

**GOVERNANCE COMMITTEE  
Monday 12 September 2022**

**CONFIRMED MINUTES**

**Present:**

Lord Clement-Jones (Chair)	Professor Colin Bailey	Stella Hall
Adi Sawalha	Melissa Tatton	

**In attendance:**

Victoria Holbrook, Advance HE [m. 2021.023]	Jan Juillerat, Advance HE [m. 2021.023]	Dr Nadine Lewycky Jonathan Morgan
--	--	--------------------------------------

**Apologies:**

Professor Yang Hao

**Welcome and apologies**

2021.018 The Chair welcomed everyone to the meeting, which was held online.

**Minutes of the meeting held on 28 April 2022 [GC2021/16]**

2021.019 The Committee **confirmed** the minutes of the meeting held on 28 April 2022.

**Matters arising [GC2021/17]**

2021.020 The Committee **noted** the matters arising for the meeting held on 28 April 2022. The following points were noted in the discussion:

***Progress on application for university title***

- [a] The Privy Council would formally consider our petition for a Supplemental Charter after our application for university title has been approved by the Department for Education and the Office for Students. Governance Committee would be kept updated on progress.

**Governance Committee terms of reference and membership [GC2021/18]**

2021.021 The Committee **noted** its terms of reference and membership for 2022–23. The following points were noted in the discussion:

- [a] In response to a request from the Committee, guidance would be prepared to support Council members who offered to ‘buddy’ with new members.
- [b] Given the Committee size, any member unable to attend would be asked to provide comments on the papers to the Secretary ahead of the meeting.

*Action: [a] Chief Governance Officer and University Secretary*

## **Council member recruitment [GC2021/19]**

2021.022 The Committee **noted** the update on external member recruitment. The following points were noted in the discussion:

- [a] We had engaged the executive search firm Green Park in our recruitment of two external Council members. This had produced a shortlist that was strong and diverse. Shortlisted candidates would meet with Stella Hall and the Chief Governance Officer and University Secretary in the coming weeks before meeting with the Chair and Vice-Chair. The Committee would be provided with updates on progress.

## **External review of Council effectiveness: report [GC2021/20]**

2021.023 The Committee **considered** the draft report from an external review of governance effectiveness presented by Advance HE. The following points were noted in the discussion:

- [a] The report included seven recommendations and further suggestions to improve the effectiveness of Council and its committees. Governance Committee discussed the recommendation to change the balance of internal and external membership. The size of governing bodies varied across the sector, but there had been a trend in recent years towards smaller governing bodies and alternative approaches to engagement with wider stakeholder communities. There was a move towards fewer elected members and greater parity between staff and student members.
- [b] The Committee asked whether changing the membership would address the cultural issues raised in the report or whether wider issues with behaviours had been observed in meetings. Feedback in the survey had been varied, with some respondents saying that they had felt unable to contribute. This may be due to an expectation gap about the function of Council and the distinction between management and governance, particularly among our newer members. Scheduling a conversation about expectations and introducing a KPI in relation to culture would help to set expectations.
- [c] The proposed membership changes were intended to support the creation of an effective board that would bring to the fore the perspectives of all members. Elected members may feel the need to act as representatives, because they had been elected from a particular group. The large internal membership on Council may inhibit external members from challenging and from bringing their full expertise to the discussion.

## **External review of Council effectiveness: discussion framing document [GC2021/21]**

2021.024 The Committee **considered** the discussion framing document for the external review of Council effectiveness. The following points were noted in the discussion:

- [a] The Committee said that there appeared to be a disconnect between the report and presentation given by Advance HE about the culture and behaviours of Council. The presentation and discussion had focused on changing the balance and size of the membership.

- [b] The finding that there was not sufficient challenge in Council meetings did not align with feedback given to the Chair in his one-to-one meetings with members. Only one member, who was new to Council, had raised this as an issue. Some of the focus groups had been held early in the year shortly after several new members had joined. Advance HE reported that they had observed challenge in the committee meetings.
- [c] The Committee said that there were practical suggestions in the report that could be taken forward, such as the reverse mentoring and strengthening the relationship between Senate and Council. Academic assurance would be provided not just by looking at Senate but also through deep dives at Faculty level.
- [d] The Committee said that non-visible characteristics, such as socio-economic background, could be brought out more clearly by including these questions in a personal information survey.
- [e] The points about induction and training would be taken forward with input from Council and co-opted members. A greater range of options for training and induction was now available with much of it online.
- [f] Members may have felt reluctant to contribute to discussion on issues with which they were unfamiliar. We would explore how to ensure that all members received the information they needed to contribute effectively, including providing better information on staff sentiment through the staff survey.
- [g] While hybrid meetings were largely effective and supported greater attendance, they would be reviewed. Having more executives in attendance at meetings could impinge on discussions by Committee members.
- [h] The Committee said that there would be a need to be mindful of perceptions if the number of elected staff members was reduced. Increasing the number of student members to two could be actioned quickly.
- [i] The full report would be shared with Council for discussion and feedback. The framing document would be updated to reflect the Committee's discussion and to give a clearer steer on the key issues. The revised draft would be circulated to the Committee before being shared with Council.

*Action: [i] Chief Governance Officer and University Secretary*

### **Council schedule of business 2022–23 [GC2021/22]**

- 2021.025 The Committee **considered** the annual schedule of business for Council 2022–23. The following points were noted in the discussion:
- [a] The document would be shared with Council ahead of the first meeting for feedback. There was scope to increase involvement from Heads of Schools which enhanced visibility and emphasised the delegated leadership framework.

**Meetings in 2022–23:**

- Thursday 06 October 2022 at 1330 hours, Room 1.20, Department W / hybrid.
- Thursday 06 July 2023 at 1330 hours, TBC.