

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
WEDNESDAY 19 MAY 2021 VIA MICROSOFT TEAMS**

PRESENT:	D Yeo (Chair) Dr P Bonfield J Cappock D Cheeseman (Minutes 20.24 to 20.25.19 and Minutes 20.28 to 20.34)	Professor G Meikle L Phillips MX Wang
IN ATTENDANCE:	Professor L Berry (Observer) J Lamarque (Minutes)	E McMillan (Clerk) S Recaldin

APOLOGIES:

20.24 ANNOUNCEMENTS

- 20.24.1 The Chair welcomed members and attendees to the meeting, including observer Lynne Berry as part of the induction to her future role of Chair of the Court of Governors.
- 20.24.2 No apologies were given for this meeting.
- 20.24.3 Mei Xin Wang declared an interest in agenda item 4.0 Court and Committee Membership as she has expressed an interest in one of the Vice-Chair roles and is proposed for re-appointment as an independent governor. Mei Xin left the meeting while members decided on her application for the Vice-Chair role and re-appointment as a governor (see Minutes 20.25.6 and 20.25.16).
- 20.24.4 The Clerk to the Court noted that all members have an interest in the discussion on committee membership 2021/22 under agenda item 4.0 Court and Committee Membership.
- 20.24.5 The Chair confirmed that there were no requests to discuss starred items or additional matters under 'Any Other Business'.

20.25 COURT AND COMMITTEE MEMBERSHIP

- 20.25.1 The Clerk to the Court presented a report on the membership and vacancies for the Court of Governors and its committees (Document NOM 210519A).

Committee Chair and Committee Deputy Chairs

- 20.25.2 **AGREED** Members recommend to the Court that Matthew Smith is reappointed for a second term of office as Chair of Audit Committee. The term of office will conclude on 27 November 2022 when Matthew retires from the Court.
- 20.25.3 Members discussed potential candidates for the subsequent Chair, Audit Committee and noted that a decision will be taken in 2021/22 to allow a period where the Chair Designate will shadow the current Chair.
- 20.25.4 **AGREED** Members recommend to the Court that Fiona Ross is re-appointed for a second two-year term as Deputy Chair, Audit Committee from 1 September 2022.
- 20.25.5 **AGREED** Members recommend to the Court that David Stanton is appointed to the role of Deputy Chair, Remuneration Committee for a two-year term with effect from 1 September 2021.

Deputy Chair and Vice-Chairs to the Court of Governors

- 20.25.6 **AGREED** Members recommend to the Court that Mei Xin Wang is appointed as a Vice-Chair to the Court of Governors for a three-year term from 1 September 2021.
- 20.25.7 **AGREED** Members recommend to the Court that David Stanton is appointed as a Vice-Chair to the Court of Governors for a three-year term from 1 September 2021.
- 20.25.8 **AGREED** Members postponed appointment to the third Vice-Chair vacancy to 2021/22.
- 20.25.9 **AGREED** Members instructed the Clerk to the Court to re-open the call for expressions of interest in the Deputy Chair to the Court role.

Student and staff governors

- 20.25.10 The Clerk to the Court reported that all nominees have completed the governance due diligence survey and she identified no issues in their responses.
- 20.25.11 **AGREED** Members recommend to the Court that Zahra Butt is appointed as a co-opted (student) governor for a one-year term from 1 July 2021.
- 20.25.12 **AGREED** Members recommend to the Court that Olivia Ponsford is appointed as a co-opted (student) governor for a one-year term from 1 July 2021. This appointment is subject to the Court approving revised Articles of Association at the General Meeting on 26 May 2021.
- 20.25.13 **AGREED** Members recommend to the Court that Sara Hafeez is appointed as a co-opted (staff) governor for a three-year term from 4 October 2021.

Re-appointment of independent governors

- 20.25.14 **AGREED** Members recommend to the Court that Justin Bairamian is re-appointed as an independent governor for a second three-year term from 1 April 2022.
- 20.25.15 **AGREED** Members recommend to the Court that Fiona Ross is re-appointed as an independent governor for a second three-year term from 1 April 2022.
- 20.25.16 **AGREED** Members recommend to the Court that Mei Xin Wang is re-appointed as an independent governor for a second three-year term from 1 April 2022.

Independent (non-governor) committee members

- 20.25.17 **AGREED** Members recommend to the Court that Matthew Appleton is re-appointed as an independent (non-governor) committee member for Remuneration Committee for a second three-year term from 1 April 2022.
- 20.25.18 The Clerk to the Court reported that Resources Committee members have identified a skills gap in the membership for an independent (non-governor) committee member with broad, senior level digital expertise.
- 20.25.19 **AGREED** Members instructed the Clerk to the Court to advertise the vacancy on relevant governance websites and to seek nominations from independent members of the Court and committees.

