SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee held on 12th October 2016

Present: Mr C Clements (Independent Governor), Dr S Cottrell (Independent Governor & Vice-Chair of the Search & Nominations Committee), Mr J Flathers (Independent Governor and Chair of the Search & Nominations Committee), Ms Handa (Independent Governor & Committee member) Professor S Wonnacott (Principal & Governor ex officio & Committee member)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1. Apologies for absence. There were no apologies for absence.

2. Declarations of interest. There were no declarations of interest.

3. Election of Chair & Vice-Chair of the Search & Nominations Committee for 2016/17

Mr Flathers was elected as Chair of the Search & Nominations Committee for 2016/17: proposed Professor Wonnacott, seconded Ms Handa.

Dr Cottrell was elected as Vice-Chair of the Search & Nominations Committee for 2016/17: proposed Mr Flathers, seconded Ms Handa.

PART I - Items for approval

4. Minutes of the previous meeting. The minutes of the meeting of the Search & Nominations Committee held on 8th June 2016 were approved: proposed Dr Cottrell, seconded Ms Handa.

5. Action plan update & matters arising from the minutes, not elsewhere on the agenda. The Committee noted that actions had either been completed or had a future completion date. Members noted, with reference to the action table, that:

- The Clerk would demonstrate how to access the online governance effectiveness questionnaire at the Board of Governors’ meeting later on 12th Oct. 2016;
- The further development of the layout of the Board of Governors’ section of eStudio had been deferred to 2017;
- It had been arranged with Adam Allsuch Boardman (Students’ Union President) and Kimberley Burrows (elected Student Governor) at their induction session on 14th Sept. 2016 that a follow session would be held during spring term 2017;
- The Clerk would contact Governors concerning updating their profiles/pen portraits in
connection with the College's application for university title.

*Action: Clerk*

It was noted that there were no other matters arising from the minutes.

The Committee completed its review of actions arising from the June 2016 minutes.

### PART II - Items for consideration & decision/recommendation

6. **Report on Governor attendance.** The Committee considered a report on attendance at Board and committee meetings in 2015/16 which highlighted attendance below the target of 80% set, with attendance figures for 2013/14 and 2014/15 provided for comparison. It was noted that the table recorded attendance at formal meetings and did not show Governor attendance at training sessions or other College events.

The Committee noted that overall attendance at Board of Governors and Search & Nominations Committee meetings in 2015/16 had been below the agreed target of 80%, while overall attendance at Audit Committee and Remuneration Committee meetings had exceeded target. All meetings of the Board of Governors and its committees held during the year had been quorate.

Members considered instances where individual Governor (excluding Student Governor) attendance had been 66% or lower i.e. with reference to 4 Governors, 3 of whom had had attendance below 66% in 2014/15, with the fourth having attendance which had exceeded target in 2014/15. Members considered reasons for non-attendance, including work responsibilities. It was also noted that there had been 6 scheduled Board of Governors’ meetings in 2015/16 plus 2 brief extraordinary Board meetings held before the Sept. 2015 and Feb. 2016 Governor training sessions, with the extraordinary Board meetings having had some effect on overall attendance i.e. each of the 4 Governors had sent apologies for at least one of the extraordinary Board meetings, with 2 sending apologies for both.

The Committee noted, with reference to external Governor re-appointments, that the Board of Governors re-appointment procedures stated that re-appointment was subject to satisfactory attendance. Members discussed the importance of good attendance generally for ensuring quoracy and to ensure that Governors fulfilled their responsibilities under the Articles of Government. It was, however, also noted that external Governors whose attendance had been low in 2015/16 had a good record of attending College events generally.

Actions to enhance Student Governor engagement in 2016/17 were discussed, including the value of a follow-up review following induction.

It was noted that the Chair of the Search & Nominations Committee, Mr Flathers, and that the Principal, Professor Wonnacott, would discuss future attendance with external Governors whose first term of office would end in 2017.

*The Committee received a report on Governor attendance during 2015/16.*

7. **Report on Governor & Committee member vacancies, including skills audit.** The Committee considered the Clerk's report on current and forthcoming Governor and committee member vacancies, noting in particular:

   - Terms of office ending in 2016/17 i.e. Professor Congdon (first term as a Co-
opted Governor with experience in the provision of education would end on 10th July 2017; Mr Miles (first term as an elected Staff Governor would end on 29th Jan. 2017); Carolyn Wright (second and final term as an Independent Governor of the FE/HE corporation would end on 10th July 2017);

- A current vacancy on the Audit Committee (as a result of Mr Clements leaving the Committee to become Chair of the Board of Governors from 17th July 2016, with a further vacancy arising on 14th July 2017 (following the ending of Mrs Wright’s second term of office on 10th July 2017);
- A current vacancy for the role of Senior Independent Governor, which was an ex officio role for the Chair of the Audit Committee and which would therefore be filled when an election for Chair of the Audit Committee was held later on 12th Oct. 2016;
- A vacancy for a lead Governor for Finance from 17th July 2016, which was a role that the former Chair of the Board of Governors, Mr Yendell, had held in a personal capacity;
- A vacancy from 14th July 2017 for a lead Governor for Further Education (FE) and for Safeguarding & the Prevent Duty (following the ending of Mrs Wright’s second term of office on 10th July 2017).

The Committee noted that the skills audit table showed that the Board of Governors currently had a good skills mix overall but that FE sector skills would be reduced following the ending of Mrs Wright’s final term of office in July 2017. It was agreed that the vacancy should be advertised through the College’s FE network, with an appointment at senior level being sought. It was anticipated that the person appointed would become lead Governor for FE and for Safeguarding & the Prevent Duty.

*Action: Principal*

The Committee agreed to recommend to the Board of Governors that Mr Clements should be appointed as lead Governor for Finance.

*Action: Chair, Search & Nominations Committee (SNC)*

It was noted, with reference to the ending of Mr Miles first term of office as an elected and co-opted Staff Governor, that nominations would be sought during autumn term 2016 and an election held if more than one nomination was received.

*Action: Clerk*

Members noted that Professor Congdon (Deputy Vice-Chancellor (Academic) at the University of Bradford) had indicated that she wished to be considered for re-appointment for a second term of office from July 2017.

*Action: Clerk*

The Committee discussed Audit Committee skills needs. It was noted that the Committee currently had a good skills mix including one qualified accountant and other members with senior level legal, banking and educational expertise. Accountancy and audit skills on the Committee had, however, been reduced as a result of Mr Clements leaving the Committee to become Chair of the Board of Governors from 17th July 2016. The possibility of appointing an external co-opted Audit Committee member with accountancy expertise was discussed. It was noted that previous approaches to large local accountancy firms had not been successful and agreed that, in the first instance, nominations for an external co-opted Audit Committee member with accountancy expertise should be sought from smaller local firms and educational institutions.

*Action: Chair, SNC/Principal*
The value of having educational expertise on the Audit Committee was noted with reference to the ending of Mrs Wright’s final term of office on 10th July 2017. It was noted that Mr Finnigan had recent experience of HE, as a former Vice-Chair of York St John University, and Mr Reid also had recent experience of HE, as a mature Art History student at Birkbeck College (where he was a Governor) and at the University of York.

Members considered the Governor equality and diversity report, which showed that female representation on the Board was recorded as 44% (with 71% in directly appointed categories) and that the percentage of Black & Minority Ethnic (BME) Governors was, at around 6.5%, similar to the equivalent percentage for staff and undergraduate students but below that for FE students. It was noted that recorded female representation on the Board of Governors had varied in 2015-16 i.e. it was 47% in Oct. 2015, 44% in Feb. 2016, and 38% in Apr. 2016 before returning to 47% in Sept. 2016. It was agreed that, while this was better than the HE sector average (i.e. as reported in the 2016 WomenCount: Leaders in Higher Education survey, which recorded that women made up 36% of HE governing bodies overall), the Committee should continue to keep Board diversity under review when making recommendations on appointments.

The Committee received the Clerk’s report on current and forthcoming Governor and Committee member vacancies.

8. **Succession planning.** The Committee considered the Clerk’s report on longer term succession planning, noting with reference to 2017/18 that:
   - Mr Ramshaw’s first term of office as an Independent Governor would end on 15th Oct. 2017, noting that Mr Ramshaw was Managing Director of Thompson Brand Partners;

The Committee received the Clerk’s report on longer-term succession planning.

9. **Progress report on actions arising from Governor annual appraisals/reviews & discussion of arrangements for next Governor review process by Chair/Deputy Chair.** The Clerk presented a progress report on actions arising from the 2015 Governor appraisals/reviews report, which was reviewed by the Committee. The completion of follow up/exit reviews for Student Governors who served during 2015/16 was discussed.

Members considered the process for the 2017 bi-ennial Governor appraisal/review process, including whether appraisals/reviews should be shared between the Chair & Deputy Chair of the Board of Governors, whether there should be prioritising of appraisals/reviews, discussion of attendance as part of appraisal/review, and the use of a pre-review form.

The Committee completed its review of actions arising from the from the 2015 Governor annual appraisals/reviews report. The Committee agreed that appraisals for Governors due for re-appointment and Student Governors (who normally served for 1 year) should be prioritised and that the Clerk should send a list of Governors due for appraisal/review to the Chair of the Board of Governors.

**Action: Clerk**

10. **Review of Governor training/development programme.** The Committee reviewed the Clerk’s report on Governor training, including a review of the 2016/17 Governor
Members noted that there was an agreed target of attendance by Governors at 3 external training/events annually and, with reference to 2016/17, that:

- Mr Reid had indicated that he would be interested in attending the Leadership Foundation for Higher Education (LFHE) ‘Governance of small and specialist institutions’ workshop (June 2017);
- Mr Finnigan would attend a KPMG Audit Institute HE update seminar on 16\textsuperscript{th} Nov. 2016.

It was noted that the LFHE’s 2016/17 Governor Development programme booklet had been e-mailed to Governors, for information. HEFCE/LFHE had also announced a Prevent Duty seminar in Manchester for Governors and managers with lead responsibility for Prevent, which had been drawn to the attention of Mr Russell (Director of Studies, Progression and Student Support), who would discuss attendance with Mrs Wright (lead Governor for Safeguarding, including Prevent).

Members noted with reference to the 2016/17 in-house Governor training/development programme, that a training session on Programme Development had been held in Sept. 2016. Members noted that a list of topics for the 2016/17 Governor training/development programme had been presented to the Committee’s June 2016 meeting and had included a report on the implications of Taught Degree Awarding Powers (TDAP), team building and strategic planning. It was noted, in the context of discussing the use of Governor Awaydays in the HE sector, that the Apr. 2017 Governors and Executive meeting was scheduled to begin at 4.00pm. The possibility of an Awayday or a longer Governor and Executive meeting was considered.

The Committee reviewed tables showing Governor attendance at in-house training events in 2014/15 and 2015/16 and 2016/17 to date. It was noted that while overall attendance at Governor training/development events in 2014/15 had been 81%, this had fallen to 65% in 2015/16, with attendance at the Feb. and Sept. 2016 training events being 44% and 56% respectively. The affect of the timing of training events on Governor attendance was considered e.g. events held other than on Wednesday afternoons could be difficult for staff and student Governors to attend, holding the Sept. training event later in the month would avoid the early Sept. holiday period.

The Clerk reported that induction sessions had been provided for the new Student Governors, Mr Adam Allsuch Boardman and Ms Kimberley Burrows on 14\textsuperscript{th} Sept. 2016. Mr A Allsuch Boardman had also attended a brief meeting with the Clerk before attendance at the July 2016 Board of Governors meeting.

Members considered the updated individual Governor training plans and agreed that it would be useful to send relevant extracts to individual Governors for review/comments.

\textbf{Action: Clerk}

The Committee completed its review of the Governor training/development programme.

\textbf{11. Annual review of role descriptions for: Governors, the Chair of the Board of Governors, & the Deputy Chair of the Board of Governors.} The Committee undertook its annual review of the role descriptions for: Governors, the Chair of the Board of Governors, and the Deputy Chair of the Board of Governors. It was noted that the Clerk was recommending no changes to the role descriptions, which had last been updated in Nov. 2015. Members
noted in discussion that the College’s Instrument and Articles of Government would be reviewed during 2016/17 with reference to the College’s application for university title and that it would be appropriate to review the role descriptions for the Chair/Deputy Chair as part of that process e.g. with reference to the relationship of the Chair of the Board of Governors and the Principal/Vice-Chancellor.

The Committee completed its annual review of Governor role descriptions (including the role descriptions for the Chair and Deputy Chair of the Board of Governors), agreeing that no revisions were required.

12. **Annual review of Committee performance checklist.** The Clerk reported that, under its standing agenda item list, the Committee reviewed its performance during the previous year with reference to an agreed self-assessment checklist, which considered the Committee’s performance with reference to its terms of reference.

The Committee reviewed its performance in 2015/16 with reference to its self-assessment checklist, noting that it was compliant. The checklist was signed by the Chair.

13. **CUC’s Higher Education Code of Governance & the work of the Committee.** The Clerk reported that the June 2015 meeting of the Board of Governors had agreed to adopt the CUC’s *Higher Education Code of Governance (2014)* from 1st Aug. 2015. It was noted that, as 2015/16 was the first year of operation of the new *Code*, the Audit Committee had received interim reports on performance against the *Code* at its Apr. and June 2016 meetings, with the final version to be presented to its Nov. 2016 meeting.

The Committee considered the draft responses in the sections of the 2015/16 *Code* report which fell within the Search & Nominations Committee remit (i.e. equality & diversity and the composition of the Board of Governors) and agreed they should be included in the final version of the report, noting (as discussed at agenda item 7 above) that the Committee would continue to seek to address any under-representation on the Board of Governors when searching for new Governors during 2016/17.

*Action: Clerk*

**PART VII - Final matters**

14. **Any other item(s) of business.** There were no items of business not already on the agenda.

15. **Risk management.** It was noted that no new items of risk had been identified at the meeting.

16. **Date and time of next meeting.** The Committee noted that it was next scheduled to meet on Wed. 7 June 2017 at 12.00 noon, agreeing that an earlier meeting should be arranged following interviews of candidates for current and forthcoming vacancies.

