Event. Outcomes would be used to clarify and finalise the actions in the initial plan, including any specific timings/individual responsibilities. The action plan content would also be aligned with the Annual Governance Review survey outcomes and the 2023/24 Training and Development programme (agenda items 10.1 and 12 refer).The Committee **noted** the report.  |
| GNC\_2023\_09\_20\_10 | SENIOR INDEPENDENT GOVERNOR (SIG) | GNC\_2023\_09\_20\_P07.3 |
| 10.1 | The Committee has previously considered options for the introduction of a SIG, which would enhance compliance with the CUC Higher Education Code of Governance.The Committee **considered** the report including the draft role description and raised the following points: 1. It was intended that the role would achieve a balance between potential capacity of Members (given the planned reduction in Board size), whilst also securing the SIG’s independence of other Board responsibilities. Following discussion, it was agreed that the eligibility criteria should not exclude the Committee Chairs and reaffirmed that the SIG role should be separate and distinct from the Chair of the Board and the Deputy Chair of the Board.
2. Members who had experience of a SIG or Senior Independent Director in other organisations outlined their experience of its operation, the scope of the role, its benefits for the organisation and the challenges for the role holder.
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| 10.2 | The Committee reaffirmed its support of the role and suggested that a trial period would support further evaluation. Subject to further testing at the Board’s discussion in October, to refine the role descriptor with a view to inviting nominations from the Independent Members of the Board. **Action:** Head of Governance and Sector Regulation |
| GNC\_2023\_09\_20\_11 | COMMITTEES OF THE BOARD | GNC\_2023\_09\_20\_P08 |
| 11.1 | The Committee **noted** the report on memberships of the committees.  |
| 11.2 | A confidential minute was recorded. |
| 11.3 | The Committee **noted** the future aspirations of members to join other committees and to progress continuing development opportunities which had been raised in the annual 1:1 meetings. The Committee **advised** the following: 1. the rotation of members on committees should be planned and approached in a systematic way.
2. at the joint meeting of FEC/ARC in November 2023 members would be invited to discuss the GNC intention to offer planned rotation between the two committees, noting the balance of experience and expertise required for each of the committees to fulfil its responsibilities and the recommended practice in the CUC Audit Code of Practice that ARC members are not usually members of FEC or its equivalent.
3. the new Chair of the Board would be invited to join FEC when appointed.
4. in the meantime, the Independent Members who reach the end of their first terms on committees on 31 July 2024, would be recommended for re-appointment to those committees which they were currently a member of.
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| 11.4 | A confidential minute was recorded. |
| 11.5 | A confidential minute was recorded. |
| 11.6 | The Committee discussedthe role description for the vacancy for an External Co-opted member on the **Academic Assurance Committee** and **advised** that the vacancy should be filled to enhance the experience and expertise of members and ensure membership remained in proportion to the expanding areas of academic assurance. It was suggested that experience of online learning may be desirable given the University’s strategic ambition in this area.It was confirmed that previous HE senior leadership experience specifically in a Post-1992 university was not an essential criteria. **Action:** Head of Governance and Sector Regulation |
| 11.7 | **Action:** Committee Secretary to progress the actions arising in connection with the membership matters.  |
| GNC\_2023\_09\_20\_12 | GOVERNANCE APPRENTICESHIP: APPROACH TO FUTURE PROVISION | GNC\_2023\_09\_20\_P09 |
| 12.1 | The Committee **considered** the report on the Board Apprentice Scheme and discussion of the next steps, options and timing of future provision raised the following: 1. the Apprenticeship Programme had received positive feedback from members of the Board in the annual 1:1 meetings.
2. any future provision should ensure a clear and comprehensive offer for Apprentices and be sustainable for the University.
3. This would include further consideration of the University’s search capacity and whether to work with an externally managed apprenticeship scheme provider or manage the next cycle of apprentice recruitment in-house.
4. Governance Services would continue to monitor developments of board apprenticeship schemes in the HE sector over the next 12 months to inform a further report for consideration at the Committee’s Autumn 2024 meeting.

**Action:** Head of Governance and Sector Regulation |
| GNC\_2023\_09\_20\_13 | ANNUAL GOVERNANCE REVIEW | GNC\_2023\_09\_20\_P10.1GNC\_2023\_09\_20\_P10.2 |
| 13.1 | The Head of Governance and Sector Regulation introduced the report which gave the headline results and themes from the Board-level Annual Governance Review and survey. Overall, the outcomes showed a high level of confidence leadership, operation and effectiveness of the Board and its Committees and provided some helpful suggestions for further development and enhancement. As discussed earlier, the actions for the Board would be aligned with those in the initial draft action plan following the annual 1:1 meetings.  |
| 13.2 | There was a need to continue to learn from good governance practice in HE and other sectors. The Governance Team would carry out analysis of the themes emerging from recent external review reports of governance to inform scoping of the Board’s next external review of effectiveness. **Action:** Head of Governance and Sector Regulation |
| 13.3 | The Committee **noted** the annual review of GNC Terms of Reference which included a summary of the work in the year to 31 July 2023 and members’ responses to the Annual Governance Review survey.  |
| GNC\_2023\_09\_20\_14 | STUDENTS’ UNION INCORPORATION AND CONSTITUTION | GNC\_2023\_09\_20\_P11 |
| 14.1 | The Committee **noted** the report and that a special meeting of the Committee may need to be convened, subject to the progress of ongoing work.  |
| GNC\_2023\_09\_20\_15 | TRAINING AND DEVELOPMENT | GNC\_2023\_09\_20\_P12 |
| 15.1 | The Committee **noted** the report.  |
| GNC\_2023\_09\_20\_16 | ANNUAL BUSINESS CYCLE 2023-24 | GNC\_2023\_09\_20\_P13 |
| 16.1 | The Committee **noted** the outline annual cycle of business.The next meeting would be held on Tuesday 5 March 2024. |
| GNC\_2023\_09\_20\_17 | CHAIR’S CLOSING REMARKS |  |
| 17.1 | The Vice-Chancellor would leave the University at the end of 2023. On behalf of the Committee the Chair thanked Professor Sir Chris Husbands and wished him well for the future. |