

GOVERNANCE COMMITTEE
Thursday 08 July 2021
CONFIRMED MINUTES

Present:

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

In attendance:

Dr Nadine Lewycky	Jonathan Morgan
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Apologies:

None

Welcome and apologies

2020.018 The Chair welcomed everyone to the meeting, which was held by video conferencing, and noted the apologies.

Minutes of the meeting held on 01 April 2021 [GC2020/15]

2020.019 The Committee **confirmed** the minutes of the meeting held on 01 April 2021.

Matters arising [GC2020/16]

2020.020 The Committee **noted** the matters arising for the meeting held on 01 April 2021. The following points were noted in the discussion:

- [a] Engagement between Council members and the student body next year should be tracked to demonstrate compliance with expectations on stakeholder engagement under the new CUC Higher Education Code of Governance. Two types of informal engagement were being considered: inviting students to contribute to deep dive presentations at Council meetings; and having a broad range of students to present at Council social events. Council members could also attend student activities, such as Welcome Week.

Update on Council and Committee membership [GC2020/17]

2020.021 The Committee **noted** the update on Council and Committee membership. The following points were noted in the discussion:

- [a] The recruitment pack for new external members to Council had been distributed to Council members, senior leaders and alumni to share with

their networks. We were also advertising on The Times and the Guardian websites.

- [b] The aim was to fill two vacancies in the autumn, with two further vacancies to be filled in the spring, one of them through a nomination from the Drapers' Company. Applications would therefore be progressed at different rates considering when specific skill gaps would arise.
- [c] The Committee asked if members would be involved in the recruitment process. Short-listed applicants would have conversations with three individuals: the University Secretary; an external member of Council with relevant skills and experience; and either the Chair or Vice-Chair.
- [d] Governance Committee would need to identify new external and elected staff members, as both Bushra Nasir and Darryn Mitussis were about to complete their terms. The election of new staff members was in progress and the results would be known in a few weeks. An elected academic staff member would also need to be identified to serve on Remuneration Committee. Governance Committee would be asked to consider these appointments by circulation.

Action: [d] University Secretary

Election of the Treasurer [GC2020/18]

2020.022 The Committee **considered** the process to elect the next Treasurer and the revised role description. The following points were noted in the discussion:

- [a] Luke Savage would complete his second term of office at the end of January 2022. The Treasurer role description had been updated to align with that of the Vice-Chair. The election process would also follow the process held for the Vice-Chair.
- [b] Isabelle Jenkins had expressed an interest in the role, but there was a potential conflict with the forthcoming tender for external audit services. The election would therefore be delayed in order not to exclude her unnecessarily. The Committee asked what would happen if a suitably qualified Treasurer could not be elected in time from the existing external members of Council. The University Secretary said that the potential conflict was not anticipated in the succession plan, because it arose from a delay to the tender process during the Coronavirus pandemic and a tightening of compliance rules by the large accounting firms. There remained the option to recruit a Treasurer directly through the current recruitment process or through a nomination from the Drapers' Company, but it would be preferable to elect an existing Council member with prior knowledge of the University's strategy and finances.
- [c] The Committee asked whether Council would be able to make an informed choice about the Chair's recommendation for Treasurer if the names of all the self-nominees were not shared. The Chair said that he would consult the Vice-Chair on his recommendation and provide Council with information on the number of self-nominations received.

- [d] The Committee **approved** the election process and role description for the Treasurer.

Plans for new member training and induction [GC2020/19]

2020.023 The Committee **noted** the induction arrangements for new members and the training provision for all Council members. The following points were noted in the discussion:

- [a] The Committee suggested setting up a buddying scheme for new Council members.
- [b] The Committee said that an outline of Council members' involvement in HR panels should be included in the induction materials.