*Action: Clerk*
SEARCH & NOMINATIONS COMMITTEE

Minutes of an Extraordinary meeting of the Search & Nominations Committee held on 5th April 2017

Present:  Mr C Clements (Independent Governor & Committee member),
Dr S Cottrell (Independent Governor & Vice-Chair of the Search & Nominations Committee), Ms Handa (Independent Governor & Committee member), Professor S Wonnacott (Principal & Governor ex officio & Committee member)

In attendance:  Mrs F Bagchi (Clerk to the Board of Governors)

1. Apologies for absence. Apologies for absence were received from Mr J Flathers (Independent Governor and Chair of the Search & Nominations Committee). In Mr Flathers’ absence, Dr S Cottrell (Independent Governor & Vice-Chair of the Search & Nominations Committee) chaired the meeting.

2. Declarations of interest. There were no declarations of interest.

PART I - items for information

3. Minutes of the previous meeting. The Committee noted that, as the meeting was an Extraordinary meeting of the Committee, the minutes of the previous meeting were not due to be presented for approval.

PART II - items for decision & recommendation

4. Governor vacancies: vacancy for an elected and co-opted Staff Governor. The Clerk reported that:
   - Mr Miles’ first term of office as an elected and co-opted Staff Governor had ended on 29th Jan. 2017 and an election had been held;
   - The 2 candidates in the Staff Governor election were Richard Hudson-Miles and Gail Edge;
   - 79 votes were cast, with Gail Edge receiving 51 votes (65% of all votes cast) and Richard Hudson-Miles receiving 28 votes (35% of all votes cast);
   - Gail Edge, who was the College’s Strategic Planning Analyst, had therefore been elected;
   - Under the College’s Instrument of Government, a Staff Governor other than a nominee of the Academic Board must be appointed as a co-opted member of the Board of Governor;
   - The elected Staff Governor would be recommended for appointment to the Board of Governors as a co-opted Governor providing they had been duly elected and were eligible to serve as a Governor;
• Gail Edge has been duly elected and had completed a Governor eligibility form certifying that she was eligible to serve as a Governor;
• Under the Search & Nominations Committee’s terms of reference, the Committee made recommendations to the Board of Governors on all Governor appointments.

The Committee noted that Gail Edge had been duly elected as Staff Governor and that she had confirmed that she was eligible to serve as a Governor.

The Committee agreed to recommend to the Board of Governors the formal co-option of Gail Edge to the Board of Governors as the elected Staff Governor: proposed Mr Clements, seconded Ms Handa.

ACTION: Vice-Chair

PART III - final matters

6. Any other item(s) of urgent business. There were no other items of business not already on the agenda.

7. Risk management. No new items of risk had been identified at the meeting.

8. Date and time of next meeting. The Committee was next due to meet on Wed. 7th June 2017 at 12.00 noon.
SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee held on 7th June 2017

Present: Mr C Clements (Independent Governor), Dr S Cottrell (Independent Governor & Vice-Chair of the Search & Nominations Committee), Ms A Handa (Independent Governor & Committee member) Professor S Wonnacott (Principal & Governor ex officio & Committee member)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1 Apologies for absence. Apologies were received from Mr J Flathers (Independent Governor and Chair of the Search & Nominations Committee). In Mr Flathers’ absence, Dr Cottrell (Vice-Chair of the Search & Nominations Committee) chaired the meeting.

2 Declarations of interest. There were no declarations of interest at the start of the meeting. Mr Clements and Ms Handa declared an interest at item 8 i.e. in relation to the ending of their current terms of office.

PART I - Items for approval

3 Minutes of the previous meeting. The minutes of the meeting of the Search & Nominations Committee held on 12th Oct. 2016 were approved: proposed Mr Clements, seconded Prof. Wonnacott.

(Ms Handa joined the meeting).

4 Action plan update & matters arising from the above minutes, not elsewhere on the agenda. The Committee considered the action table attached to the above minutes, noting, in particular, that:
   • Governor and Committee vacancies were on the agenda;
   • A report on Governor individual training plans would be considered as part of the Governor induction and training report, which was on the agenda;
   • The Clerk would seek feedback on induction and training by e-mail from Mr Allsuch Boardman and Ms Burrows, if it was not possible to arrange face-to-face follow-up meetings before their term of office ended.

   Action: Clerk

It was agreed that the Clerk should ask Governors to complete the on-line governance effectiveness questionnaire on eStudio before the Board of Governors’ meeting on 5th July 2017 and would also send Governors screenshots providing a step-by-step guide on how to access eStudio and complete the questionnaire.
It was noted that the College was currently updating eStudio and that the Clerk would review any implications this might have for the Board of Governors’ section of eStudio.

There were no other matters arising.

5 **Minutes of the previous extraordinary meeting.** The minutes of the extraordinary meeting of the Search & Nominations Committee held on 5th Apr. 2017 were approved: proposed Mr Clements, seconded Prof. Wonnacott.

6 **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** It was noted that the action arising from the above minutes (i.e. the appointment of Ms Edge as Support Staff Governor) had been completed at the June 2017 Board of Governors’ meeting. There were no other matters arising.

**PART II - Items for consideration & decision/recommendation**

7 **Report on Governor & Committee member vacancies, including skills audit.** The Committee considered the report on succession planning.

Members noted with reference to vacancies on the Board of Governors that:
- There were currently no Governor vacancies;
- Mrs Wright’s second and final term as an Independent Governor of the further education (FE) and higher education (HE) corporations would end on 10th July 2017;
- Prof. Congdon’s first term as a Co-opted Governor with experience in the provision of education would end on 10th July 2017 and she had indicated that she would not be seeking re-appointment for a second term;
- The elected terms of office of Mr Allsuch-Boardman (Students’ Union President and Student Governor) and Ms Burrows (elected Student Governor) would end on 31st Aug. 2017.

Members noted with reference to committee and lead Governor vacancies that:
- There was currently a vacancy on the Audit Committee and there would be a further vacancy from 11th July 2017 i.e. with the ending of Mrs Wright’s term of office as an Independent Governor;
- Mrs Wright was also the Board of Governors’ lead Governor for FE and for Safeguarding and the Prevent Duty and there would be vacancies in relation to these roles from 11th July 2017.

The Committee discussed committee vacancies, including whether new Governors should be asked to commit to joining at least one committee. The Clerk reported that the adoption of a Carver style of governance meant that not all Governors were required to serve on committees and that some committee membership was ex officio e.g. membership of committees by the Chair and Deputy Chair of the Board of Governors. It was, however, noted that candidates with relevant skills and expertise would be asked at interview whether they would be willing to join a particular committee e.g. the Audit Committee.

The Committee noted that the Board of Governors currently had a good skills mix overall.
but education skills would be reduced following the ending of Mrs Wright and Prof. Congdon's terms of office on 10th July 2017. With reference to these vacancies, the Principal reported that a possible candidate, from an HE background but with a knowledge of FE in HE, had recently been identified but had decided not to apply due to other commitments, but that nominations concerning other possible candidates with an HE background had been received and would be reviewed.

Dr Cottrell and Ms Handa reported that they needed to update their audit of skills forms to better reflect their current skills and expertise. The Clerk reported that she had discussed with the IT department how best this could be done using eStudio and would inform Governors once the governance effectiveness questionnaire had been completed.

**Action: Clerk**

The Governor equality & diversity report showed that there was currently an equal gender split on the Board of Governors but that the percentage of Black, Asian & Minority Ethnic (BAME) Governors was 6.25%, which was below that for staff and students. It was noted that the percentage of Governors, staff and undergraduate students from BAME groups had previously been similar, although lower than that for FE students, but that the percentage of BAME staff and undergraduates had increased while the percentage for Governors had remained the same.

The Committee noted that the gender and BAME profile of the Board of Governors should be considered when considering candidates for the vacancies arising from the ending of Mrs Wright and Prof. Congdon's terms of office. It was noted, however, that as appointees with experience of education at a senior level were being sought and, although the College had a diverse senior management team, senior levels of HE were currently not generally diverse.

The Committee agreed to recommend to the Board of Governors' July 2017 meeting that Mrs Wright's current term of office should be extended by 6 months from 11th July 2017, subject to her being willing to accept re-appointment: proposed Mr Clements, seconded Ms Handa.

**Action: Chair**

It was noted that if Mrs Wright's membership of the Board of Governors were to be extended, she would also retain her membership of the Audit Committee and as the Board of Governors' lead Governor for FE and for Safeguarding and the Prevent Duty.

The Committee agreed to recommend to the Board of Governors' July 2017 meeting that Mr J Cox and Ms M Ojari should be appointed as, respectively, the Students' Union President & Student Governor and the Elected Student Governor from 1 Sept. 2017: proposed Mr Clements, seconded Ms Handa.

**Action: Chair**

The Committee received the report on Governor & Committee member vacancies.

**Succession planning.** The Committee considered a report on succession planning. Members noted, with reference to Governor vacancies occurring on 2016/17, that the ending of Mrs Wright and Prof. Congdon had been considered earlier on the agenda.

Members noted, with reference to Governor vacancies occurring on 2017/18, that:

- Mr Ramshaw’s first term of office as an Independent Governor would end on 15th Oct.
2017;
- Mr Bates’ first term of office as Academic Board nominee would end on 15th Oct. 2017;
- Ms Handa’s first term of office as an Independent Governor would end on 21st Jan. 2018;
- Mr Clements’ current term of office as an Independent Governor would end on 31st July 2018 at which point he would have completed 8 years as an Independent Governor and 2 years as Chair of the Board of Governors, having been appointed to the later role from 17th July 2016.

Members noted that:
- The Board’s of Governors’ policy on re-appointment was that Governors should normally serve two consecutive terms of 4 years, subject to satisfactory attendance;
- With reference to the term of appointment of the Chair of the Board of Governors, the College’s practice had been to follow the advice in the Committee of University Chairs’ Guide for Members of higher education governing bodies in the UK (2009) that the Chair of the Board of Governors should normally be considered to take up a new 4-year term of appointment on becoming Chair i.e. as Mr Clements had been appointed as Chair in July 2016, his current term of office would be extended to July 2020.

The Committee agreed that the vacancies which would arise on the ending of Ms Handa’s and Mr Clements’ term of office should be considered at the Committee’ Oct. 2017 meeting.

Action: Clerk

Members noted that appointment as an Academic Board nominee was subject to nomination by the Academic Board and that the vacancy that would arise from 15th Oct. 2017 would therefore be considered at the next Academic Board meeting and a recommendation made to the Search & Nominations Committee.

Action: Clerk

The Committee noted that Mr Ramshaw was willing to be considered for a second term of office as an Independent Governor. Members noted in discussion that, as Managing Director of Thompson Brand Partners, Mr Ramshaw had creative industry expertise which remained valuable to the Board of Governors, and had committed to the Board of Governors’ attendance policy.

The Committee agreed to recommend to the Board of Governors that Mr Ramshaw should be appointed for a second 4-year term of office as an Independent Governor from 16th October 2017: proposed Mr Clements, seconded Ms Handa.

Action Chair

The Committee completed its review of succession planning.

9 Review of Governor induction & training programme. The Committee considered the induction and training report for 2016/17 and discussed the 2017/18 Governor training/development programme.

Members noted with reference to external events attended that:
- Mr Finnigan had attended a KPMG Audit Institute HE update seminar on 16th Nov.
2016 on 'New Directions for Quality Assurance' (which focused on the implications of the White Paper, HEFCE's new Annual Provider Review (APR) process and the role of the Audit Committee);

- Mr Reid was due to attend a Leadership Foundation for HE (LFHE) 'Governance of small and specialist institutions' workshop on 15th June 2017.

The LFHE Governor Development Programme booklet for 2017/18 had yet to be released but would be e-mailed to Governors when available.

Action: Clerk

Induction sessions had been provided for the new Student Governors, Mr Allsuch Boardman and Ms Burrows, on 14th Sept. 2016 and for Ms Edge (Staff Governor) on 28 Mar. 2017, following her election, and an induction session would be provided for Mr Cox (Students’ Union President/Student Governor designate) and Ms Ojari (Elected Student Governor designate), who would also be invited to attend the July 2017 Board of Governors’ meeting as observers, if available.

Action: Clerk

It was agreed that the induction process should include an introduction to the Governance section on eStudio.

Action: Clerk

Members noted the following in-house Governor development/training provided in 2016/17:

- Programme development (14th Sept. 2016)
- Strategic overview (1st Mar. 2017)
- Governance presentation from Shakespeare Martineau, followed by discussion of strategic aims and key performance indicators (KPIs) (26th Apr. 2017)

It was noted, with reference to the in-house Governor development/training provided in 2017/18, that the following list of topics for in-house training/Governor development, which had been discussed by the Search & Nominations Committee and/or suggested in individual Governor training plans or by committees, had been received by members:

- TDAP award implications
- TEF & governing body responsibility for the monitoring of quality assurance as outlined in HEFCE’s Revised operating model for quality assessment (March 2016/03), once more information is available
- The College's use of e-learning
- Team working
- A strategic review of how education might evolve in the next 5 years
- Benchmarking against other institutions
- A presentation on the College's processes for student complaints and appeals (Audit Committee suggestion)

The Committee discussed the Board's development/training programme for 2017/18, agreeing that the following should be considered for inclusion in the programme: team building; an area of strategic interest. Mr Clements, as Chair of the Board of Governors, agreed to draw to Governors’ attention to the importance of attending the Apr. 2018 Governor Development session on 25th Apr. 2018.

Action: Principal/Clerk/Chair of the Board of Governors

The Clerk reported that an update on Governor attendance at in-house training events in
2016/17 and individual Governor training plans would be presented to the Committee's Oct. 2017 meeting.

**Action:** Clerk

The Committee received the report on Governor induction and training.

10 **Governors’ effectiveness questionnaire.** The Committee noted that, as only 25% of Governors had completed the on-line questionnaire to date, no report was being presented. As agreed earlier on the agenda, the Clerk would request that those who have yet to complete the questionnaire should do so before the Board of Governors’ meeting on 5th July 2017.

The report on the governance effectiveness questionnaire was received.

