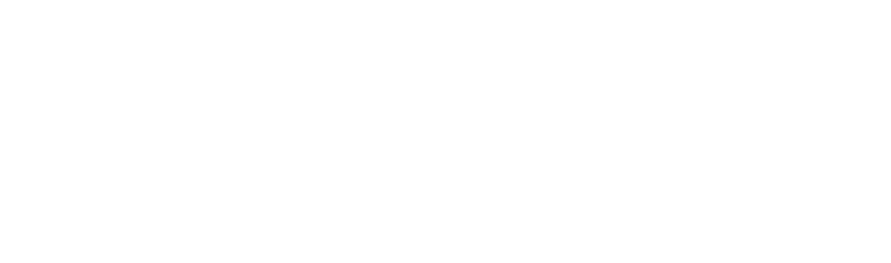
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| Cardiff Metropolitan University |
| Governance & Nominations Committee Annual Report |
| Academic Year 2022/2023 |

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| Approved by Nick Capaldi  October 2023 |





Governance & Nominations Committee Annual Report

# About the Committee

The Governance and Nominations Committee (the **Committee**) is a delegated body of the Board of Governors (the **Board**) at Cardiff Metropolitan University (the **University**).

Civic institutions that are funded by students, staff, stakeholders, and the public, are expected be effective, well-run, and accountable. The Committee supports the Board in ensuring that this is the case.

In 2022/2023, the Committee was supported by Emma Potts (Interim University Secretary) (from March 2023), Greg Lane (Head of Governance & Deputy Clerk to the Board of Governors) and Emily Samphier (Governance Officer).

Remit

The Committee is responsible for the oversight of corporate governance at the University. Its Terms of Reference can be found at [Appendix 1](#_Appendix_1). In summary, its work includes:

* Overseeing the University's governance arrangements and processes to ensure they are effective and aligned with the University’s Articles & Instrument of Government.
* Succession planning, through reviewing the composition of the Board’s membership and supporting the recruitment of skilled Governors.
* Ensuring Governors are effectively trained and appraised through the development of an annual governor-led training and development programme.
* Having oversight of arrangements for the appointment of the University Chancellor, Chair of the Board, Vice-Chancellor, and other senior posts.

Membership

Membership of the Committee for the Academic Year 2022/23 was as follows:

* Nick Capaldi OBE (Chair and Independent Governor)
* Professor Cara Aitchison (President & Vice-Chancellor)
* Charlie Bull (Professional Services Staff Governor) (from December 2022)
* Sheila Hendrickson-Brown (Independent Governor) (until April 2023)
* Paul Matthews (Independent Governor)
* David Warrender (Independent Governor)
* Kirsty Palmer (Academic Board Representative Governor)
* Denn Yearwood (Professional Services Staff Governor) (until November 2022)

Meetings

Four Meetings were held during the 2022/2023 Academic Year:

* 03 October 2022
* 30 January 2023
* 24 April 2023
* 19 June 2023

The Committee provided a summary report to the Board following each meeting.

# The Committee’s Work During 2022/23

Work of the Committee during the 2022/2023 academic year focused on the following key areas:

* Reviewing and developing proposals for the University’s Governance & Committee Structure for consideration and approval by the Board (section 3);
* Development of a Governors’ Equality, Diversity & Inclusion (**EDI**) Plan for approval by the Board (section 4);
* Overseeing the Governor recruitment process and evaluating proposals for Board succession planning (section 5) and;
* Oversight of the recruitment process for the University’s new Vice-Chancellor (section 8).

Due to the effectiveness of online meetings, it was agreed that the work of the Board’s Committees would continue for the time being to be carried out virtually, whilst meetings of the full Board took place in-person. This will be kept under review.

# Review of the Governance & Committee Structure

During 2021/2022 the Board’s deliberations were affected by the Governor appraisal process, approval of the University’s new strategic plan ‘Strategy 2030’, and the establishment of the new Commission for Tertiary Education and Research (**CTER**). The Chair of the Board therefore initiated a review of the University’s governance and committee structure. The aim of the review was to help ensure that the University’s structures were aligned with the strategic goals of the University, and the new regulatory environment. Draft recommendations were brought forward to the Committee.

As part of the Committee’s commitment to best practice in all aspects of governance, the Committee had a key role in the review and development of these recommendations. Additionally, it helped identify areas where the structure could be improved. The review ensured that the University’s governance and committee structure was strong and effective. Following endorsement of the final recommendations, the report’s recommendations were approved by the Board of Governors in July 2023.

