



## Governance Committee Report

<b>Outcome requested:</b>	Council is asked to <b>consider</b> a summary of the Governance Committee meeting held on 11 April 2025.
<b>Executive Summary:</b>	The Governance Committee considered: <ul style="list-style-type: none"><li>• an update on the next external review of Council and committee effectiveness;</li><li>• a report from Advance HE on diversity among governors in higher education;</li><li>• a forward look on Council and committee membership;</li><li>• a proposal to review the information provided to Council;</li><li>• an update on work to revise the Delegation Framework.</li></ul>
<b>QMUL Strategy</b>	Effective governance supports the achievement of all strategic aims.
<b>Internal/External regulatory/statutory reference points:</b>	Charter and Ordinances CUC Higher Education Code of Governance OfS Regulatory Framework for Higher Education
<b>Strategic Risks:</b>	Reputation and compliance.
<b>Equality Impact Assessment:</b>	The Committee discussed diversity on governing bodies across the sector and its approach to removing barriers in the next recruitment campaign for Council members.
<b>Subject to prior and onward consideration by:</b>	The summary is intended for consideration by Council only.
<b>Confidential paper under FOIA/DPA</b>	No
<b>Timing:</b>	Regular report
<b>Author:</b>	Jonathan Morgan, University Secretary
<b>Date:</b>	7 May 2025
<b>External sponsor:</b>	Melissa Tatton CBE, Chair of Council

**Governance Committee 11 April 2025**  
**Executive summary**

1. We discussed plans for the next Council and committee effectiveness review, which we are expected under the CUC Higher Education Code of Governance to conduct this calendar year. Following a competitive tender process, KPMG has been engaged to conduct a review focusing on regulatory and legal compliance which will be benchmarked within the higher education sector but also suggest opportunities for learning from other sectors. There would remain the option to commission a further review looking at other dimensions of governance effectiveness, such as dynamics in meetings, after the next Chair of Council has been inducted.
2. We considered a report from AdvanceHE on diversity among governors in higher education. This shows that the gender and ethnic diversity of governing bodies has improved recently, but it remains the case that governing bodies do not generally reflect the same levels of diversity seen in the higher education workforce. We concluded that the report's reliance on an outdated definition of diversity, which did not refer to socio-economic factors or social mobility, meant that its usefulness was limited. We also discussed initiatives at national level to improve diversity and what steps we could take here.
3. We considered a forward look on Council and committee membership for the next 18–24 months. Elections for three academic staff member positions on Council are due to be held in the coming months. Work is also underway to engage a search partner to support the recruitment of up to three external Council members starting in Spring 2026. Proposals from prospective search partners are being assessed for their ability to gather a field of individuals:
  - with both executive and board experience (or experience of working with a board), as well as experience of working at scale, to include individuals from the corporate and third/public sectors and entrepreneurs;
  - who appreciate the University's unique role;
  - that includes significant representation of protected characteristics.
4. We discussed growing feedback from Council members that the paperwork presented at Council meetings is generally timely and of high quality, but the overall volume of paperwork is becoming less manageable. Options under active consideration include reviewing the frequency of reports and the level of delegation to committees, and building an online library of financial, risk management and KPI data so that Council members continue to have full access to relevant data but in a more streamlined way.
5. We received an update on work to revise the Delegation Framework. Key changes since the last update include:
  - clarification of the roles of Finance and Investment Committee and Council in approving the articles of association for subsidiary entities of the University;
  - a proposal, which was endorsed by the Committee, that authority to approve the Naming Policy should be reserved to Council in future;
  - a proposal to lower the threshold for Finance and Investment Committee and Council to approve the composition of capital project boards so that this aligns with the threshold for approval of business cases.