11 **Application for university title: updating of governance documents.** The Clerk reported that a review of the Governor Recruitment & appointment procedure (including Governor person specification/information for Governors and Governor role description) was an annual standing agenda item for the Committee, together with a review of the role descriptions for the Chair and Deputy of the Board of Governors, the sections in the Board of Governors’ Standing Orders which related to Governor appointments, and the Governor eligibility statement form.

The Committee agreed to recommend to the Board of Governors the replacement of ‘College’ with ‘University’ and ‘Principal’ with ‘Vice-Chancellor’ throughout the above documents, agreeing that this change should be effective from the date that the College’s application for university title was successful.

**Action:** Chair

The Committee also agreed that the final page of the eligibility statement (i.e. Appendix C to the form), which related to insurer’s questions, should be replaced for use in 2017/18 by the new questions sent out to Governors in May 2017.

**Action:** Chair

The Committee completed its review of governance documents.

12 **Annual review of Committee terms of reference.** The Committee completed its annual review of its terms of reference, agreeing that no amendment was required.

13 **Annual review of Committee standing agenda item list.** The Committee completed its annual review of its standing agenda item list and agreed a minor amendment proposed by the Clerk.

**Action:** Clerk

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**PART VII - Final matters**

14 **Any other item(s) of urgent business.** It was noted that there was no other business not already on the agenda.

**PART VII - Final matters (continued)**

15 **Risk management.** The Committee noted the potential risk arising from 2 Governors from an education background both leaving the Board of Governors on 11th July 2017 but noted
that mitigating action was being proposed i.e. the proposed extension of Mrs Wright's term of office for an additional 6 months, together with a review of nominations from possible candidates with an HE background.

16 **Date and time of next year’s meetings.** It was noted that Committee was due to meet on 11\textsuperscript{th} Oct. 2017 and 6\textsuperscript{th} June 2018 at 12.00 noon.
Confirmed

SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee held on 11th October 2017

Present: Mr J Flathers Chair (Chair of the Committee & Independent Governor) Mr C Clements (Independent Governor & Committee member), Mr J Finnigan (Independent Governor & Committee member), Ms A Handa (Vice-Chair of the Committee & Independent Governor), Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms J Hearnshaw (Secretary to the Vice-Chancellor)

1 **Apologies for absence.** There were no apologies for absence.

2 **Declarations of interest.** There were no declarations of interest at the start of the meeting. It was noted later on the agenda that Ms Handa had an interest in agenda item 9 (succession planning).

3 **Election of Chair & Vice-Chair of the Search & Nomination Committee for 2017/18.** Mr Flathers was elected as Chair of the Search & Nominations committee for 2017/18: proposed Mr Finnigan, seconded Mr Clements.

Ms Handa was elected as Vice-Chair of the Search & Nominations Committee for 2017/18: proposed Mr Flathers, seconded Mr Clements.

**PART I - Items for approval**

4 **Minutes of the previous meeting.** The minutes of the meeting of the Search & Nominations Committee held on 7th June. 2017 were approved: proposed Ms Handa, seconded Mr Clements.

5 **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** The Committee noted that actions had either been completed or had a future completion date with the following exceptions:
   - Current and forthcoming Audit Committee vacancies would be considered later on the agenda;
   - The Clerk would discuss with the Chair a schedule for Governor appraisals/reviews;
   - The Clerk would seek feedback on induction and training from Student Governors, Mr Allsuch Boardman and Ms Burrows, by e-mail.

**Action: Clerk**

Members also noted in discussion that
• New log-ins for the Board of Governors' section of eStudio would be circulated to Governors;
• Governors would be asked to review their training requirements, to enable individual training plans to be updated.

**Action: Clerk**

There were no other matters arising.

6 **Minutes of the previous extraordinary meeting.** The minutes of the extraordinary meeting of the Search & Nominations Committee held on 5th July 2017 were approved: proposed Mr Clements, seconded Ms Handa.

7 **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** The Committee noted that all actions arising from the above minutes had been completed or had a future completion date. There were no other matters arising.

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**PART II - Items for consideration & decision/recommendation**

8 **Report on Governor & Committee member vacancies, including skills audit.** The Committee received the Clerk’s report on Governor and Committee member vacancies.

Members noted that the July 2017 Board of Governors’ meeting approved the following appointments/re-appointments:

- The extension of Mrs Wright’s current term of office by 6 months from 11th July 2017 i.e. to 10th January 2018;
- The appointment of Mr J Cox and Ms M Ojari as, respectively, the _ex officio_ Students’ Union President & Student Governor and the Elected Student Governor from 1st Sept. 2017 for a 4-year term or until their elected term of office ended, whichever was the sooner;
- The re-appointment of Mr N Ramshaw for a second 4-year term of office as an Independent Governor from 16th October 2017;
- The re-appointment of Mr F Bates as the Academic Board’s nominee for a second 4-year term of office from 16th Oct 2017.

Members noted with reference to vacancies on the Board of Governors that:

- The Board of Governors had a determined membership of 16 Governors and that there was currently a vacancy for a Governor with experience in the provision of education;
- The Board of Governors’ skills audit showed that the Board had a good skills mix overall but higher education (HE) skills had been reduced by the ending of Prof. Congdon’s final term of office in July 2017 and would be further reduced by the resignation of Dr Cottrell from 1st Feb. 2018;
- Further Education (FE) sector skills would be reduced following the ending of Mrs Wright’s second term of office on 10th Jan. 2018.

Members noted with reference to committee and lead Governor vacancies that:

- There was currently a vacancy on the Audit Committee and there would be a further vacancy from the 10th January 2018 i.e. with the ending of Mrs Wright’s term of office as an Independent Governor;
- Mrs Wright was also the Board of Governors’ lead Governor for FE and for Safeguarding and the Prevent Duty and there would be vacancies in relation to these roles from 10th January 2018.
The Vice-Chancellor reported that 2 nominees with HE and/or FE expertise had decided not to put themselves forward as candidates for the current/forthcoming Governor vacancies but that another nominee with an educational background had been identified and the University was using its networks to identify other potential candidates. It was agreed that members of the Board of Governors should be invited to bring possible nominations to the Committee's attention.

Members noted the valuable contribution to the work of the Board of Governors made by Professor Congdon, Dr Cottrell, and Mrs Wright e.g. during the Taught Degree Awarding Powers (TDAP) process. Members also noted recent external requirements relating to the review by governing bodies of academic quality matters e.g. with reference to the assurances required by the Higher Education Funding Council for England (HEFCE) relating to the student academic experience and student outcomes, and the introduction of the Teaching Excellence Framework (TEF).

The Committee reviewed the Board of Governors' audit of skills table and considered whether it should search for 3 new Governors with educational expertise or whether it should also search for a Governor with business/financial/accountancy expertise, taking into account the current and forthcoming vacancies on the Audit Committee. Mr Finnigan, as Chair of the Audit Committee, reported that the Audit Committee currently had sufficient business/financial/accountancy expertise but that it would be useful to replace the educational expertise that Mrs Wright brought to the work of the Committee. The Committee agreed that at least one of the 3 new Governors to be appointed should also be considered for Audit Committee membership.

**Action: Clerk**

The Committee considered the Governor equality and diversity report, which showed that there had been an equal gender split on the Board of Governors in July 2017 (with 47% of the current Board membership being female) but that the percentage of Black, Asian & Minority Ethnic (BAME) Governors, at 6.25%, continued to be below the relevant percentages for staff and students. The Committee noted that the gender and BAME profile of the Board of Governors would be taken into account, where possible, when current and forthcoming Governor vacancies were being considered.

Members noted the University's commitment to equality and diversity generally, noting in this context that the University had a diverse senior management team. A discussion took place concerning community work which might be undertaken to improve diversity, discussing, with reference to its Access Agreement, the University's schools' initiative, which was designed to increase the participation of under-represented groups in art and design education in the longer term. It was suggested that a briefing session on widening participation should be considered for inclusion as part of the Governor training session to be held in April 2018.

**Action: Vice-Chancellor/Clerk**

The Committee received the Clerk's report for Oct. 2017 on Governor and Committee member vacancies.

### Succession planning

The Committee considered the Clerk's report on Independent Governor vacancies occurring in 2017/18, noting that:

- Ms Handa's first term of office as an Independent Governor would end on 21st Jan. 2018;
- Mr Clements' current term of office as an Independent Governor would end on 31st July 2018, at which point he would have served for 8 years.
Members noted that the Board’s policy on re-appointment was that Governors should normally serve at least two consecutive terms of 4 years, subject to satisfactory attendance. The Committee considered Ms Handa’s re-appointment for a second term of office, noting that she had both met the criteria for re-appointment and had indicated that she was willing to be considered for re-appointment, agreeing that she should therefore remain in attendance for this part of the agenda.

The Committee agreed to recommend to the Board of Governors that Ms Handa should be appointed for a second 4-year term of office as an Independent Governor from 22nd Jan. 2018: proposed Mr Flathers, seconded Mr Clements.

Action: Chair

Member noted that, while the normal maximum term of appointment for Governors was 8 years, the Committee of University Chairs (CUC) guidance was that the Chair of the Board of Governors should normally be considered to take up a new 4-year term of appointment on becoming Chair i.e. in Mr Clements’ case a 4-year term of appointment from 1st Aug. 2016. The Clerk reported that this guidance had been incorporated into the revised Instrument of Government approved by the Privy Council in Aug. 2017 i.e. Instrument 6(1) included the following statement: ‘The Board of Governors may extend an independent member’s period of office beyond the maximum determined term where the independent member undertakes a new and more senior role, for example as Chair of the Board of Governors’.

The Committee agreed that the consideration on extending Mr Clements’ term of office to 31st July 2020 should be undertaken at the next scheduled meeting of the Committee.

Action: Clerk

The Committee noted, with reference to the longer term, that both Mr Finnigan’s and Mr Reid’s first 4-year term of office would end on 16th Sept. 2018.

The Search & Nominations Committee received the Clerk’s report for Oct. 2017 on succession planning.

10 Review of Governor induction & training programme. The Committee considered the induction and training report for 2016/17 and discussed the 2017/18 Governor training/development programme.

Members noted that 2 external training events had been attended by Governors against a target of 3 external events i.e. Mr Finnigan had attended a KPMG Audit Institute HE update seminar on 16 Nov. 2016 ‘New Directions for Quality Assurance’ and Mr Reid had attended the Leadership Foundation for Higher Education (LFHE) ‘Governance of small and specialist institutions’ workshop on 15 June 2017.

Members noted with reference to external events to be attended in 2017/18 that:

- Mr Finnigan would be attending a KPMG Audit Institute Seminar in Nov. 2017;
- The Leadership Foundation for Higher Education (LFHE) Governor Development Programme booklet for 2017/18 had been e-mailed to the Governors but no requests to attend any LFHE seminars or events had been made to date.

It was noted in response to members’ questions concerning external training events, that the University covered Governors’ course fees and travel expenses.

Members noted that in-house Governor development/training provided in 2016/17 had
included: a briefing on programme development (14 Sept. 2016); a strategic overview session (1 Mar. 2017); a governance presentation from Shakespeare Martineau, followed by discussion of strategic aims and KPIs (26 Apr. 2017).

Induction sessions had been provided in 2016/17 for Student Governors, Mr A Allsuch Boardman and Ms K Burrows, on 14th Sept. 2016 and for Ms G Edge (Staff Governor) on 28 Mar. 2017, following her election. With reference to 2017/18, an induction session for Mr J Cox (Students’ Union President/Student Governor) and Ms M Ojari (Elected Student Governor) had been held on 4th Oct. 2017.

The Clerk reported that the HEFCE Regional Consultant, North East, Yorkshire and the Humber, had been approached concerning the possibility of presenting a strategic review of HE at the Governor training session due to be held on 28 Feb. 2018.

Action: Vice-Chancellor/Clerk

It was noted that the topics for the Apr. 2018 Governor Development session had yet to be agreed. A list of previously considered topics attached to the report were noted, together with the possibility of a briefing on widening participation, which had been suggested earlier on the agenda at item 8.

The Committee received the Clerk’s report on Governor induction and training.

11 Role descriptions for: Governors, the Chair of the Board of Governors, & the Deputy Chair of the Board of Governors. The Committee received a report from the Clerk confirming that the specified documents had been updated to reflect the award of university status, as agreed.

12 Annual review of Committee performance checklist, including review against the CUC HE Code of Governance. The Clerk reported that, under its standing agenda item list, the Committee reviewed its performance during the previous year with reference to a self-assessment checklist which considered the Committee's performance with reference to its terms of reference.

The Committee considered its draft performance checklist for 2016/17, agreeing that no amendment to the draft was required and noting that the Committee was fully compliant.

Members noted, with reference to the Committee’s review against the CUC’s HE Code of Governance that the discussion of equality and diversity matters, undertaken at agenda item 8 above, would be reflected in the final version of the report against the Code that would be presented to the Nov. 2017 meeting of the Audit Committee.

Action: Clerk

The Chair of the Committee, Mr Flathers, signed the Committee’s performance checklist for 2016/17.

The Committee noted, in this context, that the Board of Governors was due to review the Committee’s terms of reference later on 11th Oct. 2017, recommending that they should be updated to reflect the fact that Mr Finnigan was now a member of the Committee and that the Chair and Deputy Chair of the Board of Governors and the Vice-Chancellor were members of the Committee ex officio.

Action: Clerk

13 Report of Governance attendance. The Committee received the Clerk’s report on
Governance attendance at Board meetings in 2016/17, noting that 2 members with attendance significantly below the agreed target of 80% (or 75% where only 4 meetings could be attended annually) were no longer members of the Board of Governors and that 2 others had given a commitment, following discussion with the Vice-Chancellor, on future attendance.

The Committee received the Clerk's report on Governor attendance during 2016/17.

14 **Governor effectiveness review.** The Clerk reported that 63% of Governors had completed the effectiveness review questionnaire to date and that a report on the final outcome of the review would be presented to a subsequent meeting of the Committee.  
*Action: Clerk*

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**PART III - Final matters**

14 **Any other item(s) of urgent business.** It was noted that there was no other business not already on the agenda.

15 **Risk management.** The Committee noted there were no new items of risk identified at the meeting.

