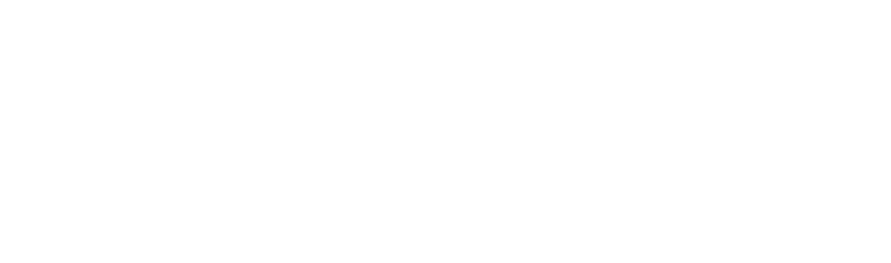
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| Cardiff Metropolitan University |
| Governance & Nominations Committee Annual Report |
| Academic Year 2023-2024 |

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| Approved by Menai Owen-Jones  November 2024 |





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**).

The Committee supports the Board in ensuring the University upholds good governance practice and is accountable to its stakeholders. Its Terms of Reference can be found at [Appendix 1](#_Appendix_1).

In 2023-24, the Committee was supported by Greg Lane (Head of Governance & Clerk to the Board of Governors) and Emily Samphier (Senior Governance Officer).

Membership

Membership of the Committee for the Academic Year 2023-24 was as follows:

* Nick Capaldi OBE (Chair and Independent Governor)
* Professor Cara Aitchison (President & Vice-Chancellor) (to January 2024)
* Charlie Bull (Professional Services Staff Governor)
* Professor Rachael Langford (President & Vice-Chancellor) (from February 2024)
* Paul Matthews (Independent Governor)
* Kirsty Palmer (Academic Board Representative Governor)
* John Taylor CBE (Chair of the Board and Independent Governor)
* David Warrender (Independent Governor)

Meetings

Three meetings were held during the 2023-24 Academic Year:

* 02 October 2023
* 29 January 2024
* 03 June 2024

Meetings were carried out virtually via MS Teams. The Committee provided a summary report to the Board following each meeting.

# The Committee’s Work During 2023-24

The work of the Committee during 2023-24 focused on the following key areas:

* Developing new proposals for the University’s Board & Committee Structure (section 3);
* Streamlining the process around Board Succession Planning and reviewing recruitment (section 5);
* Induction, training, and development (section 6); and
* The University’s Scheme of Delegation (section 7).

# Board and Committee Structure

The Governance & Nominations Committee had planned to look in more detail at the University's governance structure in 2023-24. However, changes in senior leadership, and evolving institutional needs, required a shift in focus. The Committee therefore prioritised addressing immediate operational challenges.

An important change was the planned transformation of the Resources Committee into the Finance Committee at the start of the 2024-25 academic year. This will allow for a more concentrated focus on financial matters while still maintaining oversight of related areas. This change aligns with the Committee’s ongoing commitment to strengthening the University's governance framework and ensuring its effectiveness in supporting the institution's strategic goals.

In addition, the Committee continued its work to establish the People, Health, and Wellbeing Committee (**PHWC**). While the introduction of the PHWC was delayed due to the abovementioned challenges, the Committee progressed the development of its terms of reference. The PHWC will play a vital role in promoting a positive and supportive environment for both staff and students, fostering a culture of well-being, and addressing issues related to equality, diversity, and inclusion.

# Board Effectiveness Review

All recommendations of the 2021 Board Effectiveness Review had been successfully implemented, enhancing the overall effectiveness of the University’s governance practices. Looking forward, the Committee will have a pivotal role in the next Board Effectiveness Review, planned to take place in 2025-26. The review will provide a valuable opportunity for assessing the Board's performance, identifying areas for improvement, and ensuring that the Board remains aligned with the University's strategic objectives. The Committee will be instrumental in setting the scope of the review, ensuring that it addresses key areas relevant to the Board's effectiveness and governance – the work for this will begin in 2024-25.

# Board Succession Planning

Board Succession Planning Proposals

During 2024 significant progress was made towards the development of a detailed Board Succession Plan (**BSP**). The BSP was considered in January and set out detailed information that would enable an improved approach to succession planning and training. The development of a BSP would primarily ensure a smooth transition when there are gaps in Board membership, safeguarding continuity of leadership, promotion of EDI, and improved governance. All of these are important to the University’s ability to achieve its strategic goals. The finalisation of the BSP had been delayed due to related work on the governance structure which was required to feed into the document and is planned to be finalised in 2024-25.

Recruitment of Independent Governors

Following several Governor retirements, the University had five vacancies on the Board at the end of the 2022-23 academic year. The Committee closely monitored the recruitment process, providing guidance and ensuring its fairness and transparency. The Committee emphasised the importance of identifying candidates with diverse backgrounds, skills, and experiences to complement the Board's existing composition.

