



Outcomes of annual effectiveness reviews

Outcome requested:	Governance Committee is asked to consider the outcomes of the annual reviews of Council and committee effectiveness.
Executive Summary:	Each year the Council Secretariat supports a process through which the members of Council, Audit and Risk Committee, Finance and Investment Committee and Remuneration Committee consider their own effectiveness over the previous 12 months. The process draws together responses to effectiveness surveys, meetings between individual committee chairs and members, and appraisal meetings between with the Chair and members of Council.
QMUL Strategy:	Effective governance supports the achievement of all strategic aims.
Internal/External regulatory/statutory reference points:	QMUL Charter and Ordinances CUC HE Code of governance
Strategic Risks:	Compliance with the ongoing conditions of registration with the OfS.
Equality Impact Assessment:	N/A
Subject to prior and onward consideration by:	The outcomes will be shared with Council.
Confidential paper under FOIA/DPA	No
Timing:	N/A
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Date:	28 June 2021
Senior Management/External Sponsor	Jonathan Morgan, Chief Governance Officer and University Secretary

Council effectiveness review outcomes

Online meetings

1. The transition to online meetings necessitated by the pandemic was effective and the Chair was successful at maintaining the quality of debate. Members would like to see a return to in-person meetings, but the flexibility to join remotely if needed.
2. The informal briefings, such as those in relation to the USS pension, were useful and the online format made them easily accessible. These should be retained and held in advance of Council meetings where decisions would be required on the issues.

Meeting conduct

3. Council is well run and governed and provides suitable challenge to the Chair and the Senior Executive in an appropriately supportive way. The Chair ran meetings competently and expertly, ensuring that all members had the opportunity to contribute and important issues were given sufficient time. There are a sub-set of Council members who tend to speak regularly and it may help engagement to seek out contributions from those who tend to say less.

Meeting format and frequency

4. The introduction of shorter, more frequent meetings during the initial stages of the pandemic ensured that Council was able to keep on top of a quickly-moving situation. The extra layers of scrutiny of the financial situation provided by the gateway meetings provided additional assurance.

Provision of information

5. Overall, the information presented in papers was of a high-quality and timely, and enabled Council to make decisions. However, some papers focused more on providing background information and would have benefited from a clearer assessment of arguments for or against a particular decision. Coversheets should highlight the key issues and the decisions for Council to consider.

Council business

6. At times during the pandemic, the discussion was focused more on operational than strategic matters. As we move forward, there will be a need for Council to re-focus on strategic issues and to ensure that there is sufficient room for discussion on future agendas.

Recruitment, succession planning, and training and induction

7. While the diversity of Council has improved in recent years, more could be done through recruitment and succession planning to ensure that Council is representative of the student population. The incoming QMSU sabbatical officers would benefit from a session on the 2030 strategy as part of their induction. Council members should be provided with the Statement of Primary Responsibilities so that they can reflect on their role as trustees of the university.

The Council Secretariat will engage with the outgoing QMSU President to discuss induction for the incoming sabbatical officers. Training for Council

members on the revised Statement of Primary Responsibilities is planned in the autumn.

Engagement

8. The pandemic had an impact on the informal interactions between Council members, and between Council members and the Senior Executive, around scheduled meetings. The interaction between Council and the Senior Executive was open and constructive. Council members welcomed the interaction with a wider range of academic and Professional Services leaders offered by the Away Day.
9. Coming out of the pandemic, members would welcome more opportunities for informal interactions with each other and with the Senior Executive and Professional Services leadership. Noting that opportunities for external Council members to re-connect with campus through in-person visits will be provided over the summer, opportunities for the external members to meet informally would also be welcomed.

As we move out of the pandemic, we will be reinstating periodic deep-dive presentations which provide opportunities for wider engagement, in a similar way to what was achieved through the Away Day. Council members will be canvassed for potential topics by email prior to the start of the next academic year. Dedicated sessions have been built into the schedule at the start and end of the academic year for the QMSU sabbatical team to present on their priorities and impact.

Communications

10. The communications in relation to the pandemic that were shared with Council improved over the course of the year. There is scope for improving the level of communication between Council, the Senior Executive and Schools and Institutes on the underlying rationale for decisions.

Audit and Risk Committee effectiveness review outcomes

1. *Membership.* Overall respondents found that the Committee has the right mix of skills and experience among its ordinary and co-opted members. There may be scope for further strengthening in the area of audit and control. Filling the two vacancies for ordinary members would further strengthen and broaden the Committee's expertise and skillset.

The Chief Governance Officer and University Secretary will provide an oral update at the meeting on succession planning and opportunities to recruit additional ordinary members.

2. *Preparedness for roles.* Respondents said that induction would benefit from a better structure, including a briefing on the University's management and governance structure, key financial information, issues and topical information. Co-opted members had less background on issues compared to ordinary members.

We will address this feedback in induction planning across all the committees of Council and will consider efficient ways to provide more background reading for co-opted members in particular.

3. *Attendance by management.* The Committee would welcome contributions from a wider group of managers to add to the breadth and depth of its understanding of the University context.

There is an opportunity to address this in 2021–22 through the re-introduction of deep dive presentations as a regular agenda item.