16 **Date and time of next year’s meetings.** It was noted that the Committee was due to meet on 6th June 2018 at 12.00 noon, noting, however, that an additional meeting was likely to be required, following prospective Governor interviews.  
*Action: Clerk*
Confirmed

SEARCH & NOMINATIONS COMMITTEE

Minutes of an Extraordinary meeting of the Search & Nominations Committee held on 21st February 2018

Present: Mr J Flathers (Chair of the Committee & Independent Governor), Ms Anj Handa (Vice-Chair of the Committee and Independent Governor), Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1 Apologies for absence. The Committee noted that Mr Finnigan and Mr Clements were not in attendance and had not sent apologies as the meeting was an extraordinary meeting held immediately after the interview of Professor Pickles.

2 Declarations of interest. There were no individual declarations of interest but members noted collectively that Professor Clare Pickles had previously acted as the University’s Taught Degree Awarding Powers (TDAP) consultant, advising the University on its Critical Self-Assessment (CSA) document and providing TDAP training sessions for the Board of Governors.

PART I - minutes of the previous meeting

3 Minutes of the previous meeting. As the meeting was an Extraordinary meeting called after the interview of a prospective Governor candidate earlier on 21st Feb. 2018, the minutes of the previous meeting were not due to be considered.

PART II - Items for recommendation

4 Governor vacancies
The Committee noted that the Board of Governors had lost educational expertise following Dr Cottrell’s resignation as an Independent Governor from 31st Jan. 2018.

The Committee considered the candidacy of Professor Clare Pickles, noting that she was currently Vice President Academic and Innovation at Laureate Online Education for the University of Liverpool Online and Professor of Academic Quality and Enhancement. It was noted that Professor Pickles previous roles had included Dean of the Faculty of Arts and Social Sciences at Leeds Trinity University and Director of the Teaching Quality Enhancement Group at the University of Bradford. Professor Pickles’ international work was noted, particularly in Asia and the USA, together with her extensive experience of Quality Assurance Agency (QAA) methodologies, including work on Degree Awarding Powers (TDAP) and Research Degree Awarding Powers (RDAP) projects.
The Committee agreed to recommend to the Board of Governors the appointment of Professor Clare Pickles as an Independent Governor for a period of 4 years: proposed Mr Flathers, seconded Ms Handa.

ACTION: Chair

**PART III - Final matters**

5 Any other item(s) of urgent business. There was no other business.

6 Risk management. No new items of risk had been identified during the meeting.

7 Date and time of next year’s meetings. The Committee was next scheduled to meet on 6th June 2018 at 12.00 noon.
SEARCH & NOMINATIONS COMMITTEE

Minutes of an Extraordinary meeting of the Search & Nominations Committee held on 19th March 2018

Present: Mr J Flathers (Chair of the Committee & Independent Governor), Ms Anj Handa (Vice-Chair of the Committee and Independent Governor), Mr C Clements (Chair of the Board of Governors & Committee member), Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1. Apologies for absence. There were no apologies for absence. It was noted that Mr Clements would join the meeting by telephone for agenda item 5.

2. Declarations of interest. Mr Flathers and Ms Handa each declared an interest in agenda item 5.

PART I - Items for approval

3. Minutes of the previous meeting. It was noted that, as the meeting was an extraordinary meeting, the minutes of the previous meeting were not due to be considered.

PART II - Items for recommendation

4. Independent Governor vacancy & elected Student Governors for 2018/19. The Clerk reported that:
   - As a result of the ending of the final term of office of Mrs Wright (Independent Governor) on 10th January 2018 and the resignation from 31st January 2018 of Dr Cottrell (Independent Governor) there was a vacancy on the Board of Governors for 2 Independent Governors with, respectively, expertise in higher education and expertise in further education;
   - The current terms of office of Mr Joe Cox (Student Union President/Student Governor ex officio) and Ms Meg Ojari (Elected Student Governor) would end on 31st August 2018.

(i) Independent Governors
Members noted that the Search & Nominations Committee had held an Extraordinary meeting on 21st February 2018 after interviewing Professor Clare Pickles (Vice President Academic and Innovation, Laureate Online Education for the University of Liverpool Online) and would make a recommendation on her appointment as an Independent Governor for a period of 4 years at the Board of Governors’ meeting on 21st March 2018.
It was noted that Search & Nominations Committee members Mr Flathers, Ms Handa and Professor Wonnacott (with the Clerk to the Board of Governors in attendance) had interviewed Mr Derek Whitehead (Deputy Principal & Executive Director of Curriculum & Quality, Leeds College of Building) on 19th March 2018. A brief professional biography for Mr Whitehead was received. Members noted that Mr Whitehead had substantial skills and expertise in further education which would replace those lost to the Board of Governors following Mrs Wright’s retirement from the Board.

The Committee agreed to recommend to the Board of Governors the appointment of Mr Whitehead as an Independent Governor for a period of 4 years from 21st March 2018: proposed Mr Flathers, seconded Ms Handa.

Action: Chair

(ii) Student Governors for 2018/19
The Committee noted that Meg Ojari (a Level 6 Illustration student and Elected Student Governor 2017/18) had been elected Student Union President for 2018/19 and that Ms Ally Horton (a Level 5 Animation student) had been elected as the Elected Student Governor for 2018/19.

The Search & Nominations Committee agreed to recommend to the Board of Governors:

- The appointment of Ms Meg Ojari as Student Union President/Student Governor ex officio from 1st September 2018 for 4 years until the end of her term of office as Students’ Union President or until she left the University, whichever was the sooner;
- The appointment of Ms Ally Horton as Elected Student Governor from 1st September 2018 for 4 years until the end of her term of office as Elected Student Governor or until she left the University, whichever was the sooner: proposed Mr Flathers, seconded Ms Handa.

Action: Chair

5. Lead Governor vacancies & Senior Independent Governor role.
(Mr Clements joined the meeting by telephone for this item).

The Clerk reported that:

- The Board of Governors had appointed Lead Governors in Finance, Safeguarding including the Prevent Duty, and Further Education;
- The Chair of the Board of Governors, Mr Clements, was currently the Board of Governors’ appointed Lead Governor for Finance;
- As a result of the ending of Mrs Wright’s final term of office on 10th January 2018 there was a vacancy for a Lead Governor in Safeguarding, including the Prevent Duty, and for a Lead Governor in Further Education;
- The Good Governance Institute’s Review of Governance for Plymouth University (June 2015) had recommended that a Senior Independent Governor should be available to any governor, whether individually or collectively, should they have concerns which contact through the normal channels of Chair, Vice-Chancellor or Clerk to the Board of Governors had failed to resolve or where such contact was inappropriate;
- Taking into account the above recommendation, the Board of Governors had agreed, at its meeting on 25th Nov. 2015, to appoint a Senior Independent Governor noting that the independence which the role assumed appeared to equate to the role normally played in the context of a governing body by the Chair of the Audit Committee, appointing Mr Finnigan, Chair of the Audit Committee, to the role;
• Mr Finnigan was subsequently appointed from 1st August 2017 as Deputy Chair of the Board of Governors.

(i) **Lead Governor in Safeguarding including the Prevent duty**
(Ms Handa, having declared a conflict of interests, did not take part in the consideration of this item).

Members noted that Ms Handa had discussed the University's safeguarding and Prevent duty responsibilities with Professor Russell (Pro-Vice-Chancellor Student Experience & Resources), who was the member of the senior management team responsible for this area, and was willing to be considered for the role of Lead Governor in Safeguarding including the Prevent duty and was also willing to undertake the training the role required.

The Committee agreed to recommend to the Board of Governors the appointment of Ms Handa, as Lead Governor in Safeguarding including the Prevent duty: proposed Mr Flathers, seconded Mr Clements.

**Action: Chair**

(ii) **Senior Independent Governor**
(Mr Flathers, having declared a conflict of interests, did not take part in the consideration of this item).

Members noted that Mr Flathers' expertise was in law and that he understood the independence that the role of Senior Independent Governor required. It was noted that Mr Flathers had indicated that he would be willing to be considered for the role of Senior Independent Governor.

The Committee agreed to recommend to the Board of Governors the appointment of Mr Flathers as Senior Independent Governor: proposed Ms Handa, seconded Mr Clements.

**Action: Chair**

(iii) **Lead Governor in Further Education**
Members noted that Mr Whitehead had expertise in further education and agreed that, if appointed as an Independent Governor by the Board of Governors, it would also be appropriate for him to take on the role of Lead Governor in Further Education.

The Committee agreed to recommend to the Board of Governors the appointment of Mr Whitehead, as Lead Governor in Further Education: proposed Ms Handa, seconded Mr Clements.

**Action: Chair**

**PART III - Final matters**

6. **Any other item(s) of urgent business.** There was no other business.

7. **Risk management.** No new items of risk had been identified at the meeting.

8. **Date and time of next meeting.** It was noted that the Committee was next due to meet on Wednesday, 6th June 2018 at 12.00 noon.
Confirmed

SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee held on 6th June 2018

Present: Mr C Clements (Independent Governor), Mr J Finnigan (Independent Governor), Ms A Handa (Independent Governor) and Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms J Hearnshaw (Secretary to the Vice-Chancellor)

1 Apologies for absence. Apologies were received from Mr J Flathers (Chair of the Search & Nominations Committee) and it was noted that Mr Finnigan would join the meeting later on the agenda. The Committee agreed that, as Ms Handa (Vice-Chair of the Search & Nominations the Committee) was joining the meeting by video link, Mr Clements should chair the meeting.

2 Declarations of interest. It was noted that Mr Finnigan and Mr Clements both had an interest in agenda item 9 (Report on Governor & Committee member vacancies) and agreed that the relevant section of this item should be considered at this stage on the agenda i.e. during Mr Finnigan's absence.

9 Report on Governor & Committee member vacancies, including skills audit. The Committee considered the report on Committee vacancies, which included Governor skills and equality reports.

(i) Forthcoming Independent Governor vacancies
The Committee noted that Mr Finnigan's first 4-year term of office would end on 16th Sept. 2018 and that he was eligible to be considered for a second 4-year term of office from that date. It was noted that Mr Finnigan was Deputy Chair of the Board of Governors, Chair of the Audit Committee, Vice-Chair of the Remuneration Committee and a member of the Search & Nominations Committee.

The Committee agreed to recommend to the Board of Governors the re-appointment of Mr Finnigan for a second 4-year term of office from 17th Sept. 2018: proposed Ms Handa, seconded Mr Clements.

Action: Chair

(Mr Finnigan joined the meeting. Mr Clements left the meeting).

The Committee noted that Mr Clements was Chair of the Board of Governors and a member of the Search & Nominations Committee and the Remuneration Committee. Mr Clements' current term of office as an Independent Governor would end on 31st July 2018, at which point he would have served on the Board of Governors for 8 years.
The Clerk reported that Instrument of Government 6(1) stated that ‘The Board of Governors may extend an independent member’s period of office beyond the maximum determined term where the independent member undertakes a new and more senior role, for example as Chair of the Board of Governors’. While the normal maximum term of appointment for an Independent Governor was 8 years, Committee of University Chairs (CUC) guidance issued in 2009 (which had been incorporated into the Board’s Governor recruitment & appointment procedure) was that the Chair of the Board of Governors should normally be considered to take up a new 4-year term of appointment on becoming Chair.

The Committee agreed to recommend to the Board of Governors that Mr Clements’ current term of office should be extended so that it was concurrent with his 4-year term as Chair of the Board of Governors i.e. that his current appointment should end on 16th July 2020: proposed Ms Handa; seconded Mr Finnigan.

Action: Chair

(Mr Clements returned to the meeting).

The Committee agreed that the next item to be considered should be agenda item 3.

**PART I - Items for approval**

3 *Minutes of the previous meeting.* The minutes of the meeting of the Search & Nominations Committee held on 11th October 2017 were approved: proposed Professor Wonnacott, seconded Mr Finnigan.

4 *Action plan update & matters arising from the above minutes, not elsewhere on the agenda.* The Committee noted that actions arising from the above minutes had either been completed or had a future completion date. Members noted, with reference to the action table that:

- A review of Governor appraisals/reviews was on the agenda at item 13 (action 2);
- Feedback on induction from Student Governors, Mr Allsuch Boardman and Ms Burrows, had not been sought but a follow-up session for Student Governors, Mr Cox and Ms Ojari, had been held subsequent to their induction (action 3);
- The training session in February 2018, which was to have been lead by a HEFCE officer, had been cancelled due to adverse weather conditions (action 13).

The Committee completed its review of the action table. There were no other matters arising from the minutes.

5 *Minutes of the previous extraordinary meeting.* The minutes of the extraordinary meeting of the Search & Nominations Committee held on 21st February 2018 were approved with an amendment at minute 1 stating that Mr Finnigan and Mr Clements were not in attendance and had not sent apologies, as the meeting had been an extraordinary meeting held immediately after the interview of Professor Pickles: proposed Professor Wonnacott, seconded Ms Handa.

Action: Clerk

6 *Action plan update & matters arising from the above minutes, not elsewhere on the agenda.* The Committee noted that all actions had been completed. There were no other matters arising from the minutes.

7 *Minutes of the previous extraordinary meeting.* The minutes of the extraordinary meeting of the Search & Nominations Committee held on 19th March 2018 were approved with the following amendments: minute 4 should be amended as shown in the draft text presented.
to the Committee, with the statement concerning the appointment of Ms Ojari as Student Union President/Student Governor *ex officio* and Ms Horton as Elected Student Governor to be amended to read ‘4 years or until the end of their term of office’: proposed Ms Handa, seconded Professor Wonnacott.

**Action:** Clerk

8 **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** The Committee noted that all actions had been completed. There were no other matters arising from the minutes.

### PART II - Items for consideration & decision/recommendation

9 **Report on Governor & Committee member vacancies, including skills audit (continued).**

The Committee received the Clerk’s report on Governor and Committee member vacancies.

Members noted there were currently no vacancies on the Board of Governors but the terms of office of 3 Independent Governors were due to end shortly. It was noted that recommendations on the re-appointment of Mr Finnigan and Mr Clements had been considered earlier on the agenda.

With reference to the membership table, it was noted that Dr Reid should be shown as Chair and Mr Finnigan as Vice-Chair of the Remuneration Committee.

