

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
WEDNESDAY 17 SEPTEMBER 2025 VIA MICROSOFT TEAMS**

PRESENT:	Professor L Berry (Chair) Dr P Bonfield C Bradshaw	H Simpson T Toumazis I Wilmot
IN ATTENDANCE:	J Lamarque (Minutes)	E McMillan (Clerk to the Court)
APOLOGIES:	J Robson	

25.1 ANNOUNCEMENTS

- 25.1.1 The Chair welcomed members and attendees to the meeting.
- 25.1.2 Members noted apologies as recorded above.
- 25.1.3 The Chair confirmed that there were no requests to discuss starred items or to raise items of business not on the agenda.
- 25.1.4 Lynne Berry declared an interest in the reappointment of the current Chair of the Court of Governors (see Minute 25.4.7) and Tom Toumazis declared an interest in his reappointment as an independent governor and as Deputy Chair, Resources Committee (see Minutes 25.4.4 and 25.4.5).

25.2 TERMS OF REFERENCE AND SCHEDULE OF BUSINESS

- 25.2.1 **AGREED** Members recommend the proposed Terms of Reference 2025-26 (Document NOM 250917A) to the Court of Governors for approval.
- 25.2.2 **AGREED** Members confirmed that the schedule of business 2025-26 (Document NOM 250917A), if completed, will deliver the responsibilities specified in the terms of reference.

25.3 REVIEW OF STANDING ORDERS

- 25.3.1 The Clerk to the Court of Governors and Head of University Governance (“the Clerk to the Court”) presented the annual review of Standing Orders (Document NOM 250917B).
- 25.3.2 **Standing Order 3 Constitution of the Court of Governors and annexes**
Members discussed the proposed new rules to allow governors to take a short period away from their governor role (for example due to a new role, maternity or paternity leave, health conditions or caring responsibilities) without having to wait three years to reapply. A member suggested that the period left in the governor’s term of office would be a factor in considering whether such a break is appropriate. Members supported the introduction of the new rules; however, they considered that the subtitle needed further consideration and that the wording should more clearly specify that the governor has resigned their position and that their term of office is paused for the agreed period.

Members discussed the indicative time commitment in the Role Description for a Member of the Court of Governors (Annex A2) and considered that it should be increased to more accurately reflect expectations from governors. The Clerk to the Court informed members that she had arranged to discuss the matter further with an independent governor after the meeting.

A member suggested that there was a lack of clarity in the University Election Rules and Guidance for Returning Officers (Annex B) about whether the rule that no colleague can

participate in more than one nomination for any election to any committee in an academic year still applies if the nominee withdraws prior to an election taking place.

- 25.3.2.1 ACTION Clerk to the Court** to amend the documents to reflect members' comments prior to submission to the Court.

Standing Order 4 Committee structure and procedures

- 25.3.3 A member suggested that the expectations on the Committee regarding independence of the external auditors in the Protocols for the Audit and Risk Committee (Annex C) could be clearer and suggested referring to the Financial Reporting Council's Ethical Standard for Auditors.

- 25.3.3.1 ACTION Clerk to the Court** to amend the wording to reflect the member's comments prior to submission to the Court.

- 25.3.4 **AGREED** Members recommend the revised Standing Orders to the Court, subject to the amendments discussed at the meeting.

25.4 COURT AND COMMITTEE MEMBERSHIP

- 25.4.1 The Clerk to the Court presented a report on the membership and vacancies for the Court and its committees (Document NOM 250917C).

- 25.4.2 **AGREED** Members recommend to the Court that Kaushika Patel, Pro Vice-Chancellor and Head of College, Liberal Arts and Sciences is appointed as a member of the Court from 9 October 2025.

- 25.4.3 Members noted the timeline for the academic colleagues' nominee election.

[Secretary's note: Tom Toumazis left the meeting at this point]

- 25.4.4 **AGREED** Members recommend to the Court that Tom Toumazis is reappointed as an independent governor for a second three-year term from 1 August 2026.

- 25.4.5 **AGREED** Members recommend to the Court that Tom Toumazis is reappointed as the Deputy Chair of Resources Committee for a second two-year term with effect from 1 April 2026, subject to the support of the Committee Chair.

- 25.4.5.1 ACTION Clerk to the Court** to contact the Chair, Resources Committee about the recommendation.

[Secretary's note: Tom Toumazis re-joined the meeting at this point]

- 25.4.6 The Chair informed Tom Toumazis of the Committee's decisions.

[Secretary's note: Lynne Berry left the meeting at this point and the Deputy Committee Chair, Caron Bradshaw, led the discussion]

- 25.4.7 **AGREED** Members recommend to the Court that Lynne Berry is reappointed as the Chair of the Court for a final one-year term with effect from 24 October 2025.