The Committee's Chair actively participated in the recruitment exercise alongside the Chair of the Board. Interviews were held in September 2023, resulting in the appointment of five new Independent Governors. The University's efforts to recruit a diverse and qualified Board were further strengthened in February 2024 with the appointment of two additional Independent Governors. This expansion of the Board has significantly enhanced its expertise and capacity to effectively guide the University's strategic direction and to meet the challenges faced by the University in terms of its transformation and financial recovery.

# Governor Induction, Training, and Development

The annual Governor Induction, Training, and Development Plan is Governor-led to ensure it is focused on the training needs and requests of the Board. The Committee, in setting the plan, prioritised the professional development of the Board, ensuring each Governor received training tailored to their specific role and responsibilities where required. By considering both the University's corporate needs and the interests of the Board, the Committee aimed to equip all members with a comprehensive understanding of sector issues and the University's internal operations. This approach is designed to support Governors in making informed decisions and effectively contributing to the institution’s success.

The programme provided during 2023-24 included:

* A formal induction for each new Independent Governor, involving meetings with the Chair of the Board, the Vice-Chancellor, the Senior Independent Governor, and the Governance Team. New Governors also received external training from AdvanceHE.
* Meetings, as requested, between Governors and the Chair, members of the University Executive Group, and the Clerk to the Board, respectively.
* An external briefing session from the Equality and Human Rights Commission.

Skills Matrix

The Committee recognises the importance of a robust Skills Matrix in supporting effective governance through the identification of necessary expertise. As it routinely reviews Board membership, the University needs a clear understanding of governors' skills and abilities. A Skills Matrix provides the essential basis for ensuring a balanced and diverse set of skills, expertise, and experiences are represented, enabling effective decision-making and governance. The Skills Matrix was last reviewed in 2021-22.

The revised Skills Matrix includes a more user-friendly digital format and incorporates valuable feedback from the Committee. It is hoped that it will enable a more accurate assessment of Governors’ capabilities and ensure that Board composition aligns with the institution’s strategic priorities and evolving needs.

# Governance

Senior Independent Governor

The Senior Independent Governor (**SIG**) continued to play a pivotal role in the University’s governance in 2023-24. In line with their expanded remit, the SIG was actively involved in the induction of new Governors, providing mentorship and guidance. A key responsibility of the SIG, the annual appraisal of the Chair of the Board, was particularly significant this year as it coincided with the Chair’s term coming to an end. The SIG provided a comprehensive assessment to the Board, offering valuable insights that informed the election of the Chair of the Board for 2024-27.

Review of the Statement of Relationship

The Statement of Relationship between the Board and the Executive, first approved in February 2022, underwent its annual review during the 2023-24 academic year. While no significant changes were necessary, the Committee explored ways to enhance communication and collaboration between the Board and Executive. In 2024-25 the Governance Team will explore having additional briefing sessions prior to Board meetings, including presentations from Deans of School. This is intended to foster a deeper understanding of the University’s operations and facilitate more meaningful discussions.

Review of the Scheme of Delegation

The Committee continued to monitor the University’s Scheme of Delegation, a crucial tool for ensuring effective governance and decision-making. In response to recent organisational changes, including the absence of a Deputy Vice-Chancellor and the introduction of the University Secretary & Chief Operating Officer interim role, the Scheme was updated to align with the University’s current structure. As the University’s new senior management structure evolves, further amendments will be implemented to maintain the Scheme’s relevance and effectiveness.

Revised Articles & Instrument of Government

Following the work of prior years by the Governance & Nominations Committee, and final approval by the Welsh Government and Privy Council, the University’s updated Articles & Instrument of Government came into effect on 01 March 2024. The Governance Team has been unable to immediately focus on updating the University’s other supporting governance documents due to ongoing financial challenges and restructuring efforts. This remains a priority going into 2024-2025.

Role Descriptions

The Committee conducted a comprehensive review of the various role descriptions that set out the duties of Members of the Board (listed below). These descriptions support effective governance and are essential for clarifying expectations, responsibilities, and competencies. The Governance Team benchmarked against similar institutions, incorporating more detailed person specifications and training requirements. This has enhanced the clarity and usefulness of these documents. The revised role descriptions, now formatted in a consistent corporate style, will support recruitment, development, and overall governance effectiveness.

The six role descriptions are:

* Member of the Board
* External Co-opted Member (of a Committee)
* Chair of the Board
* Vice-Chair of the Board
* Senior Independent Governor
* Chair and Vice-Chair of Committee

# Other

Vice-Chancellor Recruitment

Following the announcement in 2023 of the University’s Vice-Chancellor’s intention to retire, the Committee was kept informed throughout the recruitment of the new Vice-Chancellor. The process was managed by a specially convened recruitment panel with the appointment approved at a Special Meeting of the Board of Governors. The Committee provided oversight and ensured the process was transparent, inclusive, and rigorous. The University’s stakeholders were actively engaged, and the Board of Governors ultimately appointed Professor Rachael Langford as the new Vice-Chancellor, who assumed office on 01 February 2024.

