

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
WEDNESDAY 3 MARCH 2021 VIA MICROSOFT TEAMS**

PRESENT:	D Yeo (Chair) Dr P Bonfield J Cappock D Cheeseman	Professor G Meikle L Phillips MX Wang
IN ATTENDANCE:	Professor D Anand (Minutes 20.12 to 20.14) Professor A Hughes (Minutes 20.12 and 20.13) J Lamarque (Minutes)	E McMillan (Clerk) Ms L Pacekajute (Observer) Mrs S Recaldin

APOLOGIES:

20.12 ANNOUNCEMENTS

- 20.12.1 The Chair welcomed members and attendees to the meeting, including observer Laima Pacekajute who is a Board Apprentice with the Court of Governors.
- 20.12.2 No apologies were given for this meeting.
- 20.12.3 Lin Phillips declared an interest in item 6.1 Membership of the Court of Governors and its committees and left the meeting while members discussed and agreed her re-appointment as a governor (see Minute 20.15.6).
- 20.12.4 Di Yeo declared an interest in item 6.2 Appointment of a Chair of the Court of Governors as the current Chair of the Court. Members agreed there was no conflict of interest and authorised Di to participate fully in the discussion and decision (see Minutes 20.15.14 to 20.15.16).
- 20.12.5 Mei Xin Wang declared an interest in item 8.3 Link Governor and member scheme as she has expressed an interest in one of the Link governor roles. Members agreed that there was no conflict of interest and agreed that Mei Xin could participate fully in the discussion and decision other than where her own allocation was concerned (see Minute 20.17.9).
- 20.12.6 The Chair confirmed that there were no requests to discuss starred items or requests for items to be discussed under 'Any other business'.

20.13 ADOPTION OF THE IHRA DEFINITION OF ANTI-SEMITISM

- 20.13.1 Professor Alex Hughes and Professor Dibyesh Anand, Co-Chairs of the Equality, Diversity and Inclusion Committee and members of the Court working group, presented the University's proposed statement on adoption of the IHRA definition of antisemitism (Document NOM 210303A).
- 20.13.2 Members noted that the proposed statement was agreed by the University Executive Board (UEB) on 23 February 2021.
- 20.13.3 Members discussed the process to develop the statement and how the statement will be communicated.
- 20.13.4 **ENDORSED** Members recommend to the Court of Governors that the University statement on adoption of the IHRA definition of antisemitism is approved.

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20.14 CHANCELLOR APPOINTMENT – SHORTLISTING

- 20.14.1 The Clerk to the Court presented the longlist of potential candidates for the role of Chancellor (Document NOM 210303B).
- 20.14.2 Members and Professor Anand discussed their preferred candidates from the longlist, providing an explanation of how they consider these candidates to meet the selection criteria.
- 20.14.3 **AGREED** Members created a shortlist of three candidates, ranked by preference, to proceed to the next stage in the process.
- 20.14.3.1 **ACTION Clerk to the Court** to commission an internal risk assessment (due diligence) report for each of the three shortlisted candidates.
- 20.14.3.2 **ACTION Peter Bonfield, Vice-Chancellor and Di Yeo, Chair of the Court of Governors** to arrange a discussion about the role with the first preferred candidate after receipt of the risk assessment report.
- 20.14.4. **AGREED** Members did not consider it beneficial to continue the Committee review of a longlist of candidates annually. The Clerk to the Court will compile a longlist in the final year of a Chancellor's term of office.
- 20.14.4.1. **ACTION Clerk to the Court** to remove the longlist review from the Committee's schedule of business.

