

**GOVERNANCE COMMITTEE**  
**Thursday 08 October 2020**

**CONFIRMED MINUTES**

**Present:**

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

**In attendance:**

Dr Nadine Lewycky	Jonathan Morgan
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**Apologies:**

None

**Welcome and apologies**

2020.001 The Chair welcomed everyone to the meeting which was held by video conferencing.

***Remuneration Committee***

[a] The Chair said that the issues raised in relation to the approval of the salary of a new senior member of the School of Medicine and Dentistry and which led to the resignation of Monica Chadha would be dealt with by Remuneration Committee at its upcoming meetings. Any consequent review of the Terms of Reference of Remuneration Committee would come to this committee. The Chair said that he very much regretted Monica's resignation and expressed his thanks for all she had done for Queen Mary during her time as a Council member, member of the Audit Committee and Vice-Chair.

**Minutes of the meeting held on 09 July 2020 [GC2020/01]**

2020.002 The Committee **confirmed** the minutes of the meeting held on 09 July 2020.

**Matters arising [GC2020/02]**

2020.003 The Committee **noted** the matters arising for the meeting held on 09 July 2020. The following points were noted in the discussion:

***Elected staff members***

[a] The Committee had agreed that members of the Senior Executive Team would not be eligible to stand for election as an elected staff member of Council. This had been incorporated into the Supplemental Charter

awaiting approval from the Office for Students and Privy Council. In the interim, it had been agreed with the Chair that Professor Wen Wang would see out the remainder of his term as an elected member and not stand for re-election.

### ***Senior Independent Governor***

- [b] The revised CUC Higher Education Code of Governance included provisions for a Senior Independent Governor (SIG). The Committee had discussed the value of this role at its last meeting. The responsibilities of a SIG had been incorporated into the role description of the Vice-Chair and would be discussed under this item.

### **Council and Committee membership [GC2020/03]**

2020.004 The Committee **considered** the update on Council and Committee membership. The following points were noted in the discussion:

- [a] The data from 2018/19 was the first available set of sector wide data on the characteristics of university governors. A comparison with Council for that year showed that we were ahead of the sector in some characteristics but there was still room for improvement. We were strong on gender diversity but our ethnic diversity was not where we had expected. The Committee had previously discussed the importance of the perspective of disability but this had not been actively pursued. We would use the upcoming vacancies to improve in these areas.
- [b] As the vacancy for Luke Savage would be within the purview of the Drapers' Company, we would discuss candidate profiles with them.
- [c] We should actively recruit candidates with local community connections who would support the university's mission and history. We would need to reflect on where we need to advertise to attract local candidates in addition to NuRole and Green Park. Advertising multiple vacancies at once would allow us to develop a pipeline of candidates with future potential. The advertisement should state clearly that we were seeking to increase the diversity of our board.
- [d] We had been in contact with the Chief Financial Officer at Moorfields NHS Trust about the co-opted role on Audit and Risk Committee. The Chief Governance Officer and University Secretary would have a follow up conversation.

### **Process to elect a Vice-Chair of Council [GC2020/04]**

2020.005 The Committee **considered** the revised role description and process to elect a Vice-Chair of Council. The following points were noted in the discussion:

- [a] The Chair said that Monica Chadha had been an incredibly helpful and active Vice-Chair. The Committee said that her skills, interests and extensive contacts had been a real asset. She would be very sorely missed.
- [b] There were immediate issues around the need to elect a Vice-Chair as this role was also the Chair of Remuneration Committee. The Vice-Chair would

lead on the process to re-elect the Chair and would contribute to the process around the President and Principal's appointment. If we were not able to identify the right candidate internally, there would be the opportunity to revisit and recruit externally.