Honorary Awards

Each year at the University’s graduation ceremonies, Honorary Awards are conferred to individuals who have made exceptional contributions in their field, outstanding achievements, or service to the broader community. This year, due to ongoing strategic considerations, the University limited the number of awards bestowed. The Committee carefully reviewed nominations for Honorary Fellowships, ensuring a fair and transparent process that aligns with the University’s values. The awardee was: Mr Ravi Shastri. Mr Shastri, a former international test cricketer and coach, is now a global ambassador for Glamorgan CCC. He played for the county for four years and is helping them expand their reach into the Indian cricket market. His role involves advising on organisational structure and management to improve performance.

Governor Appraisals 2023-24

Governor appraisals remain a crucial component of the University’s governance framework. These evaluations ensure that each individual Governor is contributing meaningfully to the University’s mission and that their expectations for the role are being met. The appraisal process fosters open dialogue, facilitates feedback, and identifies areas for growth. This year, appraisals were conducted with the majority of Governors, including exit interviews for those nearing the end of their terms. Efforts will be made to encourage all Governors to participate in the Appraisals process. This valuable feedback will inform future governance practices and enhance the overall effectiveness of the Board.

A key part of the appraisal process is to the gain insights from Members of the Board regarding their aspirations at the University. The discussions the Chair had with Members explored their interests in Committee Membership and allowed them to highlight their areas of interest and expertise. This valuable input informed the Chair's understanding of the Board's collective strengths and facilitated a more informed decision-making process when forming Committees.

**Approved by Nick Capaldi   
Chair of Governance & Nominations Committee 2023-24**

**October 2024**

**Approved by Menai Owen-Jones  
Chair of Governance & Nominations Committee 2024-25**

**04 November 2024**

# Appendix 1

Governance & Nominations Committee Terms of Reference 2023-2024

1. Key Information

Reports to: The Board of Governors

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

1. Membership, Quorum, & Attendees
2. Quorum: 4 members, at least 3 of which must be Independent or Co-opted Governors
3. Members & Attendees

|  |  |
| --- | --- |
| Members  Nick Capaldi (Independent Governor/Chair)  Professor Cara Aitchison (President and Vice-Chancellor)  Charlie Bull (Professional Services Staff Governor)  Paul Matthews (Independent Governor)  Kirsty Palmer (Academic Board Representative)  John Taylor (Chair of the Board)  David Warrender (Independent Governor)  *[one Independent Governor vacancy]* | Attendees  University Secretary  Head of Governance and Clerk to the Board of Governors  *At the discretion of the Chair, other University officers, as may be appropriate, shall be invited to attend meetings.* |

1. 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.

1. Terms of Reference
2. To consider and have authority to approve on behalf of Board:
3. The process by which Governors will be recruited.
4. 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.
5. Processes for the Board’s periodic review of its own effectiveness and implementation of recommendations, as well as reviews of Committees.
6. The shortlist of suitable individuals to be conferred with Honorary Awards of the University, drawing on recommendations prepared by the Academic Board.
7. The revocation of an Honorary Award previously conferred by the University.
8. The University’s proposed nominees for awards under the UK Honours System.
9. To consider and recommend for Board approval:
10. 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.
11. The nomination of Governors for appointment to Committees, including Chairs of Committees.
12. Approval for appointing the Chancellor, the Chair of the Board, the Vice-Chancellor and other senior post holders.
13. 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.
14. Outcomes from periodic reviews of the Board and its Committees.
15. To receive reports for information and advise the Board and/or the Vice-Chancellor as appropriate on:
16. 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.
17. Developments in governance good practice and how these relate to the University, advising the Board on compliance.
18. Performance of Committees, including attendance of individual governors.
19. 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.
20. 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

|  |  |  |  |
| --- | --- | --- | --- |
| **Name | Date** | 02-Oct-23 | 29-Jan-24 | 03-Jun-24 |
| Bull, Charlie (Professional Services Staff Governor) | Yes | Yes | Yes |
| Capaldi, Nick (Chair and Independent Governor) | Yes | Apologies | Yes |
| Professor Langford, Rachael (Vice-Chancellor) – from 01 February 2024 | n/a | n/a | Yes |
| Matthews, Paul (Independent Governor) | Yes | Yes | Yes |
| Palmer, Kirsty (Academic Board Representative Governor) | Yes | Yes | Yes |
| Warrender, David (Chair and Independent Governor) | Yes | Yes | Yes |
|  |  |  |  |
| Taylor, John (Chair of the Board) | Apologies | Yes | Apologies |
| *Professor Aitchison, Cara (Vice-Chancellor) – til 31 January 2024* | *Yes* | *Apologies* | *n/a* |

In order to ensure quoracy, there was also attendance by the Chair of the Board as required.