20.15 COURT AND COMMITTEE MEMBERSHIP

Membership and vacancies

- 20.15.1 The Clerk to the Court presented a report on the membership and vacancies for the Court of Governors and its committees (Document NOM 210303C).
- 20.15.2 **AGREED** The Committee instructed the Clerk to the Court to seek expressions of interest in the vacancy for a Deputy Chair to the Court arising in November 2021.
- 20.15.3 Members noted that a request to consider the role of Deputy Chair, Audit Committee had been included in the report in error.
- 20.15.4 **AGREED** Members recommend to the Court that Lin Phillips is appointed to the role of Chair, Remuneration Committee with effect from 1 September 2021. The appointee will shadow the current Committee Chair in the interim period.
- 20.15.5 **AGREED** Members recommend to the Court that [redacted] is appointed to the role of Chair, Resources Committee, and therefore as an ex-officio member of Remuneration Committee, with effect from 11 July 2021. The appointee will shadow the current Committee Chair in the interim period.
- 20.15.6 **AGREED** Members recommend to the Court that Lin Phillips is re-appointed as an independent governor for a second three-year term, with effect from 1 September 2021.
- 20.15.7 **AGREED** Members recommend to the Court that Simon Wylie is re-appointed as an independent governor for a second three-year term, with effect from 1 September 2021.
- 20.15.8 **AGREED** Members recommend to the Court that Kate McLeod is re-appointed as an independent (non-governor) committee member for Resources Committee for a second three-year term, with effect from 22 March 2021.

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Appointment of a Chair of the Court of Governors and Pro-Chancellor

- 20.15.9 The Clerk to the Court presented a report on the selection panel's preferred candidate for the role (Document NOM 210303D).
- 20.15.10 Members discussed the recruitment and selection process and Lin Phillips, Chair of the selection panel, presented the panel's recommendation.
- 20.15.11 **ENDORSED** Members supported the selection panel's recommendation for appointment to the role of Chair of the Court of Governors and Pro-Chancellor.
- 20.15.12 **AGREED** Members reconsidered their earlier decision that "*Psychometric testing (or similar) will be adopted for interviewees for the role of Chair to the Court (and all potential governors)*"¹. Psychometric testing may be used if considered relevant; however, it is not an expectation as other elements of the recruitment process (e.g. stakeholder meetings) perform the same function.
- 20.15.13 **AGREED** Clerk to the Court to implement the indicative induction programme for the Chair of the Court of Governors and Pro-Chancellor, considering the needs and availability of the appointee.

Vice-Chair roles and recruitment process

- 20.15.14 The Clerk to the Court presented the proposed Vice-Chair role description and recruitment process (Document NOM 210303E).
- 20.15.15 **AGREED** Members recommend the Vice-Chair role description and recruitment process.

20.16 COMPLIANCE WITH THE REVISED HE CODE OF GOVERNANCE

- 20.16.1 The Clerk to the Court presented an assessment of compliance with the revised HE Code of Governance, published September 2020 (Document NOM 210303F).
- 20.16.2 Members noted that the University is fully compliant with most requirements.
- 20.16.3 Members identified additional evidence for areas the Clerk to the Court had assessed as partially compliant and proposed amendments to the compliance assessment for some requirements.
- 20.16.3.1 **ACTION Clerk to the Court** to search Court records for historical evidence of reports to the Court when the University was entering into significant partnerships with other organisations.
- 20.16.3.2 **ACTION Clerk to the Court** to amend the self-assessment report to reflect discussions.
- 20.16.4 Members discussed the requirement to consider the benefits of appointing a Senior Independent Governor (SIG) or equivalent role.
- 20.16.4.1 **ACTION Clerk to the Court** to prepare a paper on the SIG role for the next meeting.
- 20.16.5 **AGREED** Members recommend to the Court that the University adopts the revised HE Code of Governance.

20.17 GOVERNANCE AND VALUES – PROFESSIONAL DEVELOPMENT PROGRAMME

- 20.17.1 The Clerk to the Court presented a report on development and training activities for members of the Court of Governors and its committees (Document NOM 210303G).

¹ Refer to Minute 20.5.6, Governance and Nominations Committee, 9 September 2020

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Governor development activities summary

- 20.17.2 The Clerk to the Court reported that there has been low engagement with the mandatory e-learning modules.
- 20.17.3 Members discussed whether to retain the e-learning modules as a mandatory element of the governors' induction programme. Members considered the topics as key areas of governance and that all governors should be required to undertake training on these topics.
- 20.17.4 **AGREED** Retain e-learning modules and introduce a schedule and periodic monitoring and reporting of completion to ensure all governors complete the training.
- 20.17.4.1 **ACTION Clerk to the Court** to develop a schedule for completion of the e-modules and communicate to governors.
- 20.17.5 A member suggested that a record of completion of e-learning modules should be included in the information provided to the Chair of the Court and Deputy Chairs to the Court to inform the 1-2-1 governor review meetings.

Governor and Court development needs

- 20.17.6 **AGREED** Members reconfirmed the Governance and values – professional development programme.