**Action:** Clerk

(i) **Forthcoming Independent Governor vacancies (continued)**

The Committee noted that Dr Reid’s first 4-year term of office would end on 16\(^{th}\) Sept. 2018 and that he was eligible to be considered for a second 4 year term of office from that date. It was noted that Dr Reid was Chair of the Remuneration Committee and Vice-Chair of the Audit Committee.

The Committee agreed to recommend to the Board of Governors the re-appointment of Dr Reid for a second 4 year term of office from 17\(^{th}\) Sept. 2018: proposed Mr Finnigan, seconded Mr Clements.

**Action:** Chair

(ii) **Committee vacancies**

The Committee noted that, following the approval of revised Remuneration Committee terms of reference by the Board of Governors in January 2018, there was a vacancy for an external co-opted committee member of the Remuneration Committee with expertise in the area of senior level remuneration and that a search should therefore be undertaken for a suitable candidate.

**Action:** Clerk

(iii) **Governors skills and protected characteristics**

Members noted, as previously, that the Board of Governors had a good overall skills mix, with collective skills including audit, accountancy, financial planning, law, risk management, equality and diversity, and education. Skills in higher education (HE) and further education (FE) had been strengthened during 2017/18 through the appointment of Prof. Cullen, Prof. Pickles and Mr Whitehead as Governors.

The Committee received the Governor equality and diversity report, noting that recorded female representation on the Board of Governors would increase to 50% (8/16) from 1\(^{st}\) September 2018 with the appointment of the Elected Student Governor. BME representation on the Board of Governors was 6.25%, which was just above the percentage
shown in the University’s annual Equality, Diversity & Inclusion Report for staff and significantly below that for students. The Clerk drew members’ attention to the report on Governors’ age profile, which was being presented for the first time and had been compiled from information collected as part of the University’s OfS registration.

The Committee completed its review of Board of Governors and committee vacancies.

10 Succession planning. The Committee considered the Clerk’s report on Independent Governor vacancies occurring in 2018-19, noting that:

- Mr Flathers current term of office was expected to end during autumn term 2018 i.e. Mr Flathers had been re-appointed by the Board of Governors until 24 November 2019 or until completion of the University’s building project if that was earlier, noting that Mr Flathers had skills/expertise in law and, in particular, property law;
- The University’s building project was currently expected to be completed during autumn 2018;
- Ms Watson’s first 4 year term of office as an Independent Governor would end on 15th September 2019, and it was agreed that the Clerk should approach Ms Watson, who had expertise in the creative arts sector, to ask if she would be willing to continue for a second 4 year term of office.

Action: Clerk

Members noted that, as discussed above, the Board of Governors had a good skills mix, currently including 2 Governors with expertise in law. Knowledge of building matters had been strengthened during the final phase of the building project through the appointment of Mr Whitehead as an Independent Governor.

The Committee received the report on succession planning.

11 Annual review of sections in the Instrument & Articles of Government which refer to Governor appointments. The Clerk reported that a review of sections of the Instrument & Articles of Government which referred to Governor appointments was a standing agenda item for the summer meeting of the Committee.

Members noted that Schedule 7A (Instruments of Government made by Privy Council) to the Education Reform Act 1988 (ERA) set out detailed requirements in relation to the membership of a higher education corporation. The Instrument of Government made by the Privy Council for the higher education corporation of Leeds College of Art, in force from 1st August 2011 and modified by the Privy Council on 15th August 2018 to include a change of title to ‘Leeds Arts University’, conformed to these requirements.

The Clerk reported the following additional modifications to the Instrument of Government, made at the request of the Department for Education and the Privy Council, which related to Governor appointment and terms of office, and which had been approved by the Privy Council on 15th August 2018:

- A reference at Instrument 6(1) that a Governor would not serve more than 2 terms of 4 years or 3 terms of 3 years unless they took up a new and more senior role (which was in line with the Board of Governors’ approved Governor appointment procedure); and
- A reference at Instrument 4 (3) that any determination of the composition of the Board of Governors would include at least one staff and one student member (which was in line with the Board of Governors’ agreed practice).

The Committee noted that, as part of the changes introduced as a result of the establishment of the Office for Students (OfS), Privy Council oversight of HE governing documents would cease on 1st August 2019.
The Committee completed its annual review of sections in the Instrument & Articles of Government which referred to Governor appointments.

12 Annual review of sections in the Board of Governors’ Standing Orders relevant to the Governor recruitment & appointment process. The Clerk reported that, under its standing agenda item list, the Committee undertook an annual review of sections in the Board of Governors’ Standing Orders relevant to Governor recruitment and appointment.

The Clerk reported that the following revisions to the Board of Governors’ Standing Orders would be considered for approval by the Board of Governors later on the 6th June 2018:

- At the 3rd bullet point of section 2.3 (Appointment of Chair and Deputy Chair of Board of Governors), an amendment to the wording to avoid any confusion between the 4-yearly election of the Chair and the Deputy Chair of the Board of Governors and their annual re-appointment;
- The amendment of section 2.4 (Eligibility) to reflect changes to the current roles on the automatic disqualification of charity trustees which would come into force on 1st August 2018;
- The addition of a new section 2.5 (Fit and proper person) to reflect OfS requirements.

The Committee noted the Clerk's briefing on proposed amendments to the Board of Governors' Standing Orders, which were due to be considered at the Board of Governors’ meeting to be held later on 6th June 2018.

13 Annual review of Governor recruitment & appointment procedure & the Governor eligibility statement. The Clerk reported that, under its terms of reference, the Search & Nominations Committee approved, under delegated power from the Board’s Governors, documents relating to the recruitment and appointment of Governors e.g. Governor recruitment and appointment procedures, Governor person specification, information on being a Governor and Governor role description. A review of these documents, together with the Governor eligibility statement, was a standing agenda list for the Committee's summer meeting.

The Committee considered the revisions proposed by the Clerk to the Governor Recruitment & appointment procedure and agreed the following additional amendments:

- The first bullet-point in the Creative Sector specialist Governor list in the Governor Person Specification should read 'Substantial industry experience of working in a practice sympathetic to the academic studies of the University' with the second bullet-point reading 'A wide-ranging understanding of industry expectations of graduates from arts programmes';
- The second bullet-point of section 5.6 of the Governor Role Description should state ‘1 University organised training event’ and ‘A bi-ennial development and feedback meeting with the Chair or Deputy Chair of the Board of Governors’.

Action: Clerk

The Committee approved the revised Governor Recruitment & appointment procedure, amended as noted above: proposed Ms Handa, seconded Prof. Wonnacott.

The Committee considered revisions to the Governor eligibility statement form proposed by the Clerk and agreed the following additional amendment: the URL at the end of Appendix B should be removed.

Action: Clerk

It was noted that, as part of its registration with the Office for Students (OfS), the
University was required to confirm that each Governor was a ‘fit and proper’ person to be a member of the Board of Governors, with the OfS including the following as an indicator that a person might not be a ‘fit and proper’ person: being the ‘subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)’.

The Committee discussed the above indicator and agreed with Mr Finnigan that the definition was vague and wide ranging and it was difficult to judge what the OfS had intended to be taken into consideration beyond bankruptcy. It was noted in discussion that, unlike the list of circumstances in which a charity trustee would be automatically disqualified, the OfS list contained some elements where a university would have to use its judgment as to whether the Governor or prospective Governor was a ‘fit and proper’ person to be a member of the Board of Governors, of which the indicator under discussion was an example.

The Committee noted that all 3 Independent Governor vacancies considered at the current meeting had involved the re-appointment of Governors who had recently provided information in connection with the ‘fit and proper’ person judgement required by the Office for Students (OfS) as part of the University's registration with the OfS. The Committee agreed that, in future, when considering new Governor appointments, the Committee’s recommendation to the Board of Governors should include a statement that the person being recommended would meet the ‘fit and proper’ person test.

Action: Clerk

The revised Governor eligibility statement form, amended as noted above, was approved: proposed Ms Handa, seconded Mr Finnigan.

The Committee completed its review of the Governor recruitment & appointment procedure and the Governor eligibility statement.

14 Review of Governor induction & training programme. The Committee received a report on Governor induction & training during 2017/18.

The Committee noted that there was a minimum agreed target of attendance by Governors at 3 external training/events annually. The following Governors had attended external events during 2017/18 or were due to attend events shortly:

- Mr Finnigan had attended a KPMG Audit Committee Institute HE update seminar in November 2017;
- Dr Reid had attended the Committee of University Chairs (CUC) spring plenary in April 2018;
- Prof. Cullen would be attending a GuildHE/LFHE governance & small & specialist institutions event on 14th June 2018;
- Ms Handa, who was the Board of Governors’ Safeguarding Lead, would be attending a safeguarding training event on the 11th July 2018.

The Clerk reported that induction sessions (which included a review of the University’s Strategic Plan and KPIs, financial and risk management, and governance matters) had been provided/would be provided for the following new Governors in 2017/18:

- Mr Cox (Students' Union President/Student Governor) and Ms Ojari (Elected Student Governor) had attended an induction session on the 4th October 2017 and a follow up session had taken place on the 1st November 2017, with Ms Cook (Student Liaison Officer & former Students Union President/Student Governor) in attendance;
- Prof. Patsy Cullen (Co-opted Governor with experience in education) had attended an induction session on 22nd January 2018;
• Prof. Pickles and Mr Whitehead were due to attend an induction session on 8th June 2018.

(Ms Handa left the meeting).

It was noted with reference to the 2017/18 Governor development/training programme, that:
• A HEFCE officer had been due to present a strategic review of HE matters at the Board of Governors' training session on 28 Feb. 2018 but the event had had to be cancelled due to adverse weather conditions;
• The Governor & Executive meeting/Governor Development session held on 25th April 2018 had included the following topics; the General Data Protection Regulations (GDPR); student mental health; Vice-Chancellors’ remuneration; senior staff expenses; tuition fees; university strikes/pensions; Advertising Standards Agency; sexual harassment; gender pay.

The Committee discussed training topics for 2018/19 with reference to the list of topics for in-house training/Governor development sessions previously discussed by the Search & Nominations Committee and/or suggested in individual Governor training plans or by committees. The Clerk noted, with reference to topics derived from Governor training plans, that Governors would be asked to update their training preferences as part of the updating of the skills audit form during summer 2018.

Action: Clerk

Members noted that a presentation based on HEFCE's Memorandum of Assurance and Accountability had previously been suggested as a possible topic for a future training session and that HEFCE's successor body, the OfS, had largely reproduced the terms of the Memorandum of Assurance and Accountability in its Terms & Conditions of Funding document, which was in force until 31st July 2019. The Committee agreed that consideration of this area for a future training session, and/or of a training session which focused on a strategic review of HE matters, should be postponed until after 31st July 2019, given the expectation that the OfS would make changes to the current regime after this date.

Action: Clerk

The Committee agreed that the following should be considered as possible training topics for 2018/19:
• Presentations on new courses;
• Employability;
• Benchmarking against other institutions using league tables and an overview of statistics.

Action: V-C/Clerk

The Committee completed its review of the Governor induction and training programme.

15 Annual review of Committee terms of reference. The Committee undertook its annual review of its terms of reference, noting that the Clerk was recommending a minor change to the Committee's terms of reference to reflect its current practice i.e. a reference to the Governor eligibility statement form at section f).

The Committee completed its review of its terms of reference and agreed to recommend to the Board of Governors the minor updating revision noted above: proposed Mr Finnigan, seconded Mr Clements.

Action: Chair

16 Annual review of Committee standing agenda item list. The Committee completed its
annual review of its standing agenda item list and agreed that no revisions were required.

**PART III - items for information**

17 **Documents from outside bodies.** The Committee noted that the June 2015 meeting of Board of Governors had agreed to adopt the Committee of University Chairs (CUC’s) *Higher Education Code of Governance (2014)* (the *Code*) from 1st Aug, 2015 and that, since issuing the *Code*, the CUC has issued a number of supporting Illustrative Practice Notes.

The Committee considered the following CUC Illustrative Practice Notes, which had been issued in November 2017 to support the *Code* and which fell within the remit of the Search & Nominations Committee: Governing Body Responsibility for Recruiting a Chair; The role of the Nominations Committee.

The Committee noted in discussion of the above documents that:

- It was understood that the CUC was intending to establish a national Board Vacancies Directory to help with Governor recruitment;
- With reference to the examples in the Illustrative Practice Note on recruiting a Chair, it was noted that the Board of Governors’ practice was similar to that outlined in the Note, with the exception of using recruitment consultants to search for a new Chair, with the University’s Articles of Government requiring the Chair to be appointed from amongst the Independent Governors;
- The advantages of electing a Chair from amongst the existing Independent Governors was that candidates would have knowledge of the institution and Governors voting had knowledge of the candidates, including leadership qualities;
- Advertising and/or using recruitment consultants might be considered where no Independent Governors were willing to take on the responsibility of being a Chair but the Articles of Government would still require a prior appointment as an Independent Governor and the procedure outlined for appointment as Chair to be followed.

The Committee received 2 CUC Illustrative Practice Notes, issued in November 2017, which were on topics which fell within the remit of the Committee.

**PART IV - items for discussion**

18 **Discussion of Governor review process and use of the LFHE Governors’ effectiveness questionnaire.** The Clerk presented a report on the leadership Foundation for Higher Education (LFHE) Governors’ effectiveness questionnaire.

The Committee agreed that, as there had recently been a number of new appointments, the online questionnaire should be re-issued for completion during summer 2018, with the Clerk presenting a report comparing the 2017 and 2018 results to the Oct. 2018 meeting of the Committee. The Clerk was recommending that continuing use of the questionnaire should be reviewed in 2018/19.

**Action: Clerk**

With reference to the Governor bi-ennial development and feedback meeting with the Chair or Deputy Chair of the Board of Governors, it was agreed that:

- A meeting should be held with new Governors at the end of their first year in office and that meetings should otherwise be bi-ennial;
- Meeting should be scheduled before or after Board of Governors or committee meetings, where possible;
- The Clerk would send the brief questionnaire used by the previous Chair in advance of
Governor review meetings to the current Chair and the Deputy Chair of the Board of Governors, for information.

