



Governance Committee Report

Outcome requested:	Council is asked to consider a summary of the Governance Committee meeting held on 1 November 2024.
Executive Summary:	<p>The Governance Committee considered:</p> <ul style="list-style-type: none">• the annual review of Council and committee effectiveness;• options for the next external Council effectiveness review;• an update on the current review of academic governance;• a forward look on Council and committee membership. <p>The Committee also approved updated procedures and guidance for ensuring that members of Council and the Senior Executive Team are fit and proper persons.</p>
QMUL Strategy	Effective governance supports the achievement of all strategic aims.
Internal/External regulatory/statutory reference points:	Charter and Ordinances CUC Higher Education Code of Governance OfS Regulatory Framework for Higher Education
Strategic Risks:	Reputation and compliance.
Equality Impact Assessment:	The Fit and Proper Person Test provides for reasonable adjustments to be considered. The Committee also discussed future recruitment in the context of Council's ambitions for the diversity of its membership.
Subject to prior and onward consideration by:	The summary is intended for consideration by Council only.
Confidential paper under FOIA/DPA	No
Timing:	Regular report
Author:	Jonathan Morgan, Chief Governance Officer and University Secretary
Date:	8 November 2024
External sponsor:	Melissa Tatton CBE, Vice-Chair of Council

GOVERNANCE COMMITTEE
1 November 2024

Executive Summary

1. We considered a report on the annual review of Council and committee effectiveness. As in previous years, Council and committee members were asked to provide feedback on governance effectiveness through written surveys and individual meetings with the Chair of Council. Feedback on the standing committees was consistently positive. No changes are proposed to their membership or terms of reference and both Audit and Risk Committee and Remuneration Committee provided assurance that their practices align with the relevant codes of governance. There was also general agreement on areas of strength in relation to Council's own effectiveness. Some Council members have expressed an interest in hearing from a wider range of senior leaders at Council meetings, while we also heard that Council members appreciate the opportunity for in-depth discussion with the President and Principal around his formal reports to Council. We note that there are already opportunities to engage with the wider Senior Executive Team at the annual away day and through deep dives at formal meetings and we have asked the University Secretary to maximise opportunities for future deep dive topics to involve a range of leaders.
2. The next external review of Council effectiveness will need to take place in 2025 to comply with the Higher Education Code of Governance. There are reasons to consider a different approach to the next review compared to those carried out in the last ten years. Evidence from recent internal and external reviews indicates that Council and its committees are operating effectively overall and that a further review in the same format might add little value. In addition, the next review will need to take place during the transition to the next Chair of Council, meaning that a full-scale review of meeting dynamics and other aspects of governance would be premature. We are therefore developing a proposal for Council to consider in due course on a more focused review of compliance with regulatory requirements and potential learning from other sectors, noting that the next Chair would have the option of commissioning a further review with a wider remit at a later stage.
3. We considered a detailed paper and presentation from the Director of Governance and Legal Services and the Policy and Governance Lead on a major project to review academic governance at the University. The context for the review acknowledges that there have been significant changes in the size and strategy of the University since the current academic framework was put in place in 2016 and that there have also been major shifts in the external environment. The first phase of the review has focused on the effectiveness of Senate and its boards. Key issues from the review include the need for better clarity on the role of Senate members; a review of the organisation and focus of meetings; consideration of the composition and size of Senate membership; and a review of the delegation and reporting lines into the faculties. We note that Council members would also benefit from a better understanding of the role of Senate. The next phase of the review will explore the potential to introduce faculty boards to improve the flow of information between Senate and the faculties; support greater consistency across the University; strengthen engagement; and broaden the pipeline of staff engaging in academic governance.
4. We considered a forward look on Council and Committee membership for the next 18 months. Elections for three academic staff members of Council will be held in spring

2025 in accordance with Ordinance 4. These opportunities will be advertised early to allow for broad engagement with potential candidates about Council and the election process. We have also asked the University Secretary to appoint a search partner after the recruitment of the next Chair of Council is concluded to support the recruitment of 2–3 external members of Council, to include individuals with skills in compliance and regulation and in technology transfer and innovation. We discussed how the recruitment process will support Council’s ambitions for the diversity of its membership, noting that capability in diverse appointments will be a key criterion in the appointment of the search partner and that we continue to keep our operations under review to minimise barriers.

5. The Office for Students requires all members of Council and those with senior management responsibilities to be fit and proper persons. The test of whether an individual meets this requirement is based on their declaration against a series of statements and prompts. Currently the test is embedded in the University’s appointment processes, including its work with search partners, but going forward there will also be a requirement for individuals to re-confirm their declarations as fit and proper persons annually. We approved updated procedures and guidance for this to be put into effect.
6. Council is invited to **consider** this summary.

8 November 2024