



**BOARD OF GOVERNORS**  
**Minutes of Meeting held 13 January 2021 at 14:00 by conference call**

Present:

Mr T Jagger (chair) *[items 1-3]*  
Dr J Brasted  
Ms E Casey (SU president)  
Mr R Clarke  
Ms T Fisk  
Mr J Glasspool  
Ms S Harris *[item 4]*  
Ms S Lane

Ms J Luxford (acting chair for *item 4*)  
Mr S Lockren  
Dr S McMillan  
Ms V Nawathe  
Prof S Rigby (vice-chancellor) *[items 1-3]*  
Ms L Stone  
Mr N Sturge

In attendance:

Mr D Newman (university secretary)  
Ms R di Corpo (governance manager)  
Mr P Fox (pro vice-chancellor, finance and infrastructure) *[items 1-3]*  
Prof N Sammells (deputy vice-chancellor and provost) *[items 1-3]*

**20/43 WELCOME AND APOLOGIES**

The chair welcomed governors to the special meeting and thanked them for their timely responses to the vice-chancellor's paper, dated 12 January 2021, concerning rebates on student rentals; the board's decision on that matter will be formally noted at the next meeting.

*[V Nawathe joined the meeting]*

**20/44 NOMINATIONS FOR APPOINTMENT TO THE BOARD OF GOVERNORS (Paper G1136)**

On recommendation of the interview panel convened on behalf of the nominations committee, and with reference to paper G1136, D Newman invited the board to approve the appointment of Dr Emma Wakelin and Mr Steve Egan as independent governors on three year terms, commencing 1 February 2021 and 1 June 2021, respectively.

*[S McMillan joined the meeting]*

Governors noted the due diligence taken as part of the appointment process and were satisfied that any potential conflicts of interest could be appropriately managed.

The board approved the two appointments of independent governors Dr E Wakelin and Mr S Egan and delegated the decision regarding which committee(s) these individuals should join to the nominations committee.

[UNIVERSITY SECRETARY]

**20/45 CONFLICTS OF INTEREST (Paper G1137)**

The chair clarified that the discussion concerned Professor Salmon's appointment as chair of

the governing body of Bath College and the potential conflicts of interest this presents, but that it does not reflect any concern with Professor Salmon personally. S Harris absented herself from this item as a staff member within Professor Salmon's portfolio as pro vice-chancellor (external).

The vice-chancellor presented her paper (G1137), identifying the range of conflicts of interest which arise from Professor Salmon's appointment as chair of the Bath College board. Benefits of the appointment were also highlighted. A suggested way forward around each category of conflict was outlined, including three review points to ensure the suitability and effectiveness of the proposed mitigations. Input had been received from the director of human resources and university secretary; specifically, that consideration be given across the following key areas: participation in decisions and/or discussions at Bath Spa pertaining to Bath College, the management of confidential information, **Redacted: Section 43 (commercial)**, and participation/attendance at events, functions and external activities (in what capacity they would be attended and how this would be communicated).

Governors shared a range of views in response to the issues and a robust discussion ensued, with some governors expressing serious concerns about the proposal. There was also some disquiet that this had come to the board's notice at this late stage. Governors acknowledged that while mitigations might be established to address conflicts of interest and their associated risks, scenarios around confidentiality are notoriously challenging. Following a rich debate however, overall, governors determined that a pragmatic approach in reviewing the proposed mitigations in more detail in order that the board may be given the necessary assurances was an appropriate next step. This was supported by the chair of the audit committee.

*[L Stone left the meeting]*

Having considered the context and risks in line with the University's obligations, it was agreed that a draft protocol be developed, by way of mitigating the conflicts of interest, to be presented to the board for consideration and decision no later than 15 February (the next board meeting date). It is to include scenarios and will address the criteria discussed by governors. This is to be led by the university secretary, in cooperation with the chair of the audit committee, deputy chair of the board and vice-chancellor.

[UNIVERSITY SECRETARY]

The chair thanked governors for the seriousness and clarity with which they considered and discussed the issues and shared their range of views. The chair will reflect on how and when to engage with Bath College by way of follow up on the issue.

*[Vice-Chancellor, N Sammells and P Fox left the meeting]*

*[S Harris joined the meeting]*

## **20/46 LEADERSHIP OF THE BOARD OF GOVERNORS**

The chair of the board of governors formally confirmed his intention to resign from the board at a time determined by governors to be in the best interests of the university. A suitable handover period will be agreed, and he will stay involved in Bath College discussions, as appropriate. Bath Spa's evolution has meant his term of office has been an extremely positive experience. J Luxford was then invited, with the board's approval, to step in as acting chair for the remainder of the discussion. On behalf of the board, she expressed her sincere thanks to T Jagger for his chairmanship over the past four years.

*[T Jagger left the meeting]*

As a way forward, the acting chair set out some proposed next steps, prepared with input from the deputy chair and university secretary, for discussion. Governors felt that timely and clear communications was an important first step in instilling confidence in the process. The board holds highest regard for the university executive and is acutely aware that governors' continued support and engagement, as the university continues to navigate the implications on the sector of the pandemic, is essential. It was noted that succession planning falls within the remit of the nominations committee and that a medium to long-term appointment process for a new chair seems likely. Governors emphasised the need to balance expediency with quality of process and transparency; the mandate going forward for the new chair has to be well thought through, as does the profiling exercise.

After due consideration to the optimum timing of the chair's departure it was agreed that early March would both honour T Jagger's commitment to the board, but allow for an efficient transition to forward-looking interim arrangements. Governors also considered the immediate requirements in relation to timings, communications and membership; specifically, the roles of interim chair, deputy chair, senior independent governor and membership of the board's standing committees.

Governors considered J Glasspool's suitability for the role of interim chair of the board and were satisfied that his appointment was appropriate, with no concerns raised about this.

In concluding, the acting chair set out the agreed outcomes as follows:

- a) J Glasspool to succeed T Jagger as chair of the board of governors on an interim basis, with effect from the date immediately following T Jagger's resignation.
- b) T Jagger's resignation will take effect from 5 March 2021.
- c) D Newman will formally notify the Office of Students (OfS) of the change of chair and issue other internal communications/announcements regarding the chair of the board's resignation.
- d) Proposals for succession to be considered in detail by the nominations committee, for recommendation to the full board in due course.
- e) Expressions of interest for the role of deputy chair are to be notified by independent governors to D Newman by 20 January 2021.
- f) The chair of the audit committee will fulfil the role of senior independent governor, with effect from 6 March.
- g) S Lane is to be appointed as chair of the remuneration committee with effect from 6 March 2021, on an interim basis.
- h) S Lane is to be appointed as a member of the nominations committee, with immediate effect, on an interim basis.

The meeting closed at 16:00.

R di Corpo  
Governance Manager  
January 2021

Signed as a record of confirmed minutes by:

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| <p>Mr T Jagger (chair) on 28 February 2021</p> <p><b>Redacted: FOI exemption Section 40 (personal data)</b></p> | <p>Ms J Luxford (acting chair for item 4 of the agenda) on dd/mm/yyyy</p> <p><b>Redacted: FOI exemption, Section 40 (personal data)</b></p> |
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