4. *Virtual meeting arrangements.* Overall respondents said that the virtual meetings had been effective and provided flexibility to members. While members are good at establishing the right context and atmosphere, however, respondents said that detailed debate had been relatively constrained in virtual meetings. There is a general desire to return to face to face meetings to enable connection with the University, relationship building and informal interactions with staff before and after meetings. External members benefit from being on campus regularly. There may be value in maintaining virtual meetings in certain circumstances and it should be retained as an option.

The current virtual meeting arrangements are permitted during the pandemic through a temporary exemption, granted by The Charity Commission, to the normal requirement for meetings to be held face-to-face. A request to amend our Royal Charter to permit virtual meetings in future is currently under consideration by the Department for Education. Planning for 2021–22 will assume that meetings can be held face-to-face.

5. *Provision of information and papers.* The overall format of papers and information provided was considered to be sufficient. Feedback included lifting the level of reporting on risk now that the operational aspects had been demonstrated to be working effectively. Good executive summaries and dashboards would help to draw out key areas of focus.

We will continue to work with paper authors to reflect the Committee's feedback.

6. *The Chair.* Members commented positively on the steering of the Committee. The Chair invites views and debates from across the membership and is diligent in ensuring that the Committee considers all areas.

7. *Outcomes and added value.* Respondents concluded that the Committee fulfils its role effectively and discharges its responsibilities as per the terms of reference. It has focused on the right issues and has done a good job of flexing the agenda and approach, and reviewing how it uses its time, in response to the pandemic and changes in external regulation. The Committee's focus should now turn to the risks relating to the delivery of the 2030 Strategy.

There is an opportunity to address this in 2021–22 through the re-introduction of deep dive presentations as a regular agenda item.

Finance and Investment Committee effectiveness review outcomes

1. *Membership.* Overall respondents found that the Committee has the right mix of skills and experience among its ordinary and co-opted members. Members commented positively on the value and perspective brought by the QMSU President.
2. *Preparedness for roles and provision of information.* Members said that the information and analysis had improved but questioned the delay to some key plans underpinning the 2030 strategy. The incoming QMSU President would benefit from introductory sessions with the Chair and other Committee members before the start of the new academic year.

As part of the induction for the incoming QMSU Executive Officers, the Council Secretariat will arrange introductory meetings for the QMSU President in relation to their role on the Committee.

3. *Virtual meeting arrangements.* Overall respondents said that the virtual meetings had been effective and provided flexibility to members. While members are good at establishing the right context and atmosphere, however, respondents said that detailed debate had been relatively constrained in virtual meetings. There is a general desire to return to face-to-face meetings to enable connection with the University, relationship building and informal interactions with staff before and after meetings. External members benefit from being on campus regularly. There may be value in maintaining virtual meetings in certain circumstances and it should be retained as an option.

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4. *Meeting dynamics.* Members felt that the Committee is very good at getting the balance between a good level of challenge and an appropriate level of encouragement. The meetings are characterise by transparency and openness.
5. *The Chair.* Members commented positively on the steering of the Committee. The Chair ensures the Committee uses it's time effectively, helps to keep the debate on a strategic footing, summarises the discussion very well and flags issues well in advance.
6. *Outcomes and added value.* Respondents concluded that the Committee fulfils its role effectively and discharges its responsibilities as per the terms of reference. The Committee did a good job in flexing the agenda and approach in response to the pandemic. The Committee's focus should now return to the delivery of the 2030 strategy.

Remuneration Committee effectiveness review outcomes

Enablers of effective governance

1. All respondents agreed that the membership and broader composition of the meetings is right and that the attendance at meetings is appropriately balanced. Respondents value the different perspectives brought by the external, staff and student members and the specialist expertise of the co-opted member. All members contribute to the discussions.
2. Respondents confirmed that the practical arrangements for conducting business at and between meetings work well. Looking ahead there is a request to discuss business as far as possible in the Committee and less through offline conversations. The more agile approach to conducting business via video calls and emails that was adopted during the national lockdown should be retained in future to enable this.
3. All respondents commented on the quality of paperwork and the effectiveness of arrangements to identify and address risks in the context of a specific case, presented to the Committee at the end of the previous academic year, that posed significant challenges. Recent changes to standardise processes and improve the template for business cases, and the contributions made by the Director of Human Resources, are viewed as positive developments that put the Committee in a good position. It will continue to be important for the Committee to be given due time to consider business unless exceptional circumstances arise.

Working relationships

4. All respondents confirmed that they feel appropriately briefed and prepared for their roles on the Committee. The high quality and level of debate and challenge at meetings are viewed as indications that this is working well.
5. Respondents welcome the openness and transparency of meetings and the willingness of members to engage in debate. The Committee worked together well to resolve the challenges that arose at the end of the previous academic year. The former Chair has left a good legacy and, in the current year, both the Interim Chair and the new Chair have continued to steer the Committee effectively.

Outcomes and added value

6. All respondents concluded that the Committee focuses on the right issues and responds in a positive way to developments in the external environment and in other sectors. Recent improvements to the template for business cases have clarified the Committee's role in relation to reputational risk.
7. Respondents commented on the high profile given externally and by students to the issue of senior staff pay at universities. The Committee performs an important role in ensuring effective governance and transparent reporting. Close working between the Committee and the executive continues to be an important enabler to this.