

GOVERNANCE COMMITTEE
Thursday 14 October 2021

CONFIRMED MINUTES

Present:

Lord Clement-Jones (Chair) Stella Hall	Professor Colin Bailey Adi Sawalha	Sarah Cowsls Melissa Tatton
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In attendance:

Dr Nadine Lewycky	Jonathan Morgan
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Apologies:

None

Welcome and apologies

2021.001 The Chair welcomed everyone to the meeting which was held in hybrid mode. He welcomed Sarah Cowsls and Adi Sawalha who were attending their first meeting.

Committee terms of reference and membership 2021–22 [GC2021/01]

2021.002 The Committee **noted** the addition of the QMSU President to the membership. The terms of reference for 2021–22 were the same as the previous year.

Minutes of the meeting held on 08 July 2021 [GC2021/02]

2021.003 The Committee **confirmed** the minutes of the meeting held on 08 July 2021. The following points were noted in the discussion:

- [a] The student member asked how students would be involved in the deep dive presentations to Council as discussed under the matters arising at the last meeting (minute GC2020.020). Council members had recently been invited to put forward suggestions for deep dive topics. Once a decision had been made about which topics to carry forward, input would be sought from students and staff at all levels of the organisation.

Matters arising [GC2021/03]

2021.004 The Committee **noted** the matters arising for the meeting held on 08 July 2021. The following points were noted in the discussion:

Committee membership

- [a] Professor Mangala Patel would be continuing as a member of Remuneration Committee. Sarah Cowsls had joined Governance Committee as the elected staff member.

Election of the Treasurer

- [b] Council had been asked to approve the election of Isabelle Jenkins to the role of Treasurer from 1 February 2022 and the threshold for responses had been reached. Isabelle would also join Remuneration Committee. Karen Gibson, a colleague at PwC, was a co-opted member of Remuneration Committee and would help with induction. The Vice-Chair of Council would arrange a separate induction meeting with Isabelle.

Training and induction

- [c] The buddying scheme had progressed and the new members had been paired with more experienced Council members. Training and induction for all Council members would include sessions on freedom of speech, academic freedom and the revised Statement of Primary Responsibilities. Online resources were being prepared for Council members to use in their own time or as part of a scheduled session.

Update on external member recruitment [GC2021/04]

2021.005 The Committee **noted** the update on external member recruitment. The following points were noted in the discussion:

- [a] The shortlisted candidates had been meeting with a number of external Council members. The applications in our priority skill areas were strong. The larger pool of applicants had been ethnically diverse, but this was not filtering through to the shortlist. We had received a number of applications from recently-graduated alumni who were not ready for board roles or candidates with skills that did not match our needs. The Committee was asked to consider changes to the timeframe for recruitment to two of the vacancies to diversify the pool of candidates. This would be done through the connections of existing Council members, alumni networks, and enlisting non-executive search firms.
- [b] The Committee agreed that the process should be amended to maintain the balance of diversity. The balance of internal and external members could present an issue when quorum was needed for Council to make decisions. Ensuring the right skillset on Committees was a priority to keep the right level of challenge. This would be achieved through the appointment of additional co-opted members drawn from the pool of recent applicants.
- [c] One of the upcoming vacancies belonged to the Drapers' Company. The Company Clerk had been consulted and would either put forward a nomination for a later vacancy or nominate a candidate recommended to them.
- [d] Our priority was to appoint a candidate with financial experience and the field had been strong in this area. Candidates not considered experienced enough for Council could be co-opted to Finance and Investment Committee.
- [e] We had a strong candidate with HR experience. As this was not a priority area recruitment may be paused. The candidate under consideration had a

leadership role in the LGBTQ+ at community level and received national recognition. This would add a new diversity dimension to Council.

[f] There were several candidates who were strong on community engagement and pre-university education. There was an option to appoint two candidates in this area.

[g] The Committee agreed that recruitment should prioritise appointing a candidate with financial experience and then proceed with the next strongest candidates.

Returning Officer's election report [GC2021/05]

2021.006 The Committee **considered** the outcome of recent elections of staff members onto Council. The following points were noted in the discussion:

[a] The Committee asked how staff engagement with the election process could be improved. The turnout had been roughly the expected level but was still low. The number of candidates had been fewer than last time and may have been impacted by the pandemic or the time in the academic year. The low level of engagement with elections was part of a larger piece of work to improve engagement with Council more broadly.

Update on CUC Higher Education Code of Governance [GC2021/06]

2021.007 The Committee **noted** the update on the CUC Higher Education Code of Governance mapping exercise. The following points were noted in the discussion:

[a] The Committee had reviewed the mapping exercise earlier this year. The actions to improve compliance had been completed. We would report on our compliance in the corporate disclosure in the narrative to the Financial Statements.

[b] Areas that required further work included academic governance effectiveness and the reporting of general outcomes from the staff grievance process. Council would in future receive reports about staff grievances similar to those on student complaints and appeals.

[c] We were already making improvements in reporting around sustainability, including the recent Council social event and deep dive presentation. Council would receive an update on community engagement and civic partnership at its next meeting which would address its responsibilities in relation to stakeholder engagement.

[d] There were further discussions needed around the governance of sustainability. The new CUC Audit Committee code of practice placed the responsibility for monitoring sustainability within the remit of audit committees. Governance Committee said that responsibility should sit with Audit and Risk Committee particularly if it was to be embedded within accounting standards. The Strategic Risk Register did not currently capture our compliance on sustainability but KPIs would be set out in the sustainability plan. Council would receive an annual report on the sustainability strategy and actions.

CUC Audit Committee Code of Practice mapping exercise [GC2021/07]

2021.008 The Committee **noted** the CUC Audit Committee Code of Practice mapping exercise. The following points were noted in the discussion:

- [a] Audit and Risk Committee had considered the revised Code at its last meeting. The revisions were directed at newer institutions to support them in implementing effective governance. We were fully compliant with the Code and would provide this assurance in the Financial Statements. The Committee would return to the Code in the spring to identify areas of good practice.

Update on preparations for the external review of Council effectiveness [GC2021/08]

2021.009 The Committee **noted** the update on preparations for the external review of Council effectiveness. The following points were noted in the discussion:

- [a] A group of suppliers had been identified and would be invited to bid in the next few weeks. The University Secretary would meet with shortlisted candidates as part of the process. A recommendation would be circulated to the Committee for approval by the end of November.
- [b] The Committee said that the 2030 strategy provided a framework for the upcoming review. The effectiveness of Council should be seen through the lens of discussion, challenge and implementation of the strategy.
- [c] The Committee asked about the scope of the interviews that would be undertaken by the reviewers. All Council members would be interviewed as part of the review.
- [d] As the external reviewers did not have an opportunity to observe Governance Committee during the last review, an additional meeting had been scheduled for spring next year.
- [e] The Committee asked for an update on the actions taken in response to the recommendations from the last report. The actions had related to the direction of travel and ideas for the narrative to the front of the accounts and stakeholder engagement. The Committee would receive an update by email circulation.

Action: [e] Committee Secretary

Meetings in 2021–22

- Thursday 28 April 2022 at 1230 hours, location TBC.
- Thursday 14 July 2022 at 1330 hours, location TBC.