UNIVERSITY OF FORWARD THINKING WESTMINSTER

APPROVED

MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON WEDNESDAY 14 MAY 2025 VIA MICROSOFT TEAMS

PRESENT:	Professor L Berry (Chair) C Bradshaw J Robson	H Simpson T Toumazis I Wilmot
IN ATTENDANCE:	Professor D Anand (Minute 24.26) J Lamarque (Minutes) E McMillan (Clerk)	B McPeake (Minute 24.28) C Peterson (Minute 24.26) E Standen (Minute 24.28)
APOLOGIES:	Dr P Bonfield	

24.25 ANNOUNCEMENTS

24.25.1 The Chair welcomed members and attendees to the meeting.

24.25.2 Members noted apologies as recorded above.

24.25.3 The Chair confirmed that there were no requests to discuss starred items or to raise items of business not on the agenda.

24.25.4 Caron Bradshaw declared an interest in the Deputy Chair, Governance and Nominations Committee nomination (see Minute 24.27.11).

24.26 DRAFT EQUALITY, DIVERSITY AND INCLUSION (EDI) STRATEGY

24.26.1 Dibyesh Anand - Co-Chair, EDI Committee and Clare Peterson - EDI Manager presented the draft EDI Strategy (Document NOM 250514A), which is recommended by the University Executive Board.

24.26.2 The EDI Committee Co-Chair informed members that the Strategy has been aligned with the University strategy ‘Being Westminster’ and that progress has been made against the previous version of the EDI Strategy.

24.26.3 Members heard that the proposed refreshed EDI Strategy is as concise as possible and has been developed by the EDI Committee, who carried out a consultative process including workshops with colleagues and students and an opportunity to comment online.

24.26.4 The EDI Committee Co-Chair informed members that the Strategy is about identities, ideas and academic freedom.

24.26.5 The EDI Manager informed members that the Strategy is more confident and aspirational in its language than the previous version, with a greater sense of inclusion, belonging and community, and addresses inequity, inclusivity and measuring the impact of the strategic objectives.

24.26.6 The EDI Manager acknowledged that the third objective (Foster a Culture of Inclusion and Belonging) may need more robust systems to enable colleagues to report incidents.

24.26.7 Members comments on the proposed refreshed Strategy included:

- The Strategy should clarify that governors have a role in driving change.
- The measures of success could be clearer.
- Delivery of our Access and Participation Plan and associated targets are not included in the Strategy.
- Additional guidance may be needed for those not immersed in EDI work.

24.26.8 The Clerk to the Court commented that the measures of success in the Strategy are supplemented by EDI strategic key performance indicators (KPIs) and that the Director of Strategy, Planning and Performance will present a proposal for a refreshed approach to strategic KPI reporting to the Court of Governors in July 2025.

24.26.9 The EDI Committee Co-Chair informed members that an implementation plan will be produced before September 2025, which will specify clear KPIs that will be monitored annually.

24.26.10 **AGREED** Members recommend the draft EDI Strategy to the Court.

24.27 COURT AND COMMITTEE MEMBERSHIP

24.27.1 The Clerk to the Court of Governors and Head of University Governance presented a report on the membership and vacancies for the Court and its committees (Document NOM 250514B).

24.27.2 **AGREED** Members recommend to the Court that Jameela Khan is re-appointed for a second three-year term as an independent governor from 1 December 2025.

24.27.3 **AGREED** Members recommend to the Court that Adil Musani and Vivian Barton are appointed for a one-year term as internal (student) governors from 1 July 2025.

24.27.4 Members noted that the Committee will consider the procedure for the recruitment of a Chair of the Court in September 2025 when they review the Standing Orders.

AGREED Proposed timeline for recruitment and appointment to the role of Chair of the Court to be implemented as presented (noting that some dates are provisional pending appointment of a recruitment agency).

Members will take advice from the recruitment agency before confirming whether specific criteria should be highlighted in addition to the generic criteria specified in the role description for the Chair. A member suggested that the expected time commitment for the role should be increased.

The Clerk to the Court will submit proposed membership of the selection panel in September 2025.

AGREED Members delegated authority to the Chair of the Court, University Secretary and Clerk to the Court to appoint a recruitment agency.

24.27.5 **AGREED** The Committee will hold the vacancy for the role of Deputy Chair, Audit and Risk Committee until further notice.

[**Clerk's note:** Caron Bradshaw left the meeting at this point]

24.27.6 **AGREED** Members recommend to the Court that Caron Bradshaw is appointed for an initial two-year term as Deputy Chair, Governance and Nominations Committee from 22 May 2025.

[Clerk's note: Caron Bradshaw re-joined the meeting at this point]

24.27.7 The Chair informed Caron of the Committee's decision on her appointment.

24.27.8 **AGREED** Members recommend to the Court that Terrance James is appointed to the Remuneration Committee from 22 May 2025.

24.27.9 Members discussed the vacancy for a nominated independent governor to join the EDI (Education) Steering Group.

24.27.9.1 **ACTION Clerk to the Court** to seek expressions of interest from independent governors and submit a proposal to the Committee in September 2025.

24.27.10 Members discussed the role of independent (non-governor) committee members and noted that there are no current skills gaps and therefore no vacancies.