Committee membership 2021/22

- 20.25.20 Members discussed vacancies in committee memberships for the next academic year.

20.25.21 **AGREED** Members recommend the following committee membership to the Court. Membership is with effect from 1 September 2021 except where noted below.

KEY Blue shading = dependent on decisions at the Court meeting on 26 May 2021

AUDIT

Matthew Smith

Fiona Ross

Karen Dunnell (to 26-Nov-21)

Victoria Foster

Helen Owen

David Stanton (from 27-Nov-21)

Jameela Khan

GOVERNANCE AND NOMINATIONS

Di Yeo (to 23-Oct-21)

Lynne Berry (from 24-Oct-21)

Lin Phillips

Peter Bonfield

John Cappock

David Cheeseman (to 24-Nov-21)

Tim Lovell

Graham Meikle

Jane Robson (from 25-Nov-21)

RESOURCES

Mei Xin Wang

Simon Wylie

Justin Bairamian

Peter Bonfield

Tim Lovell

David Stanton (to 26-Nov-21)

Phil Wales

David Hoyle

Independent (non-governor) committee member (digital) vacancy

REMUNERATION

Lin Phillips

David Stanton

Lynne Berry (from 24-Oct-21)

Mei Xin Wang

Di Yeo (to 23-Oct-21)

Justin Bairamian (observer)

Matt Appleton

Senior Independent Governor

20.25.22 Members discussed whether to recommend to the Court that they include a Senior Independent Governor in the Court's leadership structure.

20.25.23 **AGREED** Members recommend that the Court retains the current leadership structure and includes the following explanation in the HE Code of Governance self-assessment checklist:

'The Court of Governors has considered the benefits of appointing a Senior Independent Governor (SIG) and has decided not to introduce this role. The Court considers that the current

leadership structure is clear and balanced, supports succession and provides effective governance and support for the Chair of the Court. The Court does not hold appraisals of governors; however, the Company Secretary conducts the annual 1-2-1 review with the Chair of the Court.'

Outcomes of the Academic Council membership review

- 20.25.24 The Clerk to the Court presented the recommendations from the Academic Council membership review (Document NOM 210519B).
- 20.25.25 **AGREED** Members recommend to the Court that the revised membership structure for Academic Council is implemented from 1 September 2021.

20.25.26 Members noted the other recommendations agreed by Academic Council through the membership review.

20.26 CHANCELLOR APPOINTMENT

- 20.26.1 The Vice-Chancellor reported that the first ranked candidate regrettably declined the invitation due to a conflict of interest.
- 20.26.2 The Vice-Chancellor confirmed that he and the Chair of the Court will approach the second ranked candidate and, if necessary, the third ranked candidate.

20.27 UPDATE ON TRUSTS GOVERNANCE

- 20.27.1 The University Secretary and Chief Operating Officer (USCOO) presented an update on the work of the Trusts Governance Working Group (Document NOM 210519C).
- 20.27.2 **AGREED** Members supported the Working Group's recommendations.
- 20.27.3 Members noted that if the Court agrees the recommendations, the Governance and Nominations Committee – as the body with responsibility for oversight of the governance relationship between the University and the Quintin Hogg Trust - will receive an update on progress in negotiations as appropriate and for information only and that any decisions or actions of the independent governors with delegated authority are not subject to agreement by this Committee.

20.28 STANDING ORDERS – ANNUAL REVIEW

- 20.28.1 The Clerk to the Court presented the outcomes of the annual review and revision of standing orders (Document NOM 210519D).
- 20.28.2 The Clerk to the Court informed members that when submitted to the Court there will be an additional annex to Standing Order 4: Committee Structures and Procedures to specify elements of Audit Committee proceedings that need to be formalised to apply the CUC Audit Committee Code of Practice.
- 20.28.3 The Clerk to the Court highlighted that, should the Court agree Standing Order 3: Constitution of the Court Annex B: Election Guidelines, future elections will use the first past the post system, as opposed to the single transferable vote (STV) system. She reported that for all elections except one since 2013-14 the STV system has resulted in the same outcome as would have been had the first past the post system applied and that the STV system creates a greater administrative burden and has the potential for human error in implementation of a complex counting system.
- 20.28.4 **AGREED** Members recommend to the Court the revised standing orders and annexes for implementation from 1 June 2021.

20.29 COMPLIANCE WITH THE CHARITY CODE OF GOVERNANCE

20.29.1 The Clerk to the Court presented an assurance report on assessment of compliance with the Charity Code of Governance for larger charities (Document NOM 210519E).