Actions: [a], [b] Assistant Registrar (Governance)

Outcomes of annual effectiveness reviews [GC2020/20]

2020.024 The Committee **considered** the outcomes of the annual reviews of Council and committee effectiveness. The following points were noted in the discussion:

- [a] The incoming QMSU sabbatical officers would have a workshop with the Senior Executive Team which would cover the University Strategy and enabling plans. A governance session for the sabbatical officers would focus on their role as trustees when on Council. It remained the case that the SU President was mandated by the SU Student Council to bring the SU Vice-President for SMD as the second attendee. The SU President would therefore be encouraged to bring other sabbatical officers along as well and to involve them as much as possible in presenting papers and deep dives.
- [b] Council members would be surveyed for possible deep dive topics, noting that deep dives on environmental sustainability and civic partnerships had already been commissioned for meetings in the autumn. A deep dive on the Arts and Culture Strategy had also been suggested. The presentations would provide an opportunity for Council to engage with a broader range of staff and students.

Action: [b] Assistant Registrar (Governance)

Changes to Ordinances, terms of reference and role descriptions [GC2020/21]

2020.025 The Committee **considered** the proposed changes to Ordinances, terms of reference and role descriptions. The following points were noted in the discussion:

- [a] The proposed changes arose from earlier discussions on compliance with the revised CUC Higher Education Code of Governance and from the committee effectiveness reviews. Some administrative changes to the Ordinances proposed by Senate would be considered at Council alongside the Senate report.
- [b] One of the proposed changes was to draw self-nominations for the cross-faculty academic staff member of Council from the current membership of

Senate, rather than from the entire academic staff body, in order to strengthen reporting between Senate and Council in line with the CUC Code. It would remain the case that all academic staff members would be eligible to vote. The Committee asked whether self-nominations should only be drawn from elected members of Senate, rather than those in an *ex officio* capacity. The University Secretary said that staff members who hold management positions below the Senior Executive Team were not excluded from standing for election in the other academic staff positions and that it would be preferable, from the perspective of Council effectiveness, to allow as wide a pool as possible.

- [c] The Committee **agreed to recommend** the proposed changes to Ordinances, terms of reference and role descriptions for approval by Council.

Preparations for external review in 2021–22

2020.026 The Committee **considered** the initial plans for the external review of Council effectiveness in 2021–22. The following points were noted in the discussion:

- [a] The next review would be brought forward to align with the timescales in the updated CUC Higher Education Code of Governance. There was a wider choice of suppliers working in higher education governance compared to four years ago. The core terms of reference from the last review would be updated to include lessons learned from the pandemic and an increased emphasis on stakeholder views and public assurance.
- [b] The timeframe for the last review had not allowed the review team to observe a Governance Committee meeting. Efforts would be made to include observations of all the major standing committees this time.
- [c] The invitation for bids would be used to further flesh out the terms of reference and areas of focus. Any updates would be reported back to the Committee.
- [d] On previous occasions, the Committee had discussed the possibility of appointing a supplier from outside the higher education sector. Given the amount of new regulation in the sector, an organisation with higher education governance experience but which could bring learning from other sectors would provide the best value.

Review of the processes to re-elect the Chair of Council and re-appoint the President and Principal [Oral report]

2020.027 The Committee **received** an oral report on the processes to re-elect the Chair of Council and re-appoint the President and Principal. The following points were noted in the discussion:

- [a] The Committee discussed the level of detail in the final recommendations to Council and whether this was sufficient for effective decision making.
- [b] The University Secretary said that Council had agreed to delegate detailed consideration of all the evidence to specially appointed panels. These had

a broad membership, including staff and students, and had agreed the content of the recommendations to Council. An appropriate balance had to be struck and there would have been a concern over sharing the full details 360 reviews with a wide audience.

[c] The Vice-Chair said that the process was more extensive than she had seen at other organisations. The process was rigorous and the positive nature of the reports accurately reflected the feedback that was received. She felt that the right balance had been struck between transparency and privacy for the individual. There had been opportunities at Council to ask questions about the right level of information to be shared.

Any other business

Committee membership

2020.028 This was the last Committee meeting for Bushra Nasir and Darryn Mitussis. The Chair thanked Bushra and Darryn for their excellent service.

Meetings in 2021–22

- Thursday 14 October 2021 at 1330 hours, Robert Tong Room, Mile End.
- Thursday 14 July 2022 at 1330 hours, location TBC.