24.28 DIVERSITY AND DIGNITY AT WORK AND STUDY POLICY

24.28.1 Emma Standen - Director, Process Improvement and Bryony McPeake - Deputy Director, People Culture and Wellbeing (PCW) presented the revised Diversity and Dignity at Work and Study Policy (Document NOM 250514C) for comment before approval by the University Executive Board.

24.28.2 The Director, Process Improvement informed members that the policy had been updated to align with the new ongoing condition of registration E6 on preventing harassing and sexual misconduct and the Worker Protection Act 2023. She assured members the updates fulfil the University's obligations, meet legal requirements and are in line with strategic aims.

24.28.3 The Deputy Director (PCW) reported that the policy applies to all colleagues and students and reinforces the University's commitment to provide an equitable environment. Additionally, she reported that the policy supports wellbeing, sets out the University's position on bullying, harassment and sexual misconduct and provides key definitions.

24.28.4 In response to a member's query on whether the policy should apply explicitly to governors the Director, Process Improvement confirmed that governors are expected to meet the standards for colleagues and third parties; however, the Worker Protection Act 2023 does not apply to governors as they are not employees.

24.28.4.1 ACTION **Director, Process Improvement** to add governors to the members of the University community listed in paragraph 1.3.2.

24.28.5 A member asked if the definition of abuse was a recognised one, and the Director, Process Improvement confirmed that legal advice was sought to ensure the definition met all requirements.

24.28.6 In response to a member's question about the definition of bullying and how the University will manage instances where a person is upset by the behaviour of another person, the Director, Process Improvement confirmed that it would be dealt with on a case-by-case basis, considering how the person feels and may consider whether the behaviour meets the definition of harassment. Members noted that bullying is not a term defined in law.

24.28.7 A member suggested that the section on the difference between bullying and reasonable management should appear earlier in the policy alongside the definition bullying.

24.28.8 A member queried why marriage and civil partnerships are not included as protected characteristics for the purposes of unlawful discrimination for applicants and students.

24.28.9 Members were asked to send any further comments or feedback to the Clerk who will pass them on for a response.

24.29 KING'S HONOURS LIST

24.29.1 The Chair postponed the update on any nominations to the King's Honours list to the next meeting.

24.30 COMMITTEE EFFECTIVENESS

24.30.1 The Chair invited members to comment on the committee's effectiveness during the past year.

24.30.2 Members comments included:

- A suggestion to reflect at the end of the meeting whether there were any additional risks or opportunities arising from the business of the meeting.

- Lack of clarity whether the Diversity and Dignity at Work and Study Policy is within the remit of the Committee.
- The Committee is working effectively, is organised and works well.
- A suggestion that there are effectiveness criteria against which to score each meeting.

24.30.3 In response to a member's query about how the annual reflection on committee effectiveness is managed, the Clerk informed members that different committees take a different approach. Members suggested it would be helpful to provide guidance so there is a consistent approach across all committees.

24.31 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

24.31.1 **AGREED** Members confirmed the minutes of the meeting held on 26 February 2025 (Document NOM 250514E) as an accurate record.

24.31.2 Members noted the summary of progress against actions and matters arising from previous meetings (Document NOM 250514F).

24.32 ANY OTHER BUSINESS

Temporary amendment to Standing Order 1 – scheme of delegation for signing contracts (Document NOM 250514K)

24.32.1 The Clerk informed members that the temporary amendment is proposed to ensure there are enough colleagues authorised to sign contracts during recruitment to a vacancy in the Information Systems and Support management team.

24.32.2 **AGREED** Members recommend to the Court that the Head of Infrastructure Operations is authorised to sign contracts in lieu of the Head of IT Operations for a period that would end either when the new Head of IT Operations joins the University or on 21 May 2026 (whichever is sooner).

24.33 MEETING EVALUATION

24.33.1 Members welcomed that the meeting ran to time and appreciated the discussions with invited colleagues.

24.33.2 The Chair commented that it would be helpful if papers stated clearly what is expected of the Committee to assist members to ask broader, more strategic questions.

24.34 ANNUAL REVIEW OF THE UWSU CODE OF PRACTICE AND MEMORANDUM OF UNDERSTANDING

24.34.1 **AGREED** Members recommend the updated UWSU Code of Practice and MoU (Document NOM 250514G), amended through the annual review, to the Court for approval.

24.35 COMPLIANCE WITH ONGOING REGULATORY CONDITIONS – ANNUAL REPORT 2024/225

24.35.1 Members noted the compliance with ongoing regulatory conditions annual report 2024/25 (Document NOM 250514H).

24.36 REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL – ANNUAL UPDATE

24.36.1 Members noted the annual update to the annex of the Register of People with Significant Control (Document NOM 250514I).

24.37 UWSU SABBATICAL OFFICERS ELECTION – RETURNING OFFICERS REPORT

24.37.1 Members received the Returning Officer's report on the UWSU Sabbatical Officers election (Document NOM 250514J).

24.38 DATES OF FUTURE MEETINGS

Wednesday 17 September 2025
Wednesday 25 February 2026
Wednesday 13 May 2026

Meetings start at 4.30pm and take place via Microsoft Teams[1].

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