

**GOVERNANCE COMMITTEE**  
**Thursday 10 October 2019**

**CONFIRMED MINUTES**

**Present:**

Lord Clement-Jones (Chair)  
Stella Hall

Professor Colin Bailey  
Dr Darryn Mitussis

Monica Chadha  
Bushra Nasir

**In attendance:**

Dr Nadine Lewycky

Jonathan Morgan

**Apologies:**

None

**Welcome and apologies**

2019.001 The Chair welcomed everyone to the meeting.

**Minutes of the meeting held on 11 July 2019 [GC2019/01]**

2019.002 The Committee **confirmed** the minutes and the confidential minutes of the meeting held on 11 July 2019.

**Matters arising [GC2019/02]**

2019.003 The Committee **received** an update on matters arising from the meeting on 11 July 2019. The following points were noted in the discussion:

***Council effectiveness review – action plan and timeframe [GC2018/13]***

- [a] Council should ensure that the Students' Union completes its democracy review by January 2020. The proposed changes included an increase in the number of sabbatical officers to ensure equal representation across the three faculties. Council previously created a position for a Students' Union observer on Council in order both to support the Students' Union President, who is an ex officio member of Council, and to give all the sabbatical officers an opportunity to engage with the governance of the University. The Students' Union should therefore be asked to establish a rota for sabbatical officers to observe Council meetings, rather than always inviting the Vice-President, as was becoming the norm.

***Review of training provision 2018/19 and proposals for 2019/20 [GC2018/14]***

- [b] A protocol would be developed for Council members to visit Schools and Institutes, setting clear parameters about the scope and purpose of the visit

and ensuring that members would report back to Council. The existing role description for Council members would be used as the starting point and Governance Committee would be kept updated on the level of engagement from members.

*Actions: [a], [b] Committee Secretary*

#### **Council and committee membership: [GC2019/03]**

- **Update on Council member recruitment**
- **Training and induction arrangements**

2019.004 The Committee **received** an update on Council and committee membership and the training and induction arrangements for 2019–20.

[a] The Vice-Chair of Council had met with Soowoo Park, Senior Manager, Insurable Risks at Standard Chartered Bank, as a potential co-opted member of the Audit and Risk Committee. Despite not having previous board experience, her experience in risk management would add to the skills on the Committee. She was due to meet with the Registrar and Secretary in the following week and the Chair of the Audit and Risk Committee later in the month.

#### **Appointment of external members to Council [GC2019/03a]**

2019.005 The Committee **received** a paper on the appointment of external members to Council. The following points were noted in the discussion:

[a] Melissa Tatton and Alix Pryde had been identified as preferred candidates for the two vacant external member positions on Council. Melissa Tatton was already serving as a co-opted member of the Audit and Risk Committee and it was proposed that she would continue as a member of the Committee on joining Council. It was also proposed that Alix Pryde would become a member of the Audit and Risk Committee as well as Council.

[b] Both candidates had demonstrated their suitability for the role, as described in the role description for Council members, including their strong commitment to the Queen Mary strategy and values. The Committee **agreed** to recommend to Council the appointment of Melissa Tatton as a member of Council from January 2020, giving her the option to observe the Council meeting in November as part of her induction. The Committee also **agreed** to recommend to Council the appointment of Alix Pryde as a member of both Council and the Audit and Risk Committee from January 2020, giving her also the option to observe the Council and committee meetings in November as part of her induction.

*Action: [b] Committee Secretary*

#### **HEPI discussion papers: [GC2019/04]**

- **Remuneration for university governors**
- **University governance in a new age of regulation**

2019.006 The Committee **considered** two HEPI discussions papers relating to university governance. The following points were noted in the discussion:

- [a] The Committee discussed whether Queen Mary should consider introducing remuneration for Council members. A number of universities were already remunerating some or all of their governing body members, but their approach varied widely. It was acknowledged that remuneration was a way to recognise the increasing workload, accountability and responsibility placed on members of governing bodies under the new regulatory framework for higher education. It could also support a move towards stronger, more professionalised governance in universities. While it was not certain that payments to individuals would enable members to do a better job, since time and resources were also important, it would increase universities' expectations in terms of attendance and training.
- [b] The Committee noted that, before approving changes to the Charter enabling Council members to be remunerated, the Charity Commission would seek evidence that the University's complexity of operation had led to an unusually high burden of trusteeship and that there was a lack of volunteers with the right skills. Recent experience had shown that Queen Mary was already able to attract a high-quality, diverse pool of candidates with the required skills. Candidates were incentivised by the University's mission and position in the sector and there was concern that the introduction of financial incentives might alter this.
- [c] The Committee **agreed** that the option to remunerate Council members should not be taken further at this stage, but could be revisited in the event that it becomes more difficult to attract a high-quality, diverse pool of candidates with the required skills.
- [d] The Committee noted that the current expenses policy for Council and committee members provided for travel and care costs. An alternative approach would be to compensate members for time spent on University business. The Committee **agreed** that the current expenses policy should be retained, but should be reviewed on an annual basis. It was also **agreed** that the policy, as well as being included in the Council Member Handbook, should be circulated separately to Council and committee members at the beginning of each academic year.

*Action: [d] Committee Secretary*

### **Update on Council external effectiveness review action plan [GC2019/05]**

2019.007 The Committee **considered** an update on the Council external effectiveness review action plan. The following points were noted in the discussion:

- [a] The Committee reviewed the actions that were flagged as being still in progress (amber). Communication of the Strategy (Recommendation 14) also appeared as a mitigation on the Strategic Risk Register.
- [b] The strategic KPIs would be reported at the school and institute level, thereby allowing for internal benchmarking (Recommendation 18). Two examples where this had already been implemented were the NSS and staff survey results.

- [c] A process had been identified for selecting the Students' Union observer at Council (Recommendation 20).
- [d] The Audit and Risk Committee in the previous week had undertaken a deep dive into the implementation of the Strategy. The Committee had gained assurance from the progress being made, which indicated that the risk would move within tolerance by Q1 2020 (Recommendation 22).
- [e] Staff engagement (Recommendation 25) was one of the strategic KPIs and would be monitored through the staff survey results and the Strategic Risk Register.
- [f] An internal communications plan in relation to the Strategy had been drafted and activities were already underway. These included the President and Principal and other members of the Senior Executive Team visiting all schools and institutes, as well a regular meetings with all Heads of schools and institutes to discuss progress and next steps (Recommendation 30).

### **CUC HE Code of Governance mapping exercise [GC2019/06]**

2019.008 The Committee **considered** an annual review of compliance with the CUC Code of Higher Education Governance. The following points were noted in the discussion:

- [a] The CUC was in the process of reviewing the Code with the aim of setting out principles that are more clearly aligned with the expectations in the OfS Regulatory Framework. The review currently under consideration had been undertaken in reference to the existing Code.
- [b] The Committee **agreed** that the evidence should be expanded to include Council's engagement with partnership and research activities through recent internal audits, as well as steps taken by the Remuneration Committee to publish more information on senior staff pay.
- [c] It was noted that the need to strengthen Council's oversight of academic governance was recommended in the recent governance effectiveness review. Plans to report student data at the school and institute level would give Council greater insight into this in future, as would the decision to appoint the next cross-faculty academic member of Council from the membership of Senate.
- [d] The Committee **agreed** that, for future reviews of compliance with the CUC Code, a column would be added with dates to enable the Committee to keep track of changes.

*Actions: [b], [d] Committee Secretary*

### **Changes to the Royal Charter [GC2019/07]**

2019.009 The Committee **received** an update on the progress of Queen Mary's application for University Title.

- [a] Both the Privy Council and the Department for Education had confirmed

that they were satisfied with the proposed Supplemental Charter. In common with other member institutions of the University of London, Queen Mary was awaiting confirmation from the Office for Students that its public interest requirements were met. Council would be asked to pass a Special Resolution in November asking the Privy Council to grant the Supplemental Charter.

*Action: [a] Registrar and Secretary*

### **Meetings in 2019–20**

- Thursday 09 July 2020 at 1330 hours, Robert Tong Room, Mile End.