



Governance Committee Report

Outcome requested:	Council is asked to: [a] note the report of the Governance Committee meeting held on 31 May 2018; [b] approve the revised terms of reference for the Remuneration Committee.
Executive Summary:	<p><i>Council Membership</i></p> <p>[a] Recruitment was progressing to fill the vacancy to Council following the end of John Yard's term of office on 31 August 2018. Three candidates had been identified and had met with the Vice-Chair. The Academic Registrar and Council Secretary had meetings scheduled with the candidates in early June. Governance Committee agreed that it would make a recommendation to Council on the successful candidate by email circulation.</p> <p><i>Annual effectiveness review</i></p> <p>[b] The Committee considered the findings of the annual effectiveness review of Council and recommendations for improvement. The results showed that, overall, members agreed that Council was run effectively and members were given the opportunity to engage in meaningful dialogue about key strategic issues. The Committee agreed that further improvements could be made to the quality of the information presented to Council, including the introduction of a paper template which highlighted the key issues and outcomes. The Council Secretariat would also explore a virtual board portal for use in the next academic year. The Committee agreed that the format of the effectiveness review through one-to-one meetings with the Chair should be retained for next year.</p> <p><i>External review of Council effectiveness</i></p> <p>[c] An external review of Council effectiveness was due to take place in 2018/19. The previous external review had been conducted by a consultant from within the Higher Education sector. Given the current uncertainty in the sector, a reviewer familiar with the sector would be beneficial, however, a panel could be convened to combine expertise in a number of areas if an individual with the required experience could not be found. The Committee would consider the scope of the review in October. A tender process would follow, with a reviewer or reviewers to be appointed by December.</p>

	<p><i>CUC Higher Education Code of Governance</i></p> <p>[d] The Committee considered the annual self-assessment of compliance against the CUC Code and agreed that the level of compliance was satisfactory. The Committee agreed that it would be useful to have a numeric target to measure whether the membership of Council reflected the diversity of the student population.</p> <p><i>CUC Illustrative Practice note 7: the role of Nominations Committees</i></p> <p>[e] QMUL’s procedures were largely in line with the recommendations of the CUC guidance on Nominations Committees but improvements could be made in relation to the transparency of decision making. It was agreed that the Committee would publish its minutes on the ARCS website with redactions of confidential information. The publication of confirmed minutes for all committees would also be publicised to staff in the internal weekly e-bulletin.</p> <p><i>Training for appeal panels</i></p> <p>[f] Recent amendments to Ordinance B meant that Council members were required to participate only in appeal panels against dismissal for academic staff and senior managers at grade 8 or higher (previously Council member representation was required earlier in the procedures relating to discipline, grievance and capability). The Committee agreed that Council members should receive training for appeal panels offered by HR alongside members of staff.</p> <p><i>Remuneration Committee terms of reference</i></p> <p>[g] Governance Committee agreed to recommend to Council the revised terms of reference for the Remuneration Committee. The effects of the changes are to:</p> <ul style="list-style-type: none"> i. embed more clearly the thresholds after which individual remuneration and severance packages require the Committee’s approval; ii. highlight the new requirement to publish information about the Committee’s approach and decisions; iii. Improve the drafting of the terms. <p>[h] The terms of reference are appended to this report.</p>
QMUL Strategy:	Effective governance supports the achievement of all strategic aims.
Internal/External regulatory/statutory reference points:	QMUL Charter and Ordinances Finance and Investment Committee Terms of Reference CUC Higher Education Code of Governance HEFCE Memorandum of assurance and accountability between HEFCE and institutions
Strategic Risks:	13 – Maintain effective and constructive governance

Equality Impact Assessment:	No equality or diversity impact are identified as part of this report.
Subject to prior and onward consideration by:	By Council only.
Confidential paper under FOIA/DPA	No
Timing:	All decisions will take effect from the date of Council approval unless otherwise specified.
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Date:	20 June 2018
Senior Management/External Sponsor	Lord Clement-Jones, Chair of Council



Remuneration Committee Terms of Reference 2018–19

The Remuneration Committee is a committee of Council responsible for determining and reviewing the salaries, terms and conditions, and any severance payments, for senior members of staff of the university. In particular the Committee is responsible for the following.

1. To make recommendations to Council on policies for the remuneration of members of staff where the level of remuneration is greater than £100,000 per year, having particular regard to the university's strategy, market position, equality duties and the need for transparency of process.
2. To determine and review at least annually the salaries, terms and conditions, and objectives in relation to the university's strategy, of members of the senior executive, including the President and Principal, and other senior members of staff identified by Council.
3. To consider the outcomes of annual reviews of professorial and Grade 8 Professional Services staff in relation to salary profiles, increases and other payments, having particular regard to retention and market factors, and the university's equality duties.
4. To consider and approve severance and other payments to members of staff where the level of payment exceeds £100,000 (capped at £125,500).
5. To consider recommendations for salaries that result in remuneration exceeding £125,000 per year.
6. To publish information about its approach and decisions regarding the remuneration of senior members of staff in accordance with sectoral expectations.

Membership

- The Vice-Chair of Council (ex-officio) who is Chair of the Committee
- The Chair of Council (ex-officio)
- The Treasurer (ex-officio)
- One elected academic staff member of Council, nominated by Governance Committee
- One external member of Council, nominated by Governance Committee

Remuneration Committee may co-opt one external member who has relevant expertise.

Mode of Operation

Remuneration Committee meets at least three times per year.

No member of staff may attend or participate in discussions or decisions regarding their own performance and remuneration. There is one meeting each year dedicated to a review of the performance and remuneration of the President and Principal, which the President and Principal does not attend. The President of the Students' Union is invited to attend this meeting and to participate in the discussions and decisions.