



Discussion on Senior Independent Director

Outcome requested:	Governance Committee is asked to discuss the draft CUC Higher Education Code of Governance's proposal that governing bodies should consider appointing a Senior Independent Director (SID).
Executive Summary:	<p>The Committee of University Chairs (CUC) ran a consultation earlier this year on a new draft Higher Education code of governance. The draft code was discussed by Council in a conference call on 25 February 2020.</p> <p>Among the key changes in the draft code is the proposal that governing bodies consider the appointment of a Senior Independent Director (SID) whose role would help promote governing body effectiveness. At Queen Mary, this role is currently performed by the Vice-Chair of Council. However, the Committee may wish to consider the value of having a distinct role perform this function.</p> <p>Although the new code has not yet been published, Governance Committee is asked to discuss the proposal in anticipation of the new code coming into effect later this year.</p>
QMUL Strategy:	Effective governance supports the achievement of all strategic aims.
Internal/External reference points:	CUC draft Higher Education Code of Governance
Strategic Risks:	N/A
Equality Impact Assessment:	N/A
Subject to prior and onward consideration by:	N/A
Confidential paper under FOIA/DPA:	No
Timing:	N/A
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Date:	30 June 2020
Senior Management/External Sponsor:	Jonathan Morgan, Chief Governance Officer and University Secretary

Draft CUC Higher Education Code of Governance

- [a] The CUC published a draft Higher Education Code of Governance for consultation earlier this year. Council discussed the university's response to the consultation during a conference all on 25 February 2020.
- [b] Among the key changes is the proposal that governing bodies discuss the benefits of appointing a Senior Independent Director (SID) to promote governing body effectiveness. The draft code says:
 - 5.8 The governing body should also consider whether it is beneficial to appoint a Senior Independent Director (SID). Their role is seen in other sectors as an important aid to good governance; to help advise the Chair, to be an intermediary for other board members and to help facilitate an annual appraisal of the Chair. The role of the SID is different to the Deputy Chair, who should be part of the leadership of the Board; to deputise for the Chair and to take on specific duties which are assigned to them. The SID should be a voice and a sounding board for other governors to sense check the effectiveness of the governance arrangements, and to formally lead the appraisal of the Chair (and the Deputy Chair).
- [c] This role is currently performed by the Vice-Chair of Council who advises the Chair, acts as a sounding board for other members, undertakes the Chair's appraisal, and leads on the appointment process.
- [d] In anticipation of the new code being published later this year, the Committee is invited to **discuss** the value of creating a distinct role to perform this function as an alternative model to promoting greater Council effectiveness.