

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
WEDNESDAY 14 SEPTEMBER 2022 VIA MICROSOFT TEAMS**

PRESENT:	Professor L Berry (Chair) Dr P Bonfield Professor G Meikle	L Phillips (Deputy Chair) J Robson Professor F Ross
IN ATTENDANCE:	J Lamarque (Minutes) E McMillan (Clerk)	S Recaldin I Wilmot
APOLOGIES:	J Cappock	

22.1 ANNOUNCEMENTS

- 22.1.1 The Chair welcomed members and attendees to the meeting.
- 22.1.2 Apologies were noted as above.
- 22.1.3 Lin Phillips declared an interest in agenda item 7.0 Court and committee membership as the current Deputy Chair to the Court. Lin left the meeting while members discussed and agreed the recommendation for the appointment (see Minute 21.47.4).
- 22.1.4 Fiona Ross declared an interest in agenda item 7.0 Court and committee membership as the current Deputy Chair, Audit Committee. Fiona left the meeting while members discussed and agreed the recommendation for the appointment (see Minute 21.47.5 to 21.47.6)
- 22.1.5 The Chair confirmed that there were no requests to discuss starred items or items of business not on the agenda.

22.2 TERMS OF REFERENCE AND SCHEDULE OF BUSINESS

- 22.2.1 The Governance Support Officer presented the Committee's terms of reference and membership and the proposed schedule of business for 2022/23 (Document NOM 220914A).
- 22.2.2 **AGREED** Terms of reference and membership as approved by the Court of Governors in July 2021 remain unchanged.
- 22.2.3 **AGREED** Members confirmed that activities on the schedule of business 2022/23 fulfil the responsibilities of the Committee as outlined in the terms of reference.

22.3 GOVERNANCE EFFECTIVENESS REVIEW 2022 IMPLEMENTATION

- 22.3.1 The Clerk to the Court presented the Governance Effectiveness review 2022 implementation (Document NOM 220914B).
- 22.3.2 Members discussed the proposal for an Effectiveness Review Working Group (WG) to lead on completing the review and managing the implementation. Members commented on:
- The success of the 2019 review WG
 - Size of WG – it was agreed that there should be 7 members, with up to 5 governors
 - The WG, once established, will decide how often to meet
 - It is expected the WG will be in operation for 3-6 months, depending on the amount of time members are able to commit
 - The WG will be expected to submit a final draft of their proposals to the Governance and Nominations Committee meeting on 1 March 2023, for recommendation to Court

APPROVED

- Expressions of interest to join the WG will be sought, and appointments made by correspondence

22.3.3 **AGREED** Members agreed to establish a fixed term working group.

22.3.4 **AGREED** Members agreed to the Effectiveness Review Working Group terms of reference subject to a change to item 2.

22.3.5 **AGREED** Members reviewed the implementation action plan and agreed that the Working Group should focus on the key themes, with work around mechanics to be delegated by the Clerk to the Court.

22.3.6 In addition to the recommendations from the Halpin report, it was agreed to task the Working Group to look at the issue of Deputy Chairs and Vice Chairs of Court. Members were asked to forward any other additions to the Chair and Clerk to the Court.

22.4 ARTICLES OF ASSOCIATION REVIEW

22.4.1 **AGREED** Members agreed to delay the review on the Articles of Association until the implementation of the Governance Effectiveness Review is complete (Document NOM 220914C).

22.5 COURT AND COMMITTEE MEMBERSHIP

Membership and vacancies

22.5.1 The Clerk to the Court presented a report on the membership and vacancies for the Court of Governors and its committees (Document NOM 220914D).

22.5.2 Members noted that the term of office for an independent governor and Committee Chair ends in November 2022 and at that point the target size for the Court of Governors – 12 independent governors – will be achieved.

22.5.3 Members discussed terms of office and aligning them with academic years. As this would require a change to the Standing Orders, it was agreed to bring this back at a later date.

22.5.4 **AGREED** Members recommend to the Court that Linda Phillips' term as Deputy Chair to the Court of Governors is extended to 1 August 2024.

22.5.5 Members discussed the upcoming Chair, Audit Committee vacancy and noted that although she did not want to rule herself out, the current Deputy Chair felt that the Chair should have a financial background, if possible.

22.5.6 **AGREED** Members agreed that Charlotte Morgan will be approached regarding the Chair, Audit Committee vacancy.

22.5.7 **AGREED** Members recommend to the Court that Linda Phillips is reappointed as Deputy Chair of Governance and Nominations Committee.

22.5.8 **AGREED** Members recommend to the Court that Simon Wylie is reappointed as Deputy Chair of Resources Committee.

22.5.9 The Vice-Chancellor informed members that the ex-officio governor position would be rotated between Deputy Vice-Chancellors and Pro Vice-Chancellors approximately every 3-4 years. Members noted that the current ex-officio governor would still attend Court meetings.

22.5.10 **AGREED** Member recommend to the Court that Dr Sal Jarvis, Deputy Vice-Chancellor for Education be appointed as an ex-officio governor.

APPROVED

22.5.11 Members were informed that Charlotte Wilson, non-governor member of Resources Committee, resigned due to family commitments.

22.5.12 **AGREED** Members agreed to postpone recruitment of the Resources Committee vacancy so that the outcomes of the governance effectiveness review can be taken into account.

22.6 CHANCELLOR APPOINTMENT UPDATE

22.6.1 Members received an update on the Chancellor appointment and noted that if the forthcoming meeting was concluded successfully the nomination would be submitted to the Court of Governors on 5 October 2022.

22.7 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

22.7.1 **AGREED** Members confirmed the minutes of the meetings held on 18 May and 15 June 2022 (Document NOM 220914E) as an accurate record.

22.8 ANNUAL REVIEW OF THE UWSU CODE OF PRACTICE AND MEMORDANDUM OF UNDERSTANDING

22.8.1 Members noted the outcome of the informal annual review of the Code of Practice and Memorandum of Understanding (Document NOM 220914G).

22.9 DATES OF FUTURE MEETINGS

Wednesday 1 March 2023 at 4.30pm

Wednesday 17 May 2023 at 4.30pm

Meetings take place via Microsoft Teams¹.

22.10 ANY OTHER BUSINESS

22.10.1 There were no other items of business.

¹ Onsite facilities can be arranged for those who have difficulties participating remotely