The Committee agreed that, unless otherwise required by CTER, the remit and terms of reference for the Audit Committee, Governance & Nominations Committee, and Remuneration Committee, should remain unchanged. Additionally, the Campus 2030 (Programme Board), as a time-limited body with a specific remit, would also remain unchanged.

It was agreed that the Terms of Reference for the Strategic Planning & Performance Committee (**SPPC**) would be amended to have a clearer role in monitoring progress against Strategy 2030 and the University’s external engagement/Civic Mission. SPPC would also need to be kept informed of changes to the wider HE environment, particularly regarding the needs of CTER and the Welsh Government.

Additionally, it was agreed that the Terms of Reference for the Resources Committee should be re-focused around financial and overall sustainability. This would include a specific remit for new revenue streams, digital approaches, business start-ups and entrepreneurship, and alumni.

After due consideration, the Committee agreed to introduce a People, Health, and Wellbeing Committee (**PHWC**). PHWC would provide a clear focus within the Committee Structure for people related matters. It would also assist in the identification of common themes and issues that relate to both staff and students’ health and wellbeing. PHWC would also include Equality, Diversity, and Inclusion (**EDI**) matters.

Following the Board’s approval, the Committee, along with the Chair of the Board and the Governance Team, will develop these proposals further with a view to having implemented them in 2023/2024.

# Board Effectiveness Review

At the end of the academic year, the Committee reviewed progress on the implementation of the recommendations from the Board Effectiveness Review (**BER**). The Committee maintained oversight of the recommendations to ensure they had been implemented effectively to improve University governance.

The BER recommendations had been adopted by the Board in February 2021, having been commissioned by the Board in July 2020.

Key updates during 2022/2023 included:

* The development of a Governors’ Equality, Diversity, and Inclusion Plan (**EDI Plan**), of which the implementation would be overseen by the Committee during 2023/2024. The introduction of an EDI Plan was an outstanding recommendation following the Review of Governance in Universities in Wales (the Camm Review) and related Charter. The implementation of an EDI Plan followed the guidance which was subsequently developed by the Welsh HE Sector. The EDI Plan is designed to promote EDI in all aspects of the University’s governance, including addressing barriers to EDI to create a more inclusive environment. As part of its development, the Chair of the Committee consulted with the Heads of the University’s Staff Networks, as well as representatives of the Students’ Union, to ensure the opinions of as many voices as possible had been included in the EDI Plan.
* A detailed Board Succession Plan would be developed following the 2022/2023 Governor Appraisal Process and the Independent Governor recruitment exercise taking place during summer 2023. The Plan would include a Governors’ Skills Matrix and skills gap analysis. This will help to provide a clearer approach to help identify any required training, development and recruitment that is required. The development of a Board Succession Plan would help to ensure a smooth transition when there are gaps in Board membership, continuity of leadership, promotion of EDI, and improve governance. All of these are important to the University’s ability to achieve its strategic goals.
* The University was able to finalise the updated Articles and Instrument of Government during 22/23 for formal submission to Welsh Government and the Privy Council. These key documents had been revised and consulted on internally and with trade unions. After their final approval by Welsh Government and the Privy Council, the Governance Team would undertake work on the University’s supporting governance documents. Having an up-to-date suite of governing documents would ensure that the framework they provide to the University is in line with best practice in the HE sector.

# Board Succession Planning

Board Succession Planning Proposals

The Committee considered and reviewed several succession planning proposals which included the potential introduction of: Governor Apprentices; Co-opted Members on a wider range of committees; and Vice-Chair roles across all committees. These proposals aimed to help ensure continuity of leadership, promote EDI, and mitigate risk, to ensure the long-term effectiveness of the University’s Governance.

The Committee considered various options relating to a formal, externally facilitated, Governor Apprentice programme. However, it was felt that there were other more preferable options to support effective Board succession planning. The Committee agreed on the introduction of Vice-Chairs to all Committees, which would aid succession planning and Board development. It was also agreed that the introduction of Co-opted Members across a wider range of committees should be explored further with the goal of enabling a more diverse membership. It was also agreed that during the University’s summer recruitment exercise for Independent Governors, a wide pool of candidates should be considered from a diverse background. This would be essential in helping to fulfil the aims and ambitions of the recently agreed Governors’ EDI Plan.