Link governor and member scheme

- 20.17.7 Members considered expressions of interest for the Link governor and Link member scheme.
- 20.17.8 **AGREED** Members confirmed allocations for the following link areas:
- College of Design, Creative and Digital Industries
 - College of Liberal Arts and Sciences
 - Equality, diversity and inclusion
 - International
 - Marketing and Communications
 - Research

- 20.17.8.1 **ACTION Clerk to the Court** to send out a call for expressions of interest in areas that remain vacant by July 2021.

Governor engagements for 2020/21

- 20.17.9 Members noted a summary of governor development activities and engagements with University events from 1 September 2020 to date.

20.18 ANNUAL EFFECTIVENESS REVIEW

- 20.18.1 The Clerk to the Court presented a proposal to introduce an annual element to the Court of Governors effectiveness review (Document NOM 210303H).
- 20.18.2 Members considered that the periodic independent review, which takes place every three years, is robust and results in a significant implementation plan that is delivered during the intervening years. Members noted also that reflection and review take place on an ad hoc basis where necessary outside of the formal effectiveness review process.
- 20.18.3 **AGREED** Members did not consider it beneficial to introduce an annual element to the Court of Governors effectiveness review.

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20.19 HONORARY AWARDS

- 20.19.1 Members considered nominations for honorary awards for conferment at upcoming ceremonies (Document NOM 210303I).
- 20.19.2 Sheena Recaldin, Vice-Chancellor's Executive Assistant, informed members that the honorary award recipients approved in 2019/20 had not yet been approached as graduation ceremonies were postponed due to the COVID-19 pandemic.
- 20.19.2.1 **ACTION Clerk to the Court** to redact the details of approved honorary award recipients from minutes of the Court of Governors and Governance and Nominations Committee prior to publication and to ensure these details are redacted on minutes previously published on the website.
- 20.19.3 The Vice-Chancellor's Executive Assistant confirmed that background checks have been carried out on all four nominees.
- 20.19.4 **AGREED** Members recommend to the Court that the University offers honorary awards to the following individuals:

[redacted]

20.20 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

- 20.20.1 **AGREED** The minutes of the Governance and Nominations Committee meeting held on 9 September 2020 (Document NOM 210303J) were agreed as an accurate record.
- 20.20.2 Members noted the summary of actions and matters arising from previous meetings (Document NOM 210303K).
- 20.20.3 **Recruitment of Chair to the Court (Actions 20.3.1.1 and 20.3.4.1)** Members noted that the Clerk to the Court circulated the advert text on 1 October 2020 and no changes were proposed by members. All members invited to join the steering group/selection panel accepted the invitation.
- 20.20.4 **AGREED Appointment of a Chancellor (Action 20.4.4.1)** Members recommend to the Court the revised text on due diligence for this role for inclusion in Standing Order 3 Constitution of the Court.
- 20.20.5 **Articles of Association (Actions 20.6.3.1)** Members noted that the Clerk to the Court made minor amendments to the proposed Articles of Association in response to the legal advice obtained and the Court approved the revised Articles at a General Meeting on 21 January 2021. The revised Articles have been submitted by the University's legal advisors to the Privy Council for formal approval.
- 20.20.6 [Redacted]
- 20.20.7 **Appointment of co-opted staff governors (Action 18.27.5.2)** Members noted that the Court approved the inclusion of a definition of the term 'retire' in Standing Order 3 on 7 October 2020.
- ### 20.21 ANNUAL REVIEW OF THE UNIVERSITY OF WESTMINSTER AND UWSU CODE OF PRACTICE AND MEMORANDUM OF UNDERSTANDING
- 20.21.1 Members noted that no changes are proposed following the informal annual review of the Code of Practice and Memorandum of Understanding (Document NOM 210303L).

APPROVED

20.22 DATES OF FUTURE MEETINGS

Wednesday 19 May 2021 at 4.30pm via Microsoft Teams

Wednesday 15 September 2021 at 4.30pm in Room RS109, 309 Regent Street and via Microsoft Teams

Wednesday 2 March 2022 at 4.30pm in Room RS109, 309 Regent Street and via Microsoft Teams

Wednesday 18 May 2022 at 4.30pm in Room RS109, 309 Regent Street and via Microsoft Teams

20.23 ANY OTHER BUSINESS

20.23.1 Members did not raise any other matters for discussion