

**GOVERNANCE COMMITTEE
Monday 24 April 2023**

CONFIRMED MINUTES

Present:

Lord Clement-Jones (Chair)	Professor Colin Bailey	Stella Hall
Professor Yang Hao	Adi Sawalha	

In attendance:

Jonathan Morgan

Apologies:

Melissa Tatton

Welcome, apologies and declaration of interests

2022.001 The Chair welcomed everyone to the meeting, which was held online.

Minutes of the last meeting

2022.002 The Committee **confirmed** the minutes of the meeting held on 12 September 2022 **[GC2022/01]** and **noted** that all the actions were either completed or addressed elsewhere on the agenda.

Update on actions from the governance effectiveness review

2022.003 The Committee **considered** an update on actions from the governance effectiveness review **[GC2022/02]**. The following points were noted in the discussion:

- [a] Expectations for in-person attendance at meetings had been shared. The Committee confirmed that the right balance had been found in practice between in-person and online engagement.
- [b] The University Secretary said that more time had been allocated on meeting agendas to discuss academic assurance, staff engagement and workforce planning. Council members would be asked for feedback at the end of the year so that this could be considered in the schedule of business for 2023–24.

Council composition and update on the recruitment of the Treasurer

2022.004 The Committee **considered** a paper **[GC2022/03]** on the composition of Council, addressing actions from the governance effectiveness review, as well as on the appointment of the next Treasurer. The following points were noted in the discussion:

- [a] The University Secretary reported that GatenbySanderson had been appointed to support the recruitment of the next Treasurer. The team included both the Managing Partner and the Education Partner in line with the seniority of the role. Stakeholder meetings would be organised in the coming weeks to develop the candidate brief. It was the intention to recruit an individual to serve as an ordinary member of Council for two years before stepping into the Treasurer role, by which time they would be fully inducted in the University finances and the workings of Council.
- [b] The two nominated staff member positions were being held vacant to pilot a smaller overall membership (19 compared to 21) with a greater majority of external members (63% compared to 57%). Council members would be asked for feedback at the end of the year to inform a further discussion at the Committee in the autumn.
- [c] Regarding the process to identify a fourth academic staff member of Council, the Committee noted that there was no predominant practice in the sector, with both selection interviews and elections being used. Elections were perceived by staff as being both transparent and fair. There was also a potential benefit, drawing on the process to appoint external members, in giving staff nominees an opportunity to discuss the role with an experienced member of Council prior to the election taking place. It remained a priority to address the misconception that staff members perform a representative role and to widen the pool of potential nominees as far as possible, including by providing development opportunities in governance for staff.
- [d] The Committee **agreed** to develop a revised election process for staff members of Council with the following features, which it would consider via email circulation before making a formal recommendation to Council on changes to the relevant Ordinance and procedures:
- nominations for academic staff members of Council would be sought from across the University, rather than from individual faculties or the membership of Senate;
 - nominations for professional services staff members would continue to be sought from across the University;
 - nominees would be invited to meet with an experienced member of Council ahead of the election to discuss the role and potentially how their statement might be enhanced;
 - all academic and professional services staff would be invited to vote in elections for both academic and professional services staff members.
- [e] The Committee **agreed** to defer further discussion on whether to create a position for an additional, elected student member on Council until after views had been collected from members on the composition of Council at the end of the year. Any changes to the composition of Council as set out in the Charter would require a Special Resolution of Council and approval by The Privy Council. In the meantime, the Committee **agreed** to review how the student observer at Council is identified, noting that the observer was never intended to be a linked to a specific constituency.

Action: [d] University Secretary

[e] Chair of Council, Students' Union President, University Secretary

Council member training and induction

2022.005 The Committee **considered** a report on the work of the task and finish group on Council member training and induction [GC22/04]. The following points were noted in the discussion:

- [a] The Committee thanked members of the task and finish group for their contributions. The report highlighted significant training and induction opportunities that were already in place, as well as some quick wins to address gaps identified through the mapping exercise. The University Secretary said that a varied and flexible approach to training and induction was needed to align with the different circumstances and learning preferences of individuals on Council and the Committees.
- [b] The Committee **agreed** to share the task and finish group report with Council both as an update on progress and a reminder about the training and induction opportunities that were currently available.

Action: [b] University Secretary

Other business

2022.006 The Committee thanked two members for their significant contributions:

- [a] Stella Hall, who had served on the Committee since June 2016 and would be completing her second four-year term on Council in July;
- [b] Adi Sawalha, who had been an *ex officio* member of the Committee for two years as Students' Union President.