Recruitment of Independent Governors

Following the retirement of several Governors, the University had five vacancies on the Board. The Committee received updates on the recruitment process that was being carried out by the University and the Chair of the Board to ensure it was fair and transparent. The Committee provided advice on what qualities to identify in potential candidates, such as experience, skills, knowledge, and commitment, to help develop an ideal profile. The Chair of the Committee was directly involved in the recruitment exercise along with the Chair of the Board with both speaking to the executive search consultancy appointed to support the recruitment process. The recruitment exercise was due to be carried out during summer 2023 with interviews taking place in September 2023, in readiness for the new academic year and governance cycle.

Election for Staff Governors

During the 2022/2023 academic year, two elections were held for (1) a Professional Services Staff Governor, and (2) an Academic Staff Governor. This followed the end of the terms of appointment for the then Staff Governors. As part of this, the Committee was involved in reviewing the proposed election process, as it was responsible for ensuring the Board is effective and representative of the University’s community. The Committee provided advice to ensure that the election was run in a democratic way and had the widest reach possible within the University, to achieve a diverse and representative Board. This led to a wider reach within the University through increased use of the University’s intranet to share information about the election.

# Governor Induction, Training, and Development

The Committee ensured that each Governor received training and development that was relevant to their role on the Board. The Committee considered the corporate needs of the University as well as the specific interests of each Governor. This helped to ensure that all Governors were appropriately supported to have a good level of knowledge and understanding of the higher education environment and the internal workings of the University.

The programme provided during 2022/2023 included:

* Meetings between Governors and the Chair;
* Meetings between Governors and the Vice-Chancellor’s Executive Group;
* Meetings between Governors, the Interim University Secretary, and the Head of Governance (as requested);
* External training sessions for individual Governors, for example with AdvancedHE;
* An in-person Board and Executive Away Day; and
* Briefings on:
  + Diversity of Income and Safeguarding Cardiff Met’s Future; and
  + The Students’ Union Governance & Democracy Review.

# Governance

Review of the Senior Independent Governor Role

The Board Effectiveness Review recommended that the University introduce a Senior Independent Governor (**SIG)**, this was approved by the Board in July 2021. It was agreed that the role should be reviewed annually to ensure it remained useful and effective. Nick Capaldi, also Chair of the Governance & Nominations Committee, was approved as the University’s first SIG.

The Committee, with the Chair recused, provided feedback and recommendations on the role, and agreed that it added value to the governance structure and would stand the University in good stead in the event of any Governor issues or governance related problems arising. Additionally, it was agreed that the remit of the role could be expanded through the SIG having a larger role in the induction, training, and development of Governors. Additionally, the SIG could provide particular support to Student Governors who would be likely to have less experience of Board-level roles. A key role of the SIG is the undertaking of the appraisal of the Chair of the Board. However, the SIG also provides Governors with an identified person to seek independent advice from, and to raise concerns about governance-related matters.

Review of the Statement of Relationship

The Statement of Relationship between the Board and Executive was first approved in February 2022. During the 2022/2023 academic year the Committee carried out an annual review to ensure it remained suitable and fit for purpose. The Statement had been “designed to clarify roles, values, develop trust and understanding but also set expectations and behaviours.” The Committee agreed that the Statement was helpful. However, it was felt that the tone of the document needed to be re-worked to ensure that it read more positively and accurately. Additionally, the document needed to be amended so that it referred to the values within Strategy 2030, which had been approved since the original Statement had been agreed.

Review of the Scheme of Delegation

The Committee was kept up to date on the University’s Scheme of Delegation, which was introduced during 2021/2022 (**the Scheme**). This followed from the Board Effectiveness Review recommendation, which stated that the Scheme would strengthen the University’s governance and decision-making arrangements. The Scheme covered a comprehensive range of governance, management, and operational matters to ensure decisions were taken at the correct levels of responsibility and accountability within the University.

Following changes at the University’s senior level, and the ongoing process to update the University’s key governance documents, the Scheme was maintained with no significant changes made during 2022/2023. However, it was agreed that a detailed review would take place in 2023/2024 with the involvement of a Governor-level Task & Finish group. The changes to the Scheme would ensure that the University’s governance and decision-making arrangements are strong and aligned with the University’s strategic priorities.

Review of the University’s Articles & Instrument of Government

This is discussed above under ‘Board Effectiveness Review’.