20.29.2 The Clerk reported that the assessment is an agreed action from the 2019 Effectiveness Review.

20.29.3 Members discussed suggestions for actions necessary to apply elements of the Code or that would enhance compliance.

20.29.4 **AGREED** Members confirmed support for the following actions and recommendations:

- Clerk to the Court to lead development of an ethical framework that brings together ethics across the University; for recommendation by the Governance and Nominations Committee to the Court for approval (recommended practice item 3.4.2).
- USCOO and Clerk to the Court to identify and define the system to monitor and oversee how delegations are exercised (recommended practice item 4.5.2).
- The Audit Committee Chair is not required to have recent and relevant financial experience; however, the Audit Committee membership must contain an at least one individual with such experience (recommended practice item 4.8.2).
- A future Court away day will include an activity to create a stakeholder map (recommended practice item 7.5.1).
- A defined communications strategy would not enhance current practice for communicating the work of the Court (recommended practice item 7.5.2).
- A periodic 'town hall' event/open meeting would not enhance current practice; however, the Committee is open to considering such an event on an exceptional basis as and when it would be beneficial (recommended practice item 7.5.4).
- USCOO and Clerk to the Court to consider whether additional reporting of positive and negative feedback and/or complaints would enhance governance (recommended practice item 7.6.1).

20.29.5 **AGREED** Members recommend to the Court that the University formally adopts the Charity Code of Governance for Larger Charities.

20.30 EFFECTIVENESS REVIEW – ACTION PLAN UPDATE

20.30.1 The Clerk to the Court presented an update on progress against the implementation plan (Document NOM 210519F).

20.31 HONORARY AWARDS

20.31.1 The Vice-Chancellor updated members on nominees for the Queen's honours list.

20.31.2 Members noted the list of approved honorary award nominees who either received their award in 2020/21, have not responded to the invitation to accept an award or have not yet been approached (Document NOM 210519G).

20.31.3 Sheena Recaldin, Vice-Chancellor's Executive Assistant, presented the nominations for honorary awards for conferment at upcoming ceremonies (Document NOM 210519G). She informed members that one of the honorary award nominees was approved in 2019/20 but had not been approached as graduation ceremonies were postponed due to the COVID-19 pandemic.

- 20.31.4 The Vice-Chancellor's Executive Assistant confirmed that background checks have been carried out on both nominees and she did not identify any reputational issues.
- 20.31.5 **AGREED** Members recommend to the Court that the University offers honorary awards to the following individuals:

[Redacted]

20.32 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

- 20.32.1 **AGREED** The minutes of the Governance and Nominations Committee meeting held on 3 March 2021 (Document NOM 210519H) were agreed as an accurate record.
- 20.32.2 Members noted the summary of actions and matters arising from previous meetings (Document NOM 210519I).
- 20.32.3 **Chancellor appointment – shortlisting (Actions 20.14.3.1, 20.14.3.2 and 20.14.7.1):** Members noted a summary of the outcomes from their ad hoc meeting on 12 April 2021 to consider the risk assessment reports for the three shortlisted candidates.
- 20.32.4 **Compliance with the HE Code of Governance (Actions 20.16.3.1 and 20.16.3.2):** Members noted that the Clerk to the Court updated the self-assessment to reflect discussions and the Court confirmed adoption of the revised HE Code of Governance on 17 March 2021.
- 20.32.5 **Governor development activities (Action 20.17.4.1):** Members noted that the Governance Support Officer has produced a schedule for completion of the e-modules and informed governors of the first two deadlines by email on 12 and 30 April 2021.
- 20.32.6 **Link Governor and Member scheme (Minutes 20.17.8.1):** **AGREED** Members allocated Victoria Foster as the Link Governor for Employability and Business Engagement from 1 September 2021.
- 20.32.7 **Honorary awards (Action 20.19.2.1):** Members noted that the Governance Support Officer has redacted and republished the relevant minutes.
- 20.32.8 **Court of Governors EDI annual report 2020 (Minute 20.5.4):** Members noted that the Director of Human Resources and Safety, Health and Wellbeing has confirmed there are no changes required to Standing Order 2 Appointment, suspension and dismissal.

20.33 DATES OF FUTURE MEETINGS

- 20.33.1 Wednesday 15 September 2021
- Wednesday 2 March 2022
- Wednesday 18 May 2022
- 20.33.2 **AGREED** Members confirmed that meetings will continue to take place via Microsoft Teams as the default and continue to start at 4.30pm.

20.34 ANY OTHER BUSINESS

- 20.34.1 Members did not raise any other matters for discussion.