**Action: Clerk/Secretary to the Vice-Chancellor**

The Committee completed its review of the Governor review process (i.e. the Governor development and feedback meeting) and the LFHE Governors’ effectiveness questionnaire.

### PART V - Final matters

19. **Any other item(s) of urgent business.** It was noted that there was no other business not already on the agenda.

20. **Risk management.** The Committee noted there were no new items of risk highlighted at the meeting.

21. **Date and time of next year’s meetings.** It was noted that the Committee was scheduled to meet in 2018-19 on the following dates: 10\(^{th}\) October 2018 at 12.00 noon, 5\(^{th}\) June 2019 at 12.00 noon.
SEARCH & NOMINATIONS COMMITTEE

Minutes of a meeting of the Search & Nominations Committee held on 10th October 2018

Present: Mr J Flathers (Senior Independent Governor & Chair of the Search & Nominations Committee), Mr C Clements (Independent Governor), Mr J Finnigan (Independent Governor), and Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms J Hearnshaw (Secretary to the Vice-Chancellor)

1. Apologies for absence. Apologies were received from Ms A Handa (Independent Governor & Vice-Chair of the Search & Nominations Committee).

2. Declarations of interest. No declarations of interest were received at the beginning of the meeting. The ending of Mr Flathers’ current term of office in 2018-19 and the ending of Mr Clements’ current term of office in 2020 were noted at agenda items 6 and 7.

3. Election of Chair & Vice-Chair of the Search & Nominations Committee for 2018/19. Mr Flathers was elected as Chair of the Search & Nominations Committee for 2018/19, proposed Mr Finnigan, seconded Mr Clements.

Ms Handa was elected as Vice-Chair of the Search & Nominations Committee for 2018/19: proposed Mr Flathers, seconded Mr Clements.

PART I - Items for approval

4. Minutes of the meeting held on 6th June 2018. The minutes of the meeting of the Search & Nominations Committee held on 6th June 2018 were approved: proposed Mr Flathers, seconded Mr Clements.

5. Action plan update & matters arising from the minutes, not elsewhere on the agenda. The Committee noted that actions had either been completed or had a future completion date.

The Clerk reported that audit of skills forms and register of interests forms were now being issued in paper format.
There were no other matters arising.

The Vice-Chancellor, Professor Wonnacott, joined the meeting.

**PART II - Items for consideration & decision/recommendation**

6. Report on Governor & Committee member vacancies, including skills audit. The Committee received the Clerk’s report on Governor and Committee member vacancies.

Members noted with reference to forthcoming Independent Governor vacancies that the ending of Mr Flathers’ and Ms Watson’s current terms of office as Independent Governors would be discussed under succession planning.

Members noted with reference to current & forthcoming committee vacancies:

- Following approval of revised terms of reference for the Remuneration Committee by the Board of Governors at its January 2018 meeting, there was a vacancy for an external co-opted committee member with expertise in the area of senior level remuneration, noting that a possible candidate had been identified;

  **ACTION: Clerk**

- Mr Fox had been appointed as a co-opted Audit Committee member for an initial period of 12 months from 25th April 2018.

The Committee agreed that any Search & Nominations Committee recommendation to the Board of Governors on the re-appointment of Mr Fox as a co-opted member of the Audit Committee should be subject to a satisfactory reference from the Chair of the Audit Committee made following the Audit Committee meeting on 26th March 2019, with re-appointment to be considered at a brief extraordinary Board of Governors meeting to be held on 1st May 2019.

  **ACTION: Clerk**

The Committee reviewed the Board of Governors skills audit table, noting that the Board of Governors had a good overall skills mix, with skills in HE strengthened during 2017/18 through the appointment of Prof. Cullen and Prof. Pickles as, respectively, a Co-opted Governor (with experience in the provision of education) and an Independent Governor. Skills in FE had been strengthened in 2017/18 by the appointment of Mr Whitehead as an Independent Governor.

Governors discussed the number of Governors with specialist knowledge in art and design, noting staff and student skills in addition to the skills of Independent Governors who worked in this area i.e. Ms Watson, Mr Ramshaw. The Board of Governors reliance on Mr Clements and Mr Bagley for accountancy skills was noted with reference to succession planning.

The Committee considered the Governor equality and diversity report which showed that from September 2018 the Board of Governors has an equal gender balance.

The Committee received the Clerk’s report for October 2018 on Governor and Committee member vacancies.
7. **Succession planning.** The Committee considered the Clerk’s report on independent Governor vacancies occurring in 2018-20, noting that:

- Mr Flathers had been re-appointed by the Board of Governors until 24th November 2019 or until completion of the University’s building project if that was earlier, with the project currently expected to be completed during autumn 2018;
- Mr Flathers, who was a property lawyer, was currently Senior Independent Governor, Chair of the Search & Nominations Committee and a Remuneration Committee member;
- Ms Watson, whose first 4-year term of office as an Independent Governor would end on 15th September 2019, was Artistic Director of East Street Arts;
- Mr Bagley, whose first 4-year term of office as an Independent Governor would end on 12th April 2020, was an accountant with a business background;
- Mr Clements’ current term of office as an Independent Governor and his 4-year term of office as Chair of the Board of Governors would end on 16th July 2020;
- Mr Clements, who was a forensic auditor, had been appointed as a member of the FE corporation on 1st August 2009 and had served for just over 9 years as a full member of the Board of Governors, having taken a sabbatical year from the Board of Governors during which time he had served as a co-opted Audit Committee member.

Member’s noted that the Board’s policy on re-appointment was that Independent Governors should normally serve at least two consecutive terms of 4 years, subject to satisfactory attendance, but an extension could be granted where a Governor took on a new and more senior role.

Ms Watson would be approached to discuss whether she was willing to be considered for a second term of office from September 2019.

**ACTION: Clerk**

The Search & Nominations Committee received the Clerk’s report for October 2018 on succession planning.

8. **Governor induction & training/development programme.** The Committee considered the Governor induction and training report for 2017/18 and discussed the 2018/19 Governor training/development programme.

Members noted that in 2018/19 2 external training/events had been attended or were due to attend against an agreed target of 3 external training/events i.e.

- Ms Ojari and Ms Horton had attended an AdvanceHE/National Union of Students (NUS) Student Governor seminar in London on 5th September 2018;
- Dr Reid would attend the Committee of University Chairs (CUC) autumn plenary in London, 11th to 12th October 2018, on behalf of the Chair of the Board of Governors.

Mr Finnigan reported that he normally attended the autumn KPMG Audit Committee Institute meeting in London but this would not be possible in 2018 as the meeting coincided with a Board of Governors’ meeting at the University. It was noted that it was expected that KPMG would hold its spring meeting in March 2019.

It was noted that the Leadership Foundation for Higher Education/AdvanceHE
Governor Development Programme 2018-19 had been distributed to Governors.

An induction session with the Vice-Chancellor, the Pro-Vice-Chancellor Assurance & Director of Finance, and the Clerk to the Board of Governors had taken place on the 8th October 2018 for new Student Governor, Ms Horton, and had also been attended by Ms Ojari, elected Students' Union President and Student Governor ex officio.

In-house Governor training sessions were discussed and it was agreed that the importance of attendance at these events, which were designed to keep Governors up to date with sector and University developments, should be emphasised by the Chair when presenting the Committee’s report.

**ACTION: Chair**

Members noted that the Board of Governors had 2 Governor training/development sessions scheduled for 2018/19 i.e. a Governor training session on 27th February 2019 and a Governor & Executive meeting/Governor development session on 1st May 2019.

The July 2018 Board of Governors’ meeting had agreed that the February 2019 Governor training session should include a briefing on research at the University, including how the University was preparing for the Research Excellence Framework (REF).

**ACTION: PVC Academic**

The Committee agreed that the 1st May 2018 development session should include sessions on graduate employability and on new courses.

**ACTION: Vice-Chancellor**

The June 2018 Committee meeting had agreed that consideration of a possible Governor training session based on the Office for Students (OfS) Terms & Conditions of Funding document (which had replaced the HEFCE Memorandum of Assurance and Accountability document from 1st April 2018) should be postponed until after 31st July 2019, given the expectation that the OfS would make changes to the current regime after this date.

**ACTION: Clerk**

The Clerk reported that individual Governor training plans were currently formulated from responses to section D (training needs) of the Governor online audit of skills form. The Clerk had replaced the online form with a paper/e-mailed form for 2018/19 and would therefore invite new Governors to send details of their training needs using a separate form for 2018/19, requesting their completion by 31 January 2019.

**ACTION: Clerk**

The Committee received the Clerk’s report on Governor induction and training.

9. **Report on schedule of Governor Development & Feedback sessions.** The Committee noted the schedule of Governor development and feedback sessions to be undertaken by the Chair of the Board of Governors, Mr Clements, which had been scheduled for 2018-19.
10. **Annual review of Committee performance checklist, including review against the CUC HE Code of Governance.** The Clerk reported that, under its standing agenda item list, the Committee reviewed its performance during the previous year with reference to a self-assessment checklist which considered the Committee's performance with reference to its terms of reference.

The Committee considered and agreed its performance checklist for 2017/18, noting that the Committee was fully compliant.

11. **Role descriptions for: Governors, the Chair of the Board of Governors, & the Deputy Chair of the Board of Governors.** The Committee noted that the role descriptions for Governors, the Chair of the Board of Governors, & the Deputy Chair of the Board of Governors had last been updated in 2017.

The Committee agreed that role descriptions should be amended to state that Governors should attend 1 University organised training event annually in addition to the annual Governor & Executive meeting/Governor development session: proposed Mr Finnigan, seconded by Mr Clements.

*ACTION: Clerk*

12. **Report on Governor attendance.** The Clerk presented to the Committee a report on Governor attendance. It was noted that the Board of Governors has an agreed target of 80% annual attendance at Board and committee meetings, except where only 4 meetings could be attended annually, where the target was 75%.

The Committee noted that:

- Overall attendance at Board of Governors and committee meetings exceeded the target of 80% (or where applicable the target of 75%) in 2017/18;
- Overall attendance at Board of Governors’ meetings in 2017/18 had been 81%, which was above the figure for 2016/17(80%) but below that for 2015/16 (83%).

Committee members noted from the report:

- There had been 7 Board meetings held in 2017/18 i.e. 6 scheduled meetings plus an extraordinary meeting held in April 2018;
- Holding 7 Board meetings meant that anyone sending apologies for one meeting would have exceeded the 80% target while sending apologies for 2 meetings would have resulted in missing the 80% target;
- 3 Governors had a Board and/or combined Board/committee attendance of 55% or lower in 2017/18;
- 4 Governors had a Board &/or combined Board/committee attendance of 64-71% in 2017/18.

Members discussed the timing of meetings and the desirability of agreeing Board of Governors and committee meeting schedules earlier in the future, if possible, noting, however, that some meeting dates were dependent on the Office for Students’ (OfS) accountability returns timetable.

The Committee received the Clerk’s report on Governor attendance, agreeing that the Chair of the Board of Governors should discuss attendance during each Governor development and feedback session.
13. **Governor effectiveness review.** The Committee agreed that the Clerk should release the online Governor effectiveness survey to all Governors with a completion date of 31st January 2019.

   **ACTION: Clerk**

   The Committee agreed to hold an Extraordinary meeting on the 27th February 2019 to discuss a report from the Clerk comparing the outcomes of the 2012, 2017 and 2019 Governor effectiveness reviews.

   **ACTION: Clerk**

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**PART III: Final matters**

14. **Any other item(s) of urgent business.** There was no other business no already on the agenda.

15. **Risk management.** There were no new items of risk noted.

16. **Date and time of next meeting.** The Committee noted that it would next meet on:
   - Wednesday 27 February 2019 at 12.00 noon (Extraordinary meeting);
   - Wednesday 5 June 2019 at 12.00 noon (scheduled meeting).
SEARCH & NOMINATIONS COMMITTEE

Minutes of an Extraordinary Search & Nominations Committee meeting held on 27th February 2019

Present: Mr J Flathers (Senior Independent Governor & Chair of the Search & Nominations Committee), Mr C Clements (Independent Governor), Mr J Finnigan (Independent Governor), Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms J Hearnshaw (Secretary to the Vice-Chancellor).

1. Apologies for absence Apologies were received from Ms A Handa (Independent Governor & Vice-Chair of the Search & Nominations Committee).

2. Declarations of interest. Declarations of interest were received from Mr J Flathers and Mr C Clements in relation to agenda item 6 (succession planning).

PART I - Items for approval

3. Minutes of the previous meeting & action plan. The minutes of the meeting of the Search & Nominations Committee held on 10th October 2018 were approved: proposed Mr J Finnigan, seconded Mr C Clements.

The Committee discussed the action plan arising from the minutes, noting with reference to the following actions:

- Action 2, an introduction to eStudio would be given as part of the Governors & Executive event on the 1st May 2019;
- Action 3, future Committee recommendations on new Governor appointments would include a ‘fit and proper person’ statement;
- Action 4, a revised Governor training plan report would be presented to the June 2019 meeting of the Committee;
- Action 6, a comparison of the 2012 and 2017 Governor effectiveness questionnaire results was on the agenda, with a report on the 2019 effectiveness questionnaire to be presented to the Committee’s June 2019 meeting.

Action: Clerk

PART II - Items for consideration & decision/recommendation

4. Internal audit report on Governor recruitment. The Clerk presented the internal audit report on Governor recruitment and training that had been undertaken by TIAA in Feb. 2019 as part of the 2018/19 internal audit. It was noted that the
The report would be presented to the March 2019 Audit Committee for consideration and was being presented to the Audit Committee to allow the Committee to review an operational effectiveness action point arising from the review.

The Committee noted that the overall conclusion of the report was that: the University placed appropriate importance on the recruitment and training of Governors; a robust policy and procedures were in place to direct the processes required; induction and ongoing training were well informed through the regular use of Governor skills reviews; succession planning was well monitored to ensure that the most appropriate recruitment route was selected in a timely manner; and there was detailed oversight from the Search and Nominations Committee.

Governors noted that, while there were no recommendations arising from the review, the following operational effectiveness action point had been made: ‘Consideration be given to developing a strategy to increase Black, Asian and Minority Ethnic (BAME) representation on the Board of Governors, so that is closer reflects the student population at the University’.