Role Descriptions for Chairs and Vice-Chairs of Committees

As part of the Committee’s work on Board Succession Planning (as noted above), the proposed introduction of Vice-Chair roles within the Board’s committee structure was approved. Role descriptions were developed as part of these proposals for introduction from the start of the 2023/24 academic year.

# Other

Vice-Chancellor Recruitment

Following the University’s Vice-Chancellor announcing their intention to retire, the Committee was involved in – and kept up to date with – the recruitment process for the University’s new Vice-Chancellor. As this was a complex process, having the Committee’s opinion on the recruitment process was vital to ensure it was well-managed, transparent, and demonstrating good governance practice. The Committee also sought to ensure that the views of the University’s stakeholders were considered. The recruitment process took take place over summer 2023 and the Board of Governors made the final appointment in September 2023.

Honorary Awards

Each year at the University’s graduation ceremonies, Honorary Awards are conferred. The University gives these awards to recognise individuals who have made significant contributions to a particular field, outstanding achievement, or service to the broader community. The Committee’s role was to consider and approve nominations for Honorary Fellowships, whilst the Academic Board considered and approved nominations for Honorary Degrees.

The Committee ensured that the process of selecting candidates for these awards was fair and transparent, of appropriate merit, and in the best interests of the University. The Committee advised that in support of the University’s commitment to EDI that the nominations process should in future be monitored to ensure that the individuals chosen were representative of the University and its community and recognised individuals from a diverse range of backgrounds. The recipients of Honorary Awards at the University’s July 2023 graduation ceremonies were:

1. Steve Borley (Honorary Fellowship)
2. Frank Holmes (Honorary Fellowship)
3. Umar Hussain MBE (Honorary Fellowship)
4. Fiona Kinghorn (Honorary Degree)
5. Trudy Norris-Grey (Honorary Fellowship)
6. Dr Nishat Riaz (Honorary Degree)
7. Dr Jamie Roberts (Honorary Fellowship)

Governor Appraisals 2022/2023

Following the success of the first formal appraisal process for Governors, the University continued this in 2022/2023. The Committee oversees the appraisal process an essential component in maintaining effective governance of the University. Appraisals can ensure that each individual governor is providing benefit to the University, and that the University is also meeting their expectations of the role. The process is designed to be a place to provide open and valuable feedback, and to identify areas of improvement on both sides. The Chair of the Board carried out one-to-one meetings with each individual Governor, and there was also an appraisal of the Chair themselves. This was carried out by the Senior Independent Governor.

Governor Appraisals 2021/2022

Feedback from the 2021/2022 appraisals was considered as part of the Review of Governance & Committee Structure (discussed above). Key areas identified in the 2021/22 appraisal process included occasional overlap between Committees (which was addressed in 2022/2023), and increased clarity around the roles of each Committee, which was developed as part of the Review of Governance & Committee Structure.

Approved by Nick Capaldi  
Chair of Governance & Nominations Committee

October 2023

# Appendix 1

Governance & Nominations Committee Terms of Reference 2022-2023

Reports to: the Board of Governors

Occurrence: 3 meetings a year, with additional meetings scheduled as required

*Terms of reference last reviewed: 3 October 2022 and next due for review in October 2023*

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| Members:  Nick Capaldi (Independent Governor/Chair)  Paul Matthews (Independent Governor)  Sheila Hendrickson-Brown (Independent Governor)  David Warrender (Independent Governor)  Kirsty Palmer (Academic Board Representative)  Charlie Bull (Professional Services Staff Governor)  Professor Cara Aitchison (President and Vice-Chancellor)  Quorum: 4 members, at least 3 of which must be Independent or Co-opted Governors | In attendance:  University Secretary and Clerk to the Board of Governors  Head of Governance and Deputy Clerk to the Board of Governors  Chair of Board ex-officio  At the discretion of the Chair other University officers, as may be appropriate, shall be invited to attend meetings |

Remit:

The Governance and Nominations Committee is responsible to the Board of Governors for the oversight of corporate governance arrangements to ensure the University is pursuing best practice. The role of the Committee is in part to ensure a more effective governing body, supporting the recruitment of skilled governors, considering succession planning to help meet skills gaps, developing a framework for the appraisal of governors, and working with the Chairs of other Committees to assess Committee performance and make recommendations for improving practice.

