Queen Mary
University of London

GOVERNANCE COMMITTEE
Thursday 09 July 2020

CONFIRMED MINUTES

Present:

Lord Clement-Jones (Chair)	Professor Colin Bailey	Monica Chadha
Stella Hall	Dr Darryn Mitussis	Bushra Nasir

In attendance:

Dr Nadine Lewycky   Jonathan Morgan

Apologies:
None

Welcome and apologies

2019.010   The Chair welcomed everyone to the meeting which was held by video conference during the Covid-19 pandemic to ensure the continuance of good governance.

Minutes of the meeting held on 10 October 2019 [GC2019/08]

2019.011   The Committee **confirmed** the minutes of the meeting held on 10 October 2020.

Matters arising [GC2019/09]

2019.012   The Committee **noted** the matters arising for the meeting held on 10 October 2019. The following points were noted in the discussion:

[a] There had been several attendees from QMSU at recent Council meetings due to the meeting business. The Committee noted that voting rights belonged only the QMSU President as a member of Council and that this should be enforced if necessary.

[b] Council members could engage virtually with Schools and Institutes while social distancing was in place.

[c] The weekly mailing would be used to highlight opportunities to connect with university activities and with sector training sessions offered by external companies.

Action: [c] Committee Secretary

Council and Committee membership update [GC2019/10]

2019.013   The Committee **discussed** the update on Council and Committee membership. The following points were noted in the discussion:

   [a] There would be a number of vacancies on Council in 2021 and early 2022 including the Chair of Audit and Risk Committee and the Treasurer. The Chief Governance Officer and University Secretary would start preparations to bring to the Committee in October. Early discussions had been held with NuRole about assisting with the search. Green Park, an executive search company focusing on diversity, was an alternative.

   [b] Work was ongoing to recruit a co-opted member to Audit and Risk Committee with audit experience. This had been identified as a gap since the departure of Kath Barrow. The Vice-Chair of Council would speak with Sue Barratt who had recently retired from Deloitte.

   [c] Transparency on appointments had improved and it was important that these roles were recruited in a transparent and open manner. Recruitment material should make clear the University's values, particularly in relation to diversity and inclusion.

   [d] The diversity of the QMSU Board of Trustees was not in line with the university's ambitions. As Council was responsible for diversity throughout the organisation, this would be raised at the appropriate time.

   [e] In October 2018, the Committee had discussed the position of elected members of Council who were also members of the Senior Executive Team. The discussion had related to changes to the Supplemental Charter and had occurred after Professor Wang was a member of the Senior Executive Team (SET) and Council. The Chief Governance Officer and University Secretary would provide the full discussion of the issue.

   Actions: [a] Chief Governance Officer and University Secretary;
   [b] Vice-Chair of Council;
   [e] Chief Governance Officer and University Secretary

Council annual effectiveness review [GC2019/11]

2019.014   The Committee **considered** the Council annual effectiveness review. The following points were noted in the discussion:

   [a] Informal meetings with members of SET outside of meetings would give Council members better insight into the institution. Members should be engaging with the institution throughout their term.

   [b] The Committee asked for formal guidance for Council members presiding over staff appeal panels.

   [c] The Committee **agreed** that the recommendations to improve Council effectiveness should be taken forward.

Actions: [b] Chief Governance Officer and University Secretary;
[c] Committee Secretary

Discussion on Senior Independent Director (SID) [GC2019/12]

2019.015   The Committee **discussed** the proposal to introduce a Senior Independent Director (SID) onto Council. The following points were noted in the discussion:

[a] The rationale for the post was likely motivated by governance failures in corporate settings where the Vice-Chair role was not common.

[b] The current structure of Chair and Vice-Chair of Council was effective. Independent and balanced 360 reviews did not necessitate the introduction of a new role. The relationship between the Chair and the President and Principal was strong and based on constructive challenge.

[c] Were the SID to be introduced as part of the new code, the published accounts would give us the opportunity to explain why we did not comply with this part of the code.

[d] The Committee **agreed** that the proposed duties of the SID should be more explicitly set out in the role description of the Vice-Chair.

[e] The Committee **agreed** to keep the post under review as part of the full effectiveness reviews.

Actions: [d] Chief Governance Officer and University Secretary
[e] Committee Secretary

Governance arrangements under lockdown [GC2019/13]

2019.016   The Committee **noted** the governance arrangements introduced during lockdown. The following points were noted in the discussion:

[a] The Covid-19 risk assessments coming to Council was an additional measure. How we communicated about risk had not changed but the frequency had increased.

[b] The Chief Governance Officer and University Secretary said that the move to online meetings was in line with most other universities but that the gateway papers were a local solution.

[c] The Committee questioned the use of Zoom for governance meetings as it was not recommended by the university. The security of Zoom had improved and was now on a par with Microsoft Teams. Some external members could not use Teams as it was linked to other Microsoft programmes which held proprietary information. We used additional security measures, such as meeting passwords, and did not store any personal information or record meetings.

Meetings in 2020–21

➢ Thursday 08 October 2020 at 1330 hours, Martin Harris Room, Mile End.

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