The Clerk presented the national, local, University and Governor profiles for ethnicity to the Committee, which were considered.

Members noted that:
- The 2011 Census recorded that 85.8% of the population of Yorkshire and the Humber had declared themselves to be White British compared with a figure for England & Wales of 80.5% and 81% for the population of Leeds;
- The University’s annual Equality, Diversity & Inclusion Report, which had been presented to the Mar. 2018 meeting of the Board of Governors, had recorded 5.4% of staff as having identified themselves as coming from a Black & Minority Ethic (BME) group and 14.3% of all University students, including overseas students, as having identified themselves as from a BME group;
- 9% of undergraduates, 8% of postgraduate and 11% of FE students (excluding overseas students) had declared that they were from a BME group;
- BME representation on the Board of Governors had been 6.25% in 2017/18 and was 6.25% to date, which was just above the percentage shown in the University’s annual Equality, Diversity & Inclusion Report for staff and slightly below that for Home students, as shown above.

Committee members discussed the report, agreeing that ethnicity statistics for Home students were the most appropriate measure against which to review BME representation on the Board of Governors.

The Committee agreed that the wording in the management comments section of the final version of the report should note that the Committee would continue to ensure that there was no bias in Governor recruitment and that equality and diversity in Governor recruitment would continue to be an agenda item at each meeting of the Committee.

*Action: Clerk*

The Committee received the Feb. 2019 internal audit report on Governor recruitment and training.

5. **Report on Governor & Committee member vacancies.** The Clerk presented the report on Governor and Committee member vacancies including a review of Board composition, Governor equality & diversity profile and skill audit table. It was noted that the Board of Governors’ equality & diversity profile had been
Governors noted that the Board of Governors had a determined membership of 16 and there were currently no vacancies.

The following forthcoming Governor vacancies were noted:

- Mr Flathers had been re-appointed by the Board of Governors until 24th Nov. 2019 or until completion of the University’s building project if that was earlier, noting that the new building had formally opened in Feb. 2019;
- Mr Flathers was currently Senior Independent Governor, Chair of the Search & Nominations Committee and a member of the Remuneration Committee;
- Following approval of the revised terms of reference for the Remuneration Committee by the Board of Governors at its Jan. 2018 meeting, there was a vacancy for an external co-opted committee member with expertise in the area of senior level remuneration;
- Mr Fox had been appointed as a co-opted Audit Committee member for an initial period of 12 months from 25th Apr. 2018;
- The Committee had agreed that Mr Fox’s re-appointment should be subject to a satisfactory reference from the Chair of the Audit Committee made following the Audit Committee meeting on 20 Mar. 2019, with re-appointment to be considered at a brief extraordinary Board of Governors meeting to be held on 1st May 2019 i.e. before the Governors and Executive meeting on that date.

**Action: Chair of the Audit Committee/Clerk**

The Chair of the Committee, Mr Flathers, left the meeting. In the absence of Mr Flathers, Mr Clements (a Committee member) was elected as acting Chair of the Committee.

Members noted that Mr Flathers, who was a property lawyer, had been appointed as a member of the FE corporation on 24th Nov. 2007, with the Board of Governors deciding to exceed his term of office exceptionally beyond the normal maximum term of 8 years to retain his skills while the University was undertaking a major building project.

The Committee agreed to recommend to the Board of Governors that Mr Flathers’ term of office as an Independent Governor should be extended to the 31st July 2019 in order to retain Mr Flathers’ skills during this period and to aid succession planning to the vacancy for an Independent Governor which would be created with the ending of his term of office.

**Action: Chair of Board of the Governors/Acting Chair of the SNC**

The Committee discussed the vacancy for an Independent Governor which would arise on the ending of Mr Flathers’ final term of office with reference to the Board of Governors’ skills mix, noting that the Board currently had a good skills balance. Members discussed the need to strengthen expertise in law and/or property matters, with it being noted that Mr Finnigan had legal expertise and Mr Whitehead had expertise in estates matters. With reference to longer-term succession planning, the need to strengthen expertise in accountancy/finance was also discussed.

The Committee agreed that a search should begin for an Independent Governor with a professional background which could include law, estates, accountancy, and/or finance, agreeing that nominations should be sought in the first instance.

**Action: Clerk**
Mr Flathers returned and chaired the meeting.

[Confidential minute]

The Committee received the Clerk’s report on forthcoming Governor and committee member vacancies.

6. **Succession planning.** The Committee considered the Clerk’s report on independent Governor vacancies occurring in 2019-20, noting that:
   - The re-appointment of Mr Flathers had been considered at agenda item 5 above;
   - Ms Watson's first 4-year term of office as an Independent Governor would end on 15th Sept. 2019, noting Ms Watson was Artistic Director of East Street Arts.

   The Committee agreed that Mr Clements as Chair of the Board of Governors, should discuss with Ms Watson whether she would be willing to be re-appointed for a second 4-year term of office.

   **Action: Chair**

Members noted with reference to longer term succession planning that
   - Mr Bagley's first 4-year term of office as an Independent Governor would end on 12th April 2020, noting Mr Bagley was an accountant with a business background.
   - Mr Clements’ current term of office as an Independent Governor and his 4-year term of office as Chair of the Board of Governors would end on 16th July 2020, noting Mr Clements was a forensic auditor.

   Member’s noted that the Board’s policy on re-appointment was that Independent Governors should normally serve at least two consecutive terms of 4 years, subject to satisfactory attendance, but an extension could be granted where a Governor took on a new and more senior role.

The Committee received the Clerk’s report on succession planning.

7. **Effectiveness survey report 2012 & 2017.** The Committee considered the Clerk’s report on the Governor effectiveness surveys undertaken in 2012 and 2017, noting that:
   - The Committee of University Chairs’ (CUC) 2009 Guide for governing bodies had stated that governing bodies should keep their effectiveness under regular review, with a formal and rigorous evaluation of their own effectiveness, and that of their committees, undertaken at least every 5 years;
   - The CUC’s Higher Education Code of Governance, adopted by the Board of Governors from August 2015, recommended reviews every 4 years;
   - Governor self-assessment formed one part of such an effectiveness review.

The Clerk reported that:
   - The July 2012 meeting of the Board of Governors had agreed to use a Governor self-assessment questionnaire based on a model produced by the Leadership Foundation for Higher Education which had been designed to obtain views from Governors on how the Board undertook its role and the value it provided;
Governors were asked to rate statements on a 5 point scale (Agree/Partly Agree/Partly Disagree/Disagree/Don’t know);

The first survey had been undertaken in 2012 and has also been completed by Governors in 2017, with most responses submitted in July 2017 i.e. shortly before the institution obtained university title in Aug. 2017;

14 Governors had responded to the questionnaire in 2012 and 10 in 2017;

Although the overall response was generally positive in both 2012 and 2017, there had been fewer ‘partly disagree’ and ‘don’t know’ responses and no ‘disagree’ responses in 2017 compared to 2012.

The Committee noted that Appendix A to the Clerk’s report included the analysis of the 2017 questionnaire results, including Governor comments, with Appendix B providing a comparison with the 2012 results as background to the 2019 survey to be carried out during the current year. The comparative results were discussed in detail.

[Confidential minute]

It was noted that:

- The Committee had agreed that the questionnaire should be repeated in 2018/19 due to the appointment of new Governors in 2017/18, noting that all newer Governors (with the exception of the elected Student Governor, Ms Horton, who had been appointed from Sept. 2018) would have completed at least 1 year on the Board of Governors by Mar. 2019;
- The online questionnaire (updated for university title) was now on the Board of Governors’ section of eStudio;
- The questionnaire completion date would be revised to the end of Mar. 2019.

Action: Clerk

The Committee received the comparative report on the outcome of the 2012 and 2017 Governor effectiveness questionnaires and agreed that a report on the outcome of the 2019 questionnaire should be presented to the Committee’s June 2019 meeting.

Action: Clerk

8. 2018/19 Governor training update. The Committee considered an update on the Governor induction and training report for 2018/19 and discussed the 2019/20 Governor training/development programme.

Members noted that, in 2018/19, 3 external training/events had been attended year to date against an agreed target of 3 external training events i.e.

- Student Governors Ms Ojari and Ms Horton had attended an AdvanceHE/National Union of Students (NUS) Student Governor seminar in London on 5th Sept. 2018;
- Dr Reid (Independent Governor and Chair of the Remuneration Committee) had attended the Committee of University Chairs (CUC) autumn plenary in London, 11-12th Oct. 2018, on behalf of the Chair of the Board of Governors;
- Mr Clements, Chair of the Board of Governors, had attended the CUC’s New Chairs dinner in London on 30th Jan. 2019.

It was noted that, as reported at the Committee’s Oct. 2018 meeting, the AdvanceHE Governor Development Programme 2018-19 brochure had been distributed to Governors.
The Committee noted that an induction session with the Vice-Chancellor, the Pro-Vice-Chancellor Assurance & Director of Finance, and the Clerk to the Board of Governors had been held on 8th Oct. 2018 for new Student Governor, Ms Horton, and had also been attended by Ms Ojari (who was in her second year as a Governor, with a follow up session due to be arranged for spring 2019.

Action: Clerk

Members noted that the Board of Governors had 2 Governor training/development sessions scheduled for 2018/19 i.e.

- The Governor training session on 27th Feb. 2019, which would be a presentation on research at the University, including how the University was preparing for the Research Excellence Framework (REF); and
- A Governor & Executive meeting/Governor development session on 1st May 2019, including presentations on graduate employability, new courses and, as agreed above, an introduction to the revised Board of Governors’ section on eStudio.

Action: Vice-Chancellor/Clerk

The Committee agreed that the Governor & Executive meeting/Governor development session scheduled for 1st May 2019 should start at 3.30pm.

Action: Clerk

The Committee considered a report from the Clerk on attendance at in-house training events 2014-18, noting in discussion:

- The tables in the report showed a declining attendance trend e.g. attendance was 87% for the TDAP event held in Apr. 2015 and 69% at the Governors & Executive event in Apr. 2018;
- Attendance at the Governor training event to be held later on 27th Feb. 2019 was expected to be 69%;
- The Chair had emphasised at Board meetings, as agreed, the importance of Governors attendance at in-house training events and had also discussed attendance generally as part of his 1-to-1 meetings with Governors

Members discussed how to improve Governor attendance at training events, considering the following suggestions:

- Holding some scheduled Board of Governors’ meetings at which a training session would be a main agenda item i.e. instead of scheduling training sessions as separate from Board meetings;
- Ensuring that the timing of training sessions could fit into Governors’ work schedules e.g. the presentation on research at the University to be given later on 27th Feb. 2019 had been scheduled to begin at 1.30pm and would last about an hour, which allowed Governors time to return to work;
- Ascertaining which training topics were of the most interest to Governors e.g. by considering an updated Governor training plan.

The Clerk reported that a paper/e-mailed separate training needs form would be developed and circulated to Governors requesting details of their training needs, with a report on the outcome to be presented to the Committee’s June 2019 meeting.

Action: Clerk

Members noted that the training needs form would be used to develop individual Governor training plans as well as to collect information on in-house training
sessions likely to be of general interest to all Governors, noting, for example, that attendance at external seminars on audit matters would be likely to be of interest to Audit Committee members rather than Governors generally.

Members discussed strategic topics which could be of interest to all Governors, noting that future strategic developments were likely to be affected by the outcome of the Augar review of post-18 education, including the review of undergraduate tuition fees.

The Committee received the Clerk’s report on Governor induction and training.

9. **Documents/links from outside bodies e.g. DfE, OfS, CUC, AdvanceHE.** It was noted that there were no documents/links from outside bodies to be considered.

**PART III: Final matters**

10. **Any other item(s) of urgent business.** There was no other business not already on the agenda.

11. **Risk management.** There were no new items of risk identified at the meeting.

12. **Date and time of next meeting.** The Committee noted that it was next scheduled to meet on Wed. 5 June 2019 at 12.00 noon.
SEARCH & NOMINATIONS COMMITTEE

Minutes of an Extraordinary Search & Nominations Committee meeting held on 1st May 2019

Present: Ms A Handa (Independent Governor & Vice-Chair of the Search & Nominations Committee), Mr C Clements (Independent Governor), Mr J Finnigan (Independent Governor)

In attendance: Mrs F Bagchi (Clerk to the Board of Governors)

1. Apologies for absence. Apologies were received from Mr J Flathers (Senior Independent Governor & Chair of the Search & Nominations Committee) and Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member) due to the interest declared below. In Mr Flathers’ absence, Ms Handa (Vice-Chair of the Search & Nominations Committee) chaired the meeting.

2. Declarations of interest. The Clerk reported that Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member) had declared an interest in relation to the membership of the Remuneration Committee, which considered designated senior post-holder remuneration, and had therefore sent apologies for the meeting.

PART I - Items for approval/recommendation

3. Minutes of the previous meeting & action plan. As the meeting was an Extraordinary meeting, the Clerk reported that the minutes of the previous meeting were not due to be considered for approval.

4. Recommendation on committee membership. The Clerk reported that the February 2019 meeting of the Search & Nominations Committee had considered the CV of Ms S Heidinger, a Fellow of the Chartered Institute of Personnel and Development and the Director of Human Resources at the University of Strathclyde, and had agreed that she should be appointed as a co-opted Remuneration Committee member, subject to interview.

Ms A Handa, Vice-Chair of the Search & Nomination Committee, and Mr Finnigan, a Search & Nominations Committee, had, with the Clerk to the Board of Governors in attendance, interviewed Ms Heidinger by teleconferencing earlier on 1st May 2019. It was noted that: Ms Heidinger had HR experience at a senior level, including knowledge of equality and diversity matters; could contribute a UK-wide perspective and had knowledge of the remuneration codes applicable to higher education institutions in both Scotland and England; was able to attend Remuneration Committee meetings.
The Committee agreed to recommend to the Board of Governors the appointment of Ms Heidinger as a co-opted member of the Remuneration Committee: proposed Ms Handa, seconded Mr Clements.