It is responsible for reviewing the composition of the governing body, including membership and size as well as succession planning, and making recommendations to the Board of Governors about recruitment and appointment of governors. It is responsible for making recommendations to the Board on the structure and membership of Committees including Chairs. It is responsible for overseeing the effectiveness of the governing body and its committees, initiating reviews, monitoring performance of committees and attendance of governors. It also develops training and induction plans for the governing body, including an annual training programme. The Committee also plays an important role in the appointment of the Chancellor, Chair of the Board, Vice-Chancellor, and other senior posts.

The Committee will identify from recommendations received, suitable persons to receive the award of Honorary Fellowship and Honorary Degree.

The Committee will consider recommendations on the University’s proposed nominees for awards under the UK Honours System.

Terms of reference:

1. To consider and have authority to approve on behalf of Board:
   1. The process by which Governors will be recruited.
   2. The development, monitoring and implementation of the governor induction and training programme, and the appraisal of governors and the Chair of the Board of Governors.
   3. Processes for the Board’s periodic review of its own effectiveness and implementation of recommendations, as well as reviews of Committees.
   4. The shortlist of suitable individuals to be conferred with Honorary Awards of the University, drawing on recommendations prepared by the Academic Board.
   5. The revocation of an Honorary Award previously conferred by the University.
   6. The University’s proposed nominees for awards under the UK Honours System.
2. To consider and recommend for Board approval:
   1. The appointment and re-appointment of Governors to the Board, having due regard for the University’s equality and diversity policies as well as the Board skills matrix.
   2. The nomination of Governors for appointment to Committees, including Chairs of Committees.
   3. Approval for appointing the Chancellor, the Chair of the Board, the Vice-Chancellor and other senior post holders.
   4. The process by which the Chancellor of the University and Chair of the Board of Governors are to be appointed, including regular review of the role descriptions.
   5. Outcomes from periodic reviews of the Board and its Committees.
3. To receive reports for information, including other Committees, and advise Board and/or the Vice-Chancellor as appropriate on:
   1. The composition of the governing body, considering the skills matrix, need for succession planning, and diversity and inclusivity, advising the Board on the need for any changes to the structure, size or balance.
   2. Developments in governance good practice and how these relate to the University, advising the Board on compliance.
   3. Performance of Committees, including attendance of individual governors.

The Committee may establish time-limited Task & Finish Groups to undertake any of the above responsibilities on its behalf. The membership and reporting arrangements of such Task & Finish Groups shall be agreed by the Chair of Board, the Committee Chair, or the Vice-Chancellor, according to business demands.

Operation

The Committee shall agree and present to the Board an annual report outlining the key business undertaken by the Committee during the previous academic year, with a particular focus on the decisions taken by the Committee on behalf of the governing body in accordance with the delegated authorities provided in these terms of reference.

The Committee shall provide to the Board on an annual basis the training and induction plans for governors for the following year.

The Committee shall provide to the Board on an annual basis an appraisal of the performance of Committees, as well as details of attendance by Governors to all meetings.

The Committee shall provide a summary report to Board following each meeting, setting out what decisions have been taken via delegated authority. The Chair will provide an oral update to Board as necessary highlighting any issues that they need to bring to the attention of the Board.

The Committee may consider matters referred to it by Board, the Academic Board (via the Vice-Chancellor), or the University Vice-Chancellor’s Executive Group

# Appendix 2

Attendance at Meetings

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| --- | --- | --- | --- | --- |
| **Name | Date** | 03-Oct-22 | 23-Jan-23 | 24-Apr-23 | 19-Jun-23 |
| Professor Aitchison, Cara (Vice-Chancellor) | Yes | Yes | Yes | Apologies |
| Bull, Charlie (Professional Services Staff Governor) | - | Yes | Yes | Apologies |
| Capaldi, Nick (Chair and Independent Governor) | Yes | Yes | Yes | Yes |
| Hendrickson-Brown, Sheila (Independent Governor) | Yes | Yes | Apologies | - |
| Matthews, Paul (Independent Governor) | Yes | Yes | Yes | Yes |
| Palmer, Kirsty (Academic Board Representative Governor) | Yes | Apologies | Yes | Apologies |
| Warrender, David (Chair and Independent Governor) | Yes | Yes | Yes | Yes |
| Yearwood, Denn (Professional Services Staff Governor) | Yes | - | - | - |

In order to ensure quoracy, there was also attendance by the Chair of the Board at the Committee’s June meeting.