

**GOVERNANCE COMMITTEE**  
**Thursday 01 April 2021**

**DRAFT UNCONFIRMED MINUTES**

**Present:**

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

**In attendance:**

Dr Nadine Lewycky      Jonathan Morgan

**Apologies:**

Dr Darryn Mitussis

**Welcome and apologies**

2020.010    The Chair welcomed everyone to the meeting, which was held by video conferencing, and noted the apologies.

**Minutes of the meeting held on 08 October 2020 [GC2020/09]**

2020.011    The Committee **confirmed** the minutes of the meeting held on 08 October 2020.

**Matters arising [GC2020/10]**

2020.012    The Committee **noted** the matters arising from the previous minutes. The following points were noted in the discussion:

***Council engagement with the student body***

[a] In addition to consulting with the QMSU executive officers on student groups to engage with Council, the Director of Marketing and Communications would be able to provide the names of student ambassadors.

***Committee membership***

[b] Succession planning had started for the roles of Treasurer and Chair of Audit and Risk Committee. Luke Savage's second term of office would end 31 January 2022. Isabelle Jenkins had been identified as a possible successor. The Chair of Council would have an informal conversation in the next couple of weeks and the Committee would receive a further update at that time.

[c] David Willis's second term would end 31 December 2021. Alix Pryde and

Peter Thompson had been identified as potential successors. Informal conversations would take place during the Chair / member one-to-one meetings in the next few months. Recruitment for the other vacancies on Council would be paused until there was clarity on these roles so that the vacancies could be advertised accordingly.

[d] Recruitment to the Chair of Audit and Risk Committee would involve an informal conversation with the Chair of Council followed by a recommendation to Governance Committee. The Treasurer would be elected using a process similar to that employed for the election of the Vice-Chair.

[e] The role description for the Treasurer would be reviewed and updated if necessary before being circulated to the Committee for information.

*Actions: [a] Assistant Registrar (Governance);  
[e] Chief Governance Officer and University Secretary*

### **Process to remove an honorary fellow of Queen Mary University of London [GC2020/11]**

2020.013 The Committee **considered** the updated process to remove an honorary fellow. The following points were noted in the discussion:

[a] The amendments to Ordinance A17 had been drafted by the Honorary Degrees and Fellowships Working Group following an action raised at the Honorary Degrees and Fellowships Committee meeting in November 2020. The draft text would provide clarity on the types of behaviours that contravened Queen Mary values while providing flexibility for decision-making on a case by case basis. The Committee said that the amended text was in line with the standards of public office. The Committee **agreed** to recommend approval of the revised Ordinance to Council.

### **Update on election process for academic staff members of Council [GC2020/12]**

2020.014 The Committee **noted** the update on the election process for academic staff members of Council. The following points were noted in the discussion:

[a] The three faculty staff positions on Council were up for re-election before 30 September. The cross-faculty role, currently held by Professor Alison Blunt, would be a nominee of Senate going forward. Governance Committee would have the opportunity to discuss the procedure for filling this position, in consultation with Senate, ahead of Professor Blunt's term coming to an end next year.

[b] The new requirement for the Fit and Proper Persons Test would be embedded at the nominations stage. Nominees would be asked to address specifically the Council member role description in their election statement.

[c] Professor Wen Wang had confirmed that he would not stand for re-election as he was now a member of the Senior Executive Team.