Action: Vice-Chair of SNC
SEARCH & NOMINATIONS COMMITTEE

Minutes of an Extraordinary Search & Nominations Committee meeting held on 5th June 2019

Present: Mr C Clements (Independent Governor), Mr J Finnigan (Independent Governor), Mr J Flathers (Senior Independent Governor & Chair of the Search & Nominations Committee), Ms A Handa (Independent Governor & Vice-Chair of the Search & Nominations Committee) and Professor S Wonnacott (Vice-Chancellor & Governor ex officio & Committee member).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms J Hearnshaw (Secretary to the Vice-Chancellor).

1. **Apologies for absence** There were no apologies for absence. It was noted that Ms Handa was attending the meeting through teleconferencing.

2. **Declarations of interest** Declarations of interest were received from Mr J Flathers in relation to agenda item 7 (Report on Governor & Committee member vacancies, including skills audit), which included a report on the ending of his current term of office.

**PART I - Items for approval**

3. **Minutes of the previous meeting.** The minutes of the extraordinary meeting of the Search & Nominations Committee held on 27th February 2019 were approved: proposed Ms Handa, seconded Mr Clements.

4. **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** Committee members considered the action plan attached to the above minutes, noting that actions not already completed were on the agenda or had a future completion date with the following exception:
   - With reference to action 15, the Clerk would conduct an exit interview with Ms Ojari and Ms Horton.

   **Action: Clerk**

Members also noted:
   - With reference to action 4, that Ms Watson had stated that she would be unable to accept a second term of office as an Independent Governor, due to increased work commitments, and therefore did not wish to be considered for re-appointment when her current term of office ended.

The Committee completed its review of the action plan arising from the minutes of 27th February 2019. There were no other matters arising from the minutes.
5. **Minutes of the previous extraordinary meeting.** The minutes of the extraordinary meeting of the Search & Nominations Committee held on 1st May 2019 were approved: proposed Ms Handa, seconded Mr Finnigan.

6. **Action plan update & matters arising from the above minutes, not elsewhere on the agenda.** Committee members considered the action plan attached to the above minutes, noting that the only action arising had been completed.

The Committee completed its review of the action plan arising from the minutes of 1st May 2019. There were no other matters arising from the minutes.

7. **Report on Governor & Committee member vacancies, including skills audit.** The Clerk presented the report on Governor and Committee member vacancies including a review of Board composition, Governor equality & diversity profile and skill audit table.

Governors noted that the Board of Governors had a determined membership of 16 and that there were currently no vacancies.

The following forthcoming Governors vacancies were noted:

- Mr Flathers’ final term of office as an Independent Governor would end on 31st July 2019, following a decision at the February 2019 Board of Governors’ meeting to extend Mr Flathers’ final term of office to that date;
- Ms Watson’s first 4 year term of office as an Independent Governor would end on 15th September 2019, noting that Ms Watson was Artistic Director of East Street Arts;
- Ms Palmer-Jones, Level 6 Illustration, had been elected as Students’ Union President, replacing Ms Ojari whose term of office would end on 31st August 2019;
- Ms Motema, Level 5 Textiles Design, had been elected as Student Governor, replacing Ms A Horton whose term of office would end on 31st August 2019.

The Committee discussed the 2 vacancies for Independent Governors which would arise on the ending of Mr Flathers’ and Ms Watson’s terms of office with reference to the Board of governors’ skills mix, noting that the Board currently had a good skills balance although the need to strengthen expertise in law, property and accountancy/finance had previously been identified by the Committee. Members noted, in addition, the need to strengthen creative sector expertise, following Ms Watson’s decision not to be considered for re-appointment. It was noted that Mr Flathers was a property lawyer but that expertise in property matters had been strengthened following the appointment of Mr Whitehead and that Mr Finnigan had legal skills.

With reference to the equality and diversity report, it was noted that the Board of Governors was currently gender balanced. The percentage of Black & Minority Ethnic (BME) Governors on the Board was currently 6.25%, which would increase from 1st September 2019.

Members discussed how the 2 Independent Governor vacancies should be advertised, noting the briefing on Governor recruitment strategies used by higher education institutions (HEIs) provided by the Clerk, including the use of websites and recruitment agencies. The previous use of the local and national press when advertising for new Governors with financial skills was noted in discussion.

The Clerk drew attention to the person specification for new Governors, previously approved by the Committee and included in the Information Pack sent out with the agenda, which included additional criteria for Governors from specialist backgrounds. It
was noted that this would be used by the University’s Head of Human Resources (HR) when drafting advertisements for new Governors. It was agreed that draft advertisements should be circulated to Committee members by e-mail.

**Action: Head of HR/Clerk**

The Committee agreed that: advertisements should be placed on the University website, the Committee of Universities Chairs (CUC) Board vacancies website, and on the Women on Boards website; relevant major professional firms in Leeds should be approached for nominations and the University should also use its creative networks contacts.

**Action: Head of HR/Clerk**

Members considered committee membership, noting the recent appointment of Ms Heidinger as an external co-opted Remuneration Committee member and the re-appointment of Mr Fox as an external co-opted Audit Committee member.

The Committee noted, with reference to committee vacancies and other Board Lead roles, that: there would be a vacancy on the Search & Nomination Committee following the ending of Mr Flathers’ final term of office as an Independent Governor; as Mr Flathers was Chair of the Search & Nomination Committee, he was an ex officio member of the Remuneration Committee; a vacancy for a Senior Independent Governor would be created when Mr Flathers’ final term of office ended.

It was agreed that the Clerk should amend the Board of Governors’ membership table to show that Mr Finnigan was the Chair of the Audit Committee and Dr Reid was the Vice-Chair of the Audit Committee and that the key to the skills audit table should be amended to read ‘Ms Anju (Anj) Handa’.

**Action: Clerk**

The Committee agreed to recommend to the Board of Governors the appointment (subject to their meeting the Governor eligibility criteria) as Student Governors of Ms Aderice Palmer-Jones and Ms Olga Motema from 1st Sept. 2019 to 31st Aug. 2020 or until the end of their term of office as, respectively, Students’ Union President and Elected Student Governor or until they left the University, whichever was the sooner.

**Action: Chair of the SNC**

The Committee received the Clerk’s report on forthcoming Governor and committee member vacancies.

**PART II - Items for consideration & approval or recommendation**

8. **Succession planning.** The Committee considered the Clerk’s report on independent Governor vacancies occurring in 2019-20, noting that:
   - Mr Bagley’s first 4-year term of office as an Independent Governor would end on 12th April 2020, noting that Mr Bagley was an accountant with a business background;
   - Mr Clements’ current term of office as an Independent Governor and his 4-year term of office as Chair of the Board of Governors would end on 16th July 2020, noting that Mr Clements was a forensic auditor.

Member’s noted that the Board’s policy on re-appointment was that Independent Governors should normally serve at least two consecutive terms of 4 years, subject to satisfactory attendance, but that an extension could be granted where a Governor took on a new and more senior role.
It was agreed that the Chair of the Board of Governors, Mr Clements, should approach Mr Bagley to discuss whether he would be willing to be considered for a second term of office.

*Action: Chair of the Board of Governors*

The Committee received a report on succession planning.

9. **Annual review of sections in the Instrument & Articles of Government which refer to Governor appointments.** The Clerk reported that a review of sections of the Instrument & Articles of Government which referred to Governor appointments was a standing agenda item for the summer meeting of the Committee.

Members noted that:

- Schedule 7A (Instruments of Government made by Privy Council) to the Education Reform Act 1988 (ERA) set out detailed requirements in relation to the membership of a higher education corporation;
- The Instrument of Government made by the Privy Council for the higher education corporation of Leeds College of Art, in force from 1st August 2011 and modified by the Privy Council on 15th August 2018 to include a change of title to ‘Leeds Arts University’, conformed to these requirements;
- As part of the changes introduced as a result of the establishment of the Office for Students (OfS), Privy Council oversight of HE governing documents would, however, cease on 1st August 2019 for higher education corporations;
- This had been effected by Schedule 8 of the Higher Education & Research Act (HERA) 2017 which amended the Education Reform Act (ERA) 1988.

The Committee completed its annual review of sections in the Instrument & Articles of Government which referred to Governor appointments.

10. **Annual review of sections in the Board of Governors’ Standing Orders relevant to the Governor recruitment & appointment process.** The Clerk reported that, under its terms of reference, the Search & Nominations Committee approved, under delegated power from the Board of Governors, documents relating to the recruitment and appointment of Governors e.g. Governor recruitment and appointment procedures, Governor person specification, information on being a Governor and Governor role description. An annual review of these documents, together with the Governor eligibility statement, was a standing agenda list for the Committee’s summer meeting. It was noted that no revisions to these documents was being proposed.

The Committee completed its annual review of sections in the Board of Governors’ Standing Orders relevant to Governor recruitment and appointment.

11. **Annual review of Governor recruitment & appointment procedure & the Governor eligibility statement.** The Clerk reported that, under its terms of reference, the Search & Nominations Committee approved, under delegated power from the Board of Governors, documents relating to the recruitment and appointment of Governors e.g. Governor recruitment and appointment procedures, Governor person specification, information on being a Governor and Governor role description. An annual review of these documents, together with the Governor eligibility statement, was a standing agenda list for the Committee’s summer meeting. It was noted that no revisions to these documents was being proposed.

The Committee completed its review of the Governor recruitment & appointment procedure and the Governor eligibility statement.

12. **Review of Governor induction & training programme.** The Committee received a report from the Clerk on Governor induction and training during 2018/19.

The Committee noted that there was a minimum agreed target of attendance by
Governors at 3 external training/events annually. The following Governors had attended external events during 2018/19:
- Student Governors Ms Ojari and Ms Horton had attended an AdvanceHE/National Union of Students (NUS) Student Governor seminar in London on 5th Sept. 2018;
- Dr Reid had attended the Committee of University Chairs (CUC) autumn plenary in Oct 2018;
- Mr Clements, Chair of the Board of Governors, had attended the CUC’s New Chairs dinner in January 2019;
- Mr Finnigan had attended the CUC spring plenary in April 2019.

The Clerk reported that: in-house induction sessions for new Governors included a review of the University’s Strategic Plan and key performance indicators (KPIs), financial and risk management, and governance matters; Ms Ojari (Students’ Union President) and Ms Horton (Elected Student Governor) had attended an induction session on the 8th October 2018; Ms Palmer-Jones (Students’ Union President) and Ms Motema (Elected Student Governor) would be invited to attend an induction session prior to the Board of Governors meeting on the 9th October 2019.

Action: Clerk

The Committee noted that the AdvanceHE Governance Consultancy & Development 2019-20 brochure has been included in the Information Pack accompanying the agenda, noting that it would be distributed to all Governors.

Action: Clerk

Members noted that AdvanceHE’s 2019/20 Governor development programme included an event for new Student Governors on 10th Sept. 2019 (supported by a webinar which would be made available during autumn 2019), an induction event for new Independent and Staff Governors on 10th Oct. 2019, and a second event for new and continuing Student Governors on 23rd Jan. 2020.

The Committee agreed that the AdvanceHE new Student Governor events should be drawn to the attention of Ms Palmer-Jones and Ms Motema, noting that Ms Ojari and Ms Horton had reported that they had found the Sept. 2018 event useful.

The Vice-Chancellor reported that the current Student Governors had already provided a handover for the new Student Governors.

It was noted with reference to the University’s in-house 2018/19 Governor development/training programme that:
- A Governor training session had been held on the 27th February 2019 on research at the University and how the University was preparing for the Research Excellence Framework (REF);
- The Governor & Executive meeting/Governor Development session had been held on 1st May 2019, with presentations on graduate employability and the expansion of the course portfolio.

The Committee discussed training topics for 2019/20 with reference to the list of topics for in-house training/Governor development sessions previously discussed by the Search & Nominations Committee and/or suggested in individual Governor training plans or by other committees. It was noted in discussion that a training session on finance would be useful for new Governors and as a refresher for existing Governors.

The Committee agreed, with reference to topics derived from Governor training plans, that the Clerk should develop an online version of the Governor training preferences form to allow Governors to update training preferences before the Committee’s Oct.
The Committee noted that the CUC’s HE Code of Governance recommended that Boards should review their effectiveness every 4 years, noting that Governor self-assessment formed one part of such a review.

The Clerk reported that a Governor self-assessment questionnaire based on a model produced by the Leadership Foundation for HE, which had been designed to obtain views from Governors on how the Board undertook its role and the value it provided, had been used by the Board of Governors in 2012 (shortly after the institution transferred to the HE sector in 2011), in 2017 (shortly before the institution obtained university title), and in 2019. The 2019 survey had been made available online on the Board of Governors’ section of eStudio, with all 16 Governors having completed the questionnaire (2012: 14 Governors. 2017: 10 Governors). The Clerk would analyse the results and report to the Committee’s Oct. 2019 meeting.

The Committee received a report from the Clerk on the 2019 Governor effectiveness review and agreed to review the continuing use of the Governor self-assessment questionnaire in 2022 i.e. before the next effectiveness review in 2023.

The Committee considered a progress report from the Chair of the Board of Governors, Mr Clements, on the schedule of Governor development and feedback sessions for 2018/19, which were ongoing. It was noted in response to members’ questions that Governor attendance was reviewed as part of the process.

Mr Clements reported that the discussions which had taken place with Governors to date had been positive, highlighting that Governors had particularly commented on how the institution had grown and changed and the value of attending year end shows and exhibitions as a way of understanding the work of the University.

The Committee received a progress report on the 2018/19 Governor development and feedback sessions.

The Committee undertook its annual review of its terms of reference, and agreed that no revisions were required, other than the updating of the membership section following the ending of Mr Flathers term of office.

The Committee completed its annual review of its standing agenda item list and agreed that no revisions were required.
PART III - items for information

17. Documents/links from outside bodies. The Committee noted the following documents which had been included in the information pack sent out with the agenda:
   - AdvanceHE Governor Development Programme 2018-19;

PART V - Final matters

18. Any other item(s) of urgent business. There were no other matters not already on the agenda.

19. Risk management. No new items of risk had been identified at the meeting.

20. Date and time of next year’s meetings. The Committee noted the following meeting dates for 2019-20: Wed. 9 Oct 2019 at 12.00 noon, Wed. 3 Jun 2020 at 12.00 noon.