

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON  
WEDNESDAY 15 JUNE 2022 VIA MICROSOFT TEAMS**

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| PRESENT:       | Professor L Berry (Chair)<br>Dr P Bonfield<br>J Cappock  | Professor G Meikle<br>J Robson<br>Professor F Ross   |
| IN ATTENDANCE: | H Barma, Halpin Partnership (Minute 21.38.1 to 21.38.19)<br>S Hills, Halpin Partnership (Minute 21.38.1 to 21.38.19)<br>J Lamarque (Minutes) | E McMillan (Clerk)<br>O Otobo, Halpin Partnership (Minute 21.38.1 to 21.38.19)<br>T Patki (Observer) |
| APOLOGIES:     | L Phillips (Deputy Chair)  |  |

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**21.37 ANNOUNCEMENTS**

- 21.37.1 The Chair welcomed members and attendees to the meeting.
- 21.37.2 Apologies were noted as above.
- 21.37.3 The Chair confirmed that there were no requests to discuss starred items or items of business not on the agenda.

**21.38 GOVERNANCE EFFECTIVENESS REVIEW REPORT**

- 21.38.1 Colleagues from the Halpin Partnership - Susie Hills, Joint Chief Executive Officer (Joint CEO), Hanif Barma, Lead Consultant and Osaro Otobo, Project Manager and Consultant - presented their draft Governance Effectiveness Review report (Document NOM 220615A).
- 21.38.2 The Lead Consultant outlined the report conclusions, which included the approach to improve Court recruitment, filling skills gaps, team building, the Link Governor programme and a greater focus on the student story.
- 21.38.3 Members comments on the report included:
- the report has focused on operational detail not strategic issues and does not respond to questions that the Committee posed after the interim report on how we could move from good to leading edge
  - although the link between students and Court needs to be better, the report does not recognise what we already do on student engagement and there is no mention of other key stakeholders, e.g., colleagues and employers
  - the report mentions co-creation of a model that brings together equality, diversity and inclusion and Environmental, Social and Governance (ESG)/Sustainable Development Goals (SDG) reporting but does not provide any further detail
  - the report does not reflect on governors' ability to ask good quality questions
  - the report relies heavily on meeting observations and there may be greater insight from the interview data
  - the report does not reflect the decision already taken by the Court about a Senior Independent Governor
- 21.38.3.1 **ACTION Clerk to the Court** to collate members comments and feedback and send to the Halpin Partnership.

- 21.38.3.2 **ACTION Clerk to the Court** to provide further evidence of student and colleague engagement at away days and development workshops
- 21.38.4 The Joint CEO reported that Halpin have engaged an ESG expert to review and enhance this element of the report and confirmed that the final report would include more challenging recommendations and suggestions with a focus on moving to leading edge.
- 21.38.5 Colleagues from Halpin left the meeting and members discussed next steps, noting that the final report would be submitted to the Court of Governors on 13 July 2022, and will be a focus for the Court away day in September.
- 21.38.6 Members considered that the report recommendations can be delivered and provide a springboard for creative work by the Court to develop strategies that enhance governance effectiveness.
- 21.39 STUDENT GOVERNOR NOMINATION**
- 21.39.1 The Clerk to the Court presented the UWSU's nomination for the co-opted (student) governor vacancy (Document NOM 220615C).
- 21.39.2 **AGREED** Subject to the outcome of a due diligence survey, members recommend to the Court that Nandini Aggarwal, UWSU Vice-President (Undergraduate Education), is appointed as a co-opted governor.
- 21.39.2.1 **ACTION Clerk to the Court** to circulate the recommendation to the Court for approval by correspondence.
- 21.40 AMENDMENT TO STANDING ORDER 1**
- 21.40.1 **AGREED** Members recommend the amendment to Standing Order 1: Scheme of delegation for signing certain categories of contract and for authenticating non-contractual documents (Document NOM 220615B) to the Court.
- 21.41 DATES OF FUTURE MEETINGS**
- Wednesday 14 September 2022 at 4.30pm  
Wednesday 1 March 2023 at 4.30pm  
Wednesday 17 May 2023 at 4.30pm
- Meetings take place via Microsoft Teams<sup>1</sup>.
- 21.42 ANY OTHER BUSINESS**
- 21.42.1 The Chair updated members on the Chancellor appointment.

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<sup>1</sup> Onsite facilities can be arranged for those who have difficulties participating remotely