- [c] The Committee asked why chairing Remuneration Committee had been prioritised in the revised role description. The Chair of Remuneration Committee needed to be another senior member of Council and there was no obvious reason for the role to sit on either Audit and Risk or Finance and Investment Committees. The role carried a big time commitment as it was *ex officio* on two other committees which could be a barrier to people coming forward. The reduction of the time commitment from 30 days to 20 days was an accurate reflection of the responsibilities. The Chair said it would be valuable to have the Vice-Chair attend his meetings with QMSU and UCU.
- [d] The Committee said that committee membership should be determined by skills and expertise and that a member with HR experience might be a more appropriate choice for Chair of Remuneration Committee. As part of the upcoming recruitment, we would look for a member with HR experience who would join the Committee. The Committee currently had a co-opted member with expertise in taxation and reward.
- [e] The aspects of the SIG role that had been added to the role description for the Vice-Chair were leading on the recruitment and appraisal of the Chair. The Chair of Council did not frequently delegate to the Vice-Chair so there was no reason they could not take on the responsibilities of the SIG. The Vice-Chair role description could be amended in future and the issue of the SIG revisited if this changed.
- [f] The Chief Governance Officer and University Secretary would give an oral update on the process to Council today and would write to Council tomorrow inviting self-nominations. Bushra Nasir had agreed to be the external Council member from Governance Committee on the selection panel.
- [g] The Committee **approved** the process to elect a Vice-Chair of Council.

#### **Update on Council and Committee effectiveness [GC2020/05]**

2020.006 The Committee **considered** the update on Council and committee effectiveness. The following points were noted in the discussion:

- [a] The paper captured the changes that had been made over the past 6 months to ensure that effective governance was maintained during the pandemic. This would be reflected in the corporate governance statement in the front of the accounts. As a result, we had not made the same level of progress against the recommendations made in the Advance HE report. The Committee level effectiveness surveys had not happened but would take place later this academic year.
- [b] The Committee asked whether engagements with the students could be run virtually. The QMSU Executive Officers' presentation had been circulated and Council members would have the opportunity for an informal discussion

with QMSU about it before the next Council meeting. The action also related to engaging with the wider student population. We would identify relevant student groups, such as degree apprenticeship students or those in a School where improvements were needed in the NSS. Council members had previously attended events with posters and presentations from students.

*Action: [b] Assistant Registrar (Governance)*

### **Updated CUC Higher Education code of governance and Audit Committee Code of Practice [GC2020/06]**

2020.007 The Committee **noted** the updated CUC Higher Education Code of Governance and Audit Committee Code of Practice. The following points were noted in the discussion:

- [a] The two main areas of the revised CUC Higher Education Code of Governance to consider were the Senior Independent Governor and student engagement. The Council Secretariat would complete a detailed mapping exercise against the code for the Committee to consider. The Committee asked for a dedicated meeting to discuss the mapping exercise.

*Action: [a] Assistant Registrar (Governance)*

### **Process for the renewal of the term of office of the President and Principal [GC2020/07]**

2020.008 The Committee **considered** the process to renew the term of office of the President and Principal. The President and Principal left the meeting for this item. The following points were noted in the discussion:

- [a] A review of practices across the sector showed that where the appointment of a Head of Institution appointment was for a fixed term, there were no established review practices. The proposed process would involve engagement with a cross-section of Council, a 360 review and externality for issues that Council would need to consider. The panel would help identify stakeholders and select the supplier for the 360 appraisal. As it could take up to a year to recruit a Vice-Chancellor, this process would be completed and brought to the Council meeting in May 2021. The process would be led by Celia Gough as Interim Chair of Remuneration Committee.
- [b] The Committee said that for the appearance of impartiality, Professor Wen Wang, as a member of the Senior Executive, and Dr Darryn Mitussis, elected member for Humanities and Social Sciences and a UCU representative, should not be included on the selection panel.
- [c] The Committee **agreed** the process for the renewal of the term of office of the President and Principal.

### **Process for the renewal of the term of office of the Chair of Council [GC2020/08]**

2020.009 The Committee **considered** the process for the renewal of the term of office of the Chair of Council. The Chair left the meeting and Stella Hall assumed the role of Chair for this item. The following points were noted in the discussion:

- [a] A panel comprising Council members would be set up and a 360 assessment commissioned from an external supplier. As the term of office for the Chair of Council was 4 years, there would be a shorter timescale to allow time to recruit if the decision was made not to re-elect.
- [b] The Committee questioned whether it would be valuable to seek input from external stakeholders as the role of the Chair involved acting as an ambassador for the university. The panel would be given the opportunity to consider this as part of the process.
- [c] The Chair's annual effectiveness review for this year would be subsumed into the 360 appraisal. The panel would be involved in the tender process for securing a supplier.
- [d] The Committee **agreed** the process for the renewal of the term of office of the Chair of Council.

### **Meetings in 2020–21**

- Thursday 08 July 2021 at 1330 hours, Martin Harris Room, Mile End.