



Governance Committee minutes

Outcome requested:	Council is asked to note the minutes of the Governance Committee meeting held on 22 September 2025.
Executive Summary:	The minutes are provided in full. The key points of discussion are: • Triennial review of governance effectiveness [m. 2025.003] • Update on Council and Committee membership [m. 2025.005]
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
Strategic Risks:	Reputation and compliance
Equality Impact Assessment:	The Committee discussed diversity in relation to the staff elections and agreed to reflect further on different practices in the sector for identifying staff members of governing bodies and opportunities for achieving greater representation of protected characteristics.
Subject to prior and onward consideration by:	Consideration by Council only.
Confidential paper under FOIA/DPA	No
Timing:	Regular report to Council
Author:	Nadine Lewycky, Head of Secretariat
Date:	03 October 2025
Senior Management/External Sponsor	Jonathan Morgan, Chief Governance Officer and University Secretary

GOVERNANCE COMMITTEE
Monday 22 September 2025

DRAFT UNCONFIRMED CONFIDENTIAL MINUTES

Present:

Melissa Tatton CBE (Chair)	Professor Colin Bailey CBE	Professor Yang Hao
Maryanne Matthews	Diya Selastin	

In attendance:

Dr Nadine Lewycky	Jonathan Morgan
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Apologies:

None

Welcome, apologies and declaration of interests [GC25/01]

2025.001 The Chair welcomed everyone to the meeting, which was held online. The Committee noted the declarations of interests for members and regular attendees.

Annual review of Council effectiveness [GC25/02]

2025.002 The Committee **considered** a report on the annual review of Council effectiveness. The paper provided a summary of feedback collected through written submissions and individual meetings between Council members and the Chair. Steps had been taken in response to feedback to reduce the overall quantity of paperwork and create more space for discussion and challenge on strategic items. Reporting on KPIs, strategic risks and the financial position had been streamlined, and a document library had been created to provide ready access to greater detail as required. While most members appreciated the time allocated to discuss the President and Principal's report and discuss strategic issues, others noted that items placed lower down the agenda could feel rushed as a result. The Secretariat would continue to collect feedback and build on the approach.

Triennial review of governance effectiveness [GC25/03]

2025.003 The Committee **considered** an interim update on the triennial review of governance effectiveness. The following points were noted in the discussion:

- [a] KPMG had been engaged to carry out the triennial review of governance effectiveness on Council and its committees. The desk-based element of the review was complete and showed that the governance arrangements met all the requirements of the Office for Students and relevant codes of practice. A survey of members of Council and the executive had also been carried out, the responses from which largely echoed feedback gathered through the annual effectiveness review and showed consistently higher levels of confidence in governance arrangements at Queen Mary compared to other Russell Group institutions. The audit of skills on Council evidenced

a depth and range of skills and experience exceeding the sector norm.

- [b] There was a discussion about Council's earlier decision to embed the duties of the Senior Independent Governor in the role of the Vice-Chair, rather than create a separate role for one of the other external members. The review indicated that some Russell Group institutions had established separate Senior Independent Governor roles in the last three years. The Committee decided to return to this topic when considering the final report.
- [c] Whereas the previous triennial review by Advance HE signalled that the membership of Council was relatively large and there was a trend towards smaller governing bodies, the current review by KPMG found that Council was smaller than the average. This reflected differences in the comparators chosen for the review: Advance HE focused on higher education in England, where there were an increasing number of small institutions, while KPMG had been asked to draw comparisons with similar institutions outside the UK as well as in other sectors.
- [d] The Committee said that it would be useful if the final report could comment on what effective assurance on academic governance looked like. Council currently received assurance through various channels, and it may be helpful to make this more explicit.

Action: [d] Head of Secretariat

Committee terms of reference and membership [GC25/04]

2025.004 The Committee **considered** the Committee's terms of reference and membership. The following points were noted in the discussion:

- [a] As part of the review to reduce the amount of information going to Council, the Committee would receive minutes and reports from the Memorandum of Agreement Review Panel and the terms of reference had been updated accordingly. The panel was co-chaired by the QMSU President and the Vice-Principal (Policy and Strategic Partnerships) who would be able to present the reports.

An update on Council and Committee membership [GC25/05]

2025.005 The Committee **received** an update on Council and Committee membership. The following points were noted in the discussion:

- [a] Odgers had been engaged to support the recruitment of three external members to fill the vacancies due to be created when Peter Thompson, Isabelle Jenkins and Gil Baldwin completed their terms. The search had been underway for two weeks and the initial response and quality of candidates were promising.
- [b] The Committee **agreed** to recommend to Council that Ken Batty and Maryanne Matthews both be reappointed as external members of Council for second, four-year terms starting on 11 January 2026 to retain their skills and experience.

- [c] The recent election of three academic staff members onto Council had attracted a large and diverse pool of candidates. The Committee agreed to reflect further on different practices in the sector for identifying staff members of governing bodies and opportunities for achieving greater representation of protected characteristics.
- [d] The Committee **agreed** to recommend to Council that Anne Barnard and Tim Harris both be reappointed as co-opted members of Finance and Investment Committee for second, four-year terms starting on 1 February 2026 and 1 June 2026 respectively to retain their skills and experience.
- [e] The Committee **agreed** to recommend to Council that Dr Anthony Phillips be appointed as the elected staff member of Governance Committee, noting his experience and interest in governance; filling the vacancy due to be created when Professor Yang Hao completed his term on 30 September 2025. It was further **agreed** to seek expressions of interest from external members of Council to join Governance Committee, filling an existing vacancy.
- [f] There was a discussion about the composition of Honorary Degrees and Fellowships Committee. It had been the practice in recent years to invite the Vice-Chair of Council to attend and increase the external majority. The Honorary Degrees and Fellowships Committee was an important gateway in the process of approving honorary degrees and fellowships and the addition of an experienced external member would support decisions that protect the reputation of the University. It was therefore **agreed** to recommend to Council that the Vice-Chair of Council be made an ex officio member of Honorary Degrees and Fellowships Committee.
- [g] There was also a discussion about whether Honorary Degrees and Fellowships Committee would benefit from the addition of a student member. It was noted that the QMSU President was currently a member of the working group responsible for reviewing nominations and making recommendations to Honorary Degrees and Fellowships Committee. It was considered important to have student input into discussions about nominations that were intended to resonate with the student body. It was agreed that the University Secretary would review the balance of membership and opportunities for students to feed into the nominations process in discussion with the QMSU President.
- [h] The Committee **agreed** to recommend to Council that Dr Natalie McCloskey be appointed as the elected staff member of Remuneration Committee, noting her close knowledge and experience of senior academic, clinical and administrative roles; filling the vacancy due to be created when Professor Mangala Patel completed her term on 30 September 2025.
- [i] The Committee asked about the induction arrangements for new members joining Council. Induction meetings had been arranged with other Council members and relevant senior staff. The three elected staff members had all signed up for the New Governor Programme with Advance HE and were assigned mentors on Council. A folder with key background reading had been created in the document library.

*Actions: [b], [d], [e], [f], [h] Head of Secretariat
[c], [g] University Secretary*

Minutes of the last meeting [GC25/06]

2025.006 The Committee **confirmed** the minutes of the meeting held on 11 April 2025.

Matters arising [GC25/07]

2025.007 The Committee **noted** the matters arising from the previous meeting.

Draft agenda for the next meeting [GC25/08]

2025.008 The Committee **noted** the draft agenda for the next meeting.

Chair of the Committee [Oral report]

2025.009 On behalf of the Committee, the Chair thanked Professor Yang Hao for his excellent service to the Committee.