

[Confidential in respect of Minute 21/05-06]

MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE ON WEDNESDAY 17 FEBRUARY 2021

Present

Dr Janet Bonar	Staff Governor
Phil Cotton	Independent Governor & Chair
Councillor Satvir Kaur	External Co-opted Governor
Sharath Ranjan	Independent Governor
Professor Karen Stanton	Vice-Chancellor & Governor ex Officio

In attendance

Dr Caroline Carpenter	University Secretary & Registrar
Bridget Woolven	Clerk to the Governors

21/01 Welcome & Apologies

Sharath Ranjan was welcomed to his first Governance Committee meeting. The Committee was quorate. No apologies had been received.

21/02 Conflict of Interests - No conflicts of interest were declared.

21/03 Minutes of 18 November 2020 - Approved with one amendment at Min 20/24 where 'Head of Student Voice' should read 'Students' Union President'.

21/04 Matters arising from the previous meeting.

- i. The survey for the evaluation of the performance of the Chair of the Board had been circulated to members in November along with the Board's skills matrix.
- ii. The Chair of the Board would meet with James Rimmer, Audit Chair, to review the evaluation feedback on 19 February.
- iii. The CUC Code had been adopted by the Board on 25 November 2020.
- iv. The Board had, on 25 November, approved a small update to the University's Instrument of Government.

21/05 Membership of the Board and its Committees

Paper 21/GC/01
Confidential

This minute is confidential.

21/06 Recruitment of Independent Governors And Succession Planning

Paper 21/GC/02
Confidential

This minute is confidential.

21/07 Public Interest Guidance Principles & Recruitment of Governors

Paper 21/GC/03

- i. The Committee received a report on the steps taken by the Clerks' Office, in respect of recruitment of new Governors, to ensure compliance with the Public Interest Guidance Principles (PIGPs) that are a condition of registration with the Office for Students (OfS) as outlined below:

- Principle xiii Governing body: The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.
 - Principle ix Fit and proper: Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.
- ii. In the case of Principle xiii, Governance Committee reviewed the membership and the skillset of the Board of Governors at each meeting and received a Committee membership listing at least annually.
- iii. In the case of Principle ix, when any proposal to appoint a new Governor was presented to Governance Committee, the Committee:
- received assurance that a satisfactory 'fit and proper' declaration had been filed with the Clerk to the Governors;
 - in the event of any negative response to any the questions on the declaration, the Clerk would first contact the nominee for clarification and inform the Committee of the response;
 - could be assured that the nomination had the support of the Nominations Group, comprising the Vice-Chancellor, the Chair and the Vice Chair;
 - could be assured that the Clerk had conducted a check of the register of Disqualified Directors and the Insolvency Register as well as a general internet search.
 - could be assured that on joining, each new Governor completed a declaration of interests which was renewed annually.
- iv. The Committee noted the report.

21/08 Date of meetings 2020/21:

Wednesday 7 April 2021 16:00hrs
Wednesday 30 June 2021 16:00hrs