[Secretary's note: Lynne Berry re-joined the meeting and resumed leading the meeting at this point]

- 25.4.8 The Deputy Committee Chair informed the Chair of the Committee's decision.

- 25.4.9 **AGREED** Members recommend to the Court that Charlotte Morgan is reappointed as Chair of the Audit and Risk Committee for a second term from 28 November 2025 to 30 November 2027.

- 25.4.10 **AGREED** The Committee will hold the Remuneration Committee Deputy Chair vacancy until further notice.

- 25.4.11 **AGREED** The Committee will hold the Equality, Diversity and Inclusion (Education) Steering Group nominee position vacant until further notice.
- 25.4.11.1 **ACTION Clerk to the Court** to discuss the role with the new Deputy Vice-Chancellor for Education after they join the University in November 2025.
- 25.4.12 A member suggested adding memberships such as the Gift Acceptance Panel and other engagements such as Link Governor allocations to the governor succession grid. The Clerk to the Court noted that the Link Governor scheme is a development tool available to governors so may not be appropriate; however, there are other contributions that are not acknowledged in the grid.
- 25.4.12.1 **ACTION Clerk to the Court** to expand the information in the Governor succession grid for future reports.
- 25.5 GOVERNANCE EFFECTIVENESS REVIEW 2025-26**
- 25.5.1 The Clerk presented the proposed approach to the 2025-26 governance effectiveness review (Document NOM 250917D).
- 25.5.2 The Clerk to the Court explained that she was seeking support for the broad approach and would work on a more detailed scope prior to commencing the review.
- 25.5.3 **AGREED** Members recommend the proposed approach to the Court.
- 25.6 HONORARY AWARDS**
- 25.6.1 Sheena Recaldin, Vice-Chancellor's Executive Manager presented details of an honorary award that had been approved but not yet conferred (Document NOM 250917E).
- 25.6.2 Members heard that despite several attempts there has been no response from the recipient to invitations to attend a graduation ceremony to receive the award.
- 25.6.3 **AGREED** Members confirmed that the nomination had lapsed and that a new nomination would be required if the individual re-engaged with the University.
- 25.7 KING'S HONOURS LIST**
- 25.7.1 The Vice-Chancellor updated members on a nomination for the King's Honours list, which the University is contributing to although it is led by an external body.
- 25.8 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**
- 25.8.1 **AGREED** Members confirmed the minutes of the meeting held on 14 May 2025 (Document NOM 250917F) as an accurate record.
- 25.8.2 Members noted the summary of progress against actions and matters arising from previous meetings (Document NOM 250917G).
- 25.8.3 **AGREED** Members confirmed the set of questions on effectiveness for completion by the Court and each committee at the end of each academic year (Document NOM 250917Gi).
- 25.8.4 Members noted the update on recruitment of the next Chair of the Court (Document NOM 250917Gii).
- 25.8.5 A member highlighted that members of Governance and Nominations Committee may intend to apply for the role and would therefore have a conflict of interest when deciding on the composition of the Selection Panel.

25.8.6 Members noted the expressions of interest from independent governors to participate in the Selection Panel and, as more than one governor had indicated they were willing to Chair the Selection Panel, a member suggested that there could be Co-Chairs.

25.8.7 **AGREED** Members confirmed that there was a diverse group covering different viewpoints and all would be appropriate members of the Selection Panel.

25.8.7.1 **ACTION Clerk to the Court** to contact the volunteers with the amended timeline to identify which individuals are available on the relevant dates.

25.8.8 Members noted the update on completion of mandatory training e-modules (Document NOM 250917Giii).

25.9 ANY OTHER BUSINESS

25.9.1 Members did not raise any other items of business.

25.10 MEETING EVALUATION

25.10.1 Members welcomed the quality of the meeting papers, commended the work of the Clerk to the Court and the Governance team and commented that the meeting was well chaired.

25.11 GOVERNANCE EFFECTIVENESS REVIEW 2022-23 IMPLEMENTATION PLAN UPDATE

25.11.1 Members received the final update on progress against the implementation plan for the Governance Effectiveness Review 2022-23 (Document NOM 250917H).

25.12 COURT INCLUSION STATEMENT UPDATE

25.12.1 **AGREED** Members recommend the updated Court inclusion statement (Document NOM 250917I) to the Court.

25.13 DATES OF FUTURE MEETINGS

Wednesday 25 February 2026
Wednesday 13 May 2026

Meetings start at 4.30pm and take place via Microsoft Teams¹.

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