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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON THURSDAY 15 JUNE 2023** |
| PRESENT: |
| John Cowling, Chair | Dr Jia Liu |
| Joanna Allen  | Meg Munn  |
| Prof Jeff Bale | Penny Thompson (from item 7) |
| Prof Sir Chris Husbands  |  |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | 1 to 6.1 |
| Clair Marlow, Head of Legal Services and Deputy University Secretary | All |
| Ruth Thei, Head of Governance and Sector Regulation | All |
| Tracey Goodwill, Committee Secretary  | All |
| APOLOGIES: Lord Kerslake and Sabahat Khan  |

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| Minute Ref | Item of Business | Paper Ref  |
| GNC/2023-06-15/1 | DECLARATIONS OF INTEREST |  |
| 1.1 | There were no declarations of interest.  |
| GNC/2023-06-15/2 | MINUTES OF THE PREVIOUS MEETING | GNC/2023-06-15/P2.1 + 2.2 |
| 2.1  | The minutes and confidential minutes of the meeting held on 2 March 2023 were **approved** as a correct record.  |
| GNC/2023-06-15/3 | MATTERS ARISING/ACTION TRACKER | GNC/2023-06-15/P3 |
| 3.1 | The Committee **noted** the action tracker including the work completed and items approved by the Board since the March 2023 meeting.  |
| 3.2 | **Matters Arising GNC/2023-03-02/8.2 FEC membership expertise**The Chair of the Finance and Employment Committee reported that FEC membership needs had been reviewed and he was content with the skills, knowledge and experience of FEC membership and the size, which would reduce to seven members from 1 August 2023 as previously planned. When future vacancies arise any need to enhance the skills, knowledge and experience of the Committee’s membership would be brought forward for consideration, including property and estates management/development expertise. This would be informed by the Board’s annual competency audit (minute GNC 2023-06-15/6.3 refers).  |
| 3.3 | **Matters Arising GNC/2023-03-02/7.3 Raising awareness of the Board in the University**The Committee’s discussion of how the Board’s connectivity with University staff could be improved including opportunities for the staff voice to be heard by the Board was now planned for the September 2023 meeting. |
| GNC/2023-06-15/4 | OTHER URGENT BUSINESS |  |
| 4.1 | There was no other urgent business. |
| GNC/2023-06-15/5 | **CHAIR OF THE BOARD APPOINTMENT PROCEDURE AND REVISED TIMELINE** | GNC/2023-06-15/P5 |
| 5.1 | The Committee **noted** the report on the appointment procedure, revised timeline, role and person specifications for the recruitment of a Chair of the Board to fill the vacancy created by the planned retirement of Lord Kerslake on 31 July 2024. The revisions had been informed by the Committee’s previous discussion, feedback from the Deputy Chair of the Board, Deputy Chair elect and other Board members, and transition arrangements arising from progress of the separate recruitment process and timeline for a new Vice-Chancellor.  |
| 5.2 – 5.3 | The Committee discussed the report. Confidential minutes were recorded.  |
| 5.4 | **Next steps:** In order to expedite the implementation of the Chair of the Board recruitment process, the Board would be invited to approve the Committee’s recommendations in a Written Resolution. **Action:** Head of Governance and Sector Regulation  |
| GNC/2023-06-15/6 | BOARD OF GOVERNORS MEMBERSHIP MATTERS | GNC/2023-06-15/P6.1 |
| 6.1 | The Committee **noted** the report on membership matters including succession planning, and the changes to the Board’s size as planned and previously agreed by the Board.  |
| 6.2 | The Committee considered the proposals for terms of office on the Board and a confidential minute was recorded. |
| 6.3 | The Committee **noted** the:* development of the Board’s Competency Audit and the timeline for its annual issue to members of the Board and its committees including the external co-opted members. It was confirmed that the questionnaire would be pre-populated with members’ previous responses and members invited to review and update where there had been change. The rankings of strong/some/none were to be scored using 2/1/0 respectively.
* mentor/buddy arrangements for the external co-opted members appointed in February 2023.
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| 6.4 | **Action:** Committee Secretary to progress the actions arising in connection with the membership matters.  |
| GNC/2023-06-15/7 | SENIOR INDEPENDENT GOVERNOR: OPTIONS APPRAISAL | GNC/2023-06-15/P6.2 |
| 7.1 | Recent sector developments and commentary indicate that the Senior Independent Governor role was being increasingly adopted both in Higher Education and more widely in educational, health and public/charity sectors. Although a combined role was an option the Committee of University Chairs’ (Higher Education Code of Governance) considered it more appropriate to have a SIG that was distinct and therefore visibly independent.  |
| 7.2 | The Committee **noted** the report and the discussion raised the following points: 1. the role should be separate and distinct from the Chair of the Board, Deputy Chair of the Board and Committee Chairs’ roles. It was noted that this reduces the number of Independent Members on the Board who could express an interest in SIG.
2. the purpose and significance of the role’s independence which would provide Board members with a colleague who was a sounding board for any governance matters.
3. it would be sensible to trial the role, learn from what other Boards were doing with a SIG, including the role’s independence and the commitment required of the role holder.
4. defining the SIG role should ensure complementarity with the duties of the Chair and Deputy Chair of the Board
5. there was a balance to be achieved between the number of specialist roles on the Board and overall size and capacity, but the commitment to the development and ongoing curation of the SIG role was supported.
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| 7.3 | The Committee broadly supported option 1 namely a SIG role independent of the Chair and Deputy Chair and Committee Chairs, provided there are enough interested Independent Members to enable viability of the role. The Committee would receive a report on the proposed scope of the SIG role at the next meeting. **Action:** Head of Governance and Sector Regulation |
| GNC/2023-06-15/8 | COMMITTEES OF THE BOARD | GNC/2023-06-15/P7 |
| 8.1 | The Committee **noted** the report on memberships of the committees. |
| 8.2 – 8.3 | Confidential minutes were recorded. |
| 8.4 | **Action:** Committee Secretary to progress the actions arising in connection with the membership matters.  |
| GNC/2023-06-15/9 | BOARD REGULATIONS: SCHEME OF DELEGATION UPDATE | GNC/2023-06-15/P8 |
| 9.1 | The Committee **noted** the change to record keeping in relation to delegated authority and the reasons for that. The Board would be asked to note this change. |
| GNC/2023-06-15/10 | STUDENTS’ UNION COMPLIANCE WITH THE EDUCATION ACT 1994 | GNC/2023-06-15/P9 |
| 10.1 | The Committee:* **noted** the report and was assured that arrangements were in place to ensure compliance with Section 22 of the Education Act 1994 which sets out requirements on the Board of Governors in relation to the operation of the Students’ Union.
* **resolved to approve** the revised Code of Practice in relation to the operation of the Students’ Union.

The Board would be asked to **note** that arrangements were in place to ensure compliance with Section 22 of the Education Act 1994.  |
| 10.2 | A confidential minute was recorded. |
| GNC/2023-06-15/11 | TRAINING AND DEVELOPMENT | GNC/2023-06-15/P10 |
| 11.1 | The Committee **noted** the report. It was commented that giving notice of events/visits/training dates would support good engagement from members.  |
| GNC/2023-06-15/12 | ANNUAL BUSINESS CYCLE 2023-24 | GNC/2023-06-15/P11 |
| 12.1 | The Committee **noted** the outline annual cycle of business for 2023/24 and that the next meeting would be held on Wednesday 20 September 2023. |