## Remuneration Committee effectiveness [GC2020/13]

2020.015 The Committee **considered** the points raised by Remuneration Committee in relation to its own effectiveness. The following points were noted in the discussion:

- [a] Council had considered the summary at its meeting in November 2020. A number of specific issues had been raised for consideration by Governance Committee.
- [b] An amendment to the terms of reference was proposed to include an annual review of Committee effectiveness. This would formalise existing practice and bring the terms of reference in line with those of Finance and Investment Committee and Audit and Risk Committee. The Committee **approved** the revised terms of reference.
- [c] The Committee discussed the timing of the next external effectiveness review for Council and Committees. To comply with the new CUC Higher Education code of governance, this would need to be brought forward to the next academic year. The Committee **agreed** that the next external effectiveness review should take place next academic year.
- [d] The Committee considered the proposed amendments to Ordinance A7 to enshrine a principle that all Committee members present at a meeting would have access to the same information. The Committee said that while all members should have access to information pertinent for decision-making, members should not be prevented from having appropriate conversations with staff outside of meetings. The Committee said that the suggested wording appeared to allow members to meet with university staff only when the Secretariat was present. The Committee proposed that the text be drafted in such a way that would guarantee members access to the same core information on the matters under consideration. The Committee **agreed** to recommend approval to Council for Ordinance A7 to be amended on this basis.

*Action: [c], [d] Chief Governance Officer and University Secretary*

## CUC Higher Education Code of Governance mapping exercise [GC2020/14]

2020.016 The Committee **considered** the mapping exercise against the updated CUC Higher Education Code of Governance. The following points were noted in the discussion:

- [a] The Committee had reviewed an early draft of the revised code last year. The requirements around the Senior Independent Governor (SIG) had been modified in the final draft and the decision made by the Committee in October 2020 was compliant.
- [b] The mapping exercise prioritised areas required for core compliance that would need to be reported in the Financial Statements in the event of non-compliance. There would be opportunities for potential learnings to be implemented on an ongoing basis.
- [c] The code introduced new requirements around stakeholder engagement

and sustainability which reflected the broader direction of travel in corporate governance. To comply with the code, Council would need to be provided with sufficient assurance of effective communication with relevant stakeholders. Council could be presented with a deep dive presentation in the first instance and regular monitoring introduced if needed. Stakeholder engagement could be represented using a pie chart, such as the one used for the Knowledge Exchange Framework (KEF), or through a mapping exercise of current stakeholders and methods of engagement. Council's new responsibilities would be reflected in an updated Statement of Primary Responsibilities.

- [d] The Council member role description would be updated to make explicit reference to the values in the code, which include academic freedom and freedom of speech. Council members would be offered additional training in this area.
- [e] Council would receive annual assurance on compliance with its own instruments of governance. The Governance Committee terms of reference would be amended to include annual assurance on compliance with the Charter and Ordinances.
- [f] The Office for Students (OfS) had allowed our application for university title to proceed, which would require changes to the Ordinances. Council would be taken through the practical implications of the changes at a special session in September, subject to the progress of the external approval process.
- [g] Audit and Risk Committee would review the CUC's revised HE Audit Committees code of practice before the end of this academic year. Advance HE had produced a review of the CUC Remuneration Code which would be considered by Remuneration Committee later this year.
- [h] An internal governance review, to start later this year, would include consideration of the effectiveness of Senate and the boards of Senate. The review would provide Council with assurance on the effectiveness of internal governance and the interface between Senate and Council.
- [i] The updates to the Ordinances and the proposals for the next year's deep dives would be presented to Council before the end of the academic year. A report on the Committee's findings and recommendations in relation to the Code would be prepared for Council.
- [j] The Committee considered whether to amend its own membership to include a student representative. The Committee said that engaging students with all aspects of the governance process would be valuable. The Committee **agreed** to amend its membership to include the QMSU President.

*Actions: [d], [e], [i], [j] Chief Governance Officer and University Secretary*

### **Future meeting arrangements [Oral report]**

2020.017 The Committee received an oral update on plans for future meeting arrangements.

The following points were noted:

- [a] The OfS's decision regarding our university title application meant that changes could be made to the Charter which would permit the use of mixed mode meetings. Later this year, Council members would be asked to feed back on the effectiveness of virtual meetings and input on future thinking. We would not be able to hold Council meetings in person while any form of social distancing was in place.

### **Meetings in 2020–21**

- Thursday 08 July 2021 at 1330 hours, via Zoom.