

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON  
WEDNESDAY 11 SEPTEMBER 2024 VIA MICROSOFT TEAMS**

PRESENT:	Professor L Berry (Chair) Dr P Bonfield J Robson	Professor F Ross H Simpson
IN ATTENDANCE:	J Lamarque (Minutes) E McMillan (Clerk)	S Recaldin M Wigg (Minute 24.3.3 to 24.3.10)
APOLOGIES:	T Toumazis	I Wilmot

**24.1 ANNOUNCEMENTS**

- 24.1.1 The Chair welcomed members and attendees to the meeting, in particular welcoming colleague governors Henryetta Simpson to her first meeting.
- 24.1.2 Members noted apologies as recorded above.
- 24.1.3 The Chair confirmed that there were no requests to discuss starred items or items of business not on the agenda.
- 24.1.4 Members did not declare any conflicts of interest for the matters on the agenda.

**24.2 TERMS OF REFERENCE AND SCHEDULE OF BUSINESS**

- 24.2.1 Jane Lamarque, Governance Support Officer/Committee Secretary presented the proposed terms of reference (Document NOM 240911A) and schedule of business (NOM 240911B) for 2024/25.
- 24.2.2 In response to a member's query about oversight of the governance relationship with the Quintin Hogg Trust (QHT), the Chair confirmed that there are regular meetings between the University and the QHT and that the QHT is a separate, independent charity.
- 24.2.3 **AGREED** Amend bullet point 4 in the terms of reference to clarify the differences in the governance relationships between the University and the QHT and the University and UWSU.
- 24.2.3.1 **ACTION Clerk to the Court** to amend bullet point 4 of the terms of reference and circulate the amended terms of reference to members by email.
- 24.2.4 **AGREED** Members recommend the terms of reference 2024/25 to the Court of Governors for approval, subject to the amendment to bullet point 4.
- 24.2.5 A member queried progress on the development of an ethical framework, which had been postponed in 2023/24. The Clerk to the Court confirmed that work had not begun due to other priorities.
- 24.2.6 **AGREED** Members confirmed that the schedule of business will deliver the responsibilities specified in the terms of reference.

**24.3 UWSU ARTICLES OF ASSOCIATION**

- 24.3.1 The Clerk to the Court updated members on discussions by email between meetings on the proposed changes to the UWSU Articles of Association for the benefit of the new member.

- 24.3.2 Members heard that one of the key changes where members had concerns was the removal of University nominated trustees.
- 24.3.3 Michael Wigg, UWSU Chief Executive Officer (CEO), joined the meeting and presented the proposed updated UWSU Articles of Association (Document NOM 240911C).
- 24.3.4 The UWSO CEO explained the reasons for the proposed removal of University nominated trustees.
- 24.3.5 Members agreed that there is a very good working relationship between the University and the UWSU; however, considered it beneficial to both organisations to retain the option for the University to nominate trustees if necessary.
- 24.3.6 **AGREED** Members recommend the UWSU Articles of Association to the Court subject to the reinstatement of the provision for University nominated trustees.
- 24.3.6.1 **ACTION UWSU CEO** to update the proposed Articles, resubmit the updated Articles to students and the UWSU Trustee Board for approval and confirm re-approval to the Clerk to the Court prior to submission to the Court.
- 24.4 NEW ARTICLES OF ASSOCIATION AND STANDING ORDERS**
- 24.4.1 Elaine McMillan, Clerk to the Court of Governors and Head of University Governance, presented the draft Articles of Association and Standing Orders (Document NOM 240911D), which are recommended by the Articles and Standing Orders Working Group.
- 24.4.2 Fiona Ross, Chair of the Articles and Standing Orders Working Group reported that the Group's focus was to streamline the Articles, replace legal language with plain English and clarify queries around accountability, quorum and delegation.
- 24.4.3 The Clerk to the Court confirmed that changes to the Articles had been reflected in the Standing Orders.
- 24.4.4 The Clerk to the Court informed members that Standing Order 8 Remuneration of Governors is not to be drafted and will need Charity Commission approval. The Clerk to the Court recommended a minor change to Article 7.4.2 to permit this delay.
- 24.4.5 **AGREED** Article 7.4.2 to be amended from 'the remuneration' to 'any remuneration'.
- 24.4.6 The Clerk to the Court reminded members that the Court approved updates to Standing Order in July 2024 and reported that further updates will be needed to update references to the new Articles.
- 24.4.7 The Clerk to the Court proposed a minor update to Standing Order 2 clarifying that Governance and Nominations Committee is responsible for 'proposals for appointments'.
- 24.4.8 The Clerk to the Court informed members that part of a footnote in Standing Order 6 requires deletion removing a reference to employees of subsidiary companies.
- 24.4.9 The Clerk to the Court informed members that there will be changes to the Academic Council Standing Orders to align with the new Articles, including a requirement for the Court to approve the Academic Council Standing Orders.
- 24.4.9.1 **ACTION Clerk to the Court** to circulate the further updates to the Articles of Association and Standing Orders 1, 2 and 6 prior to submission to the Court.
- 24.4.10 A member queried the statement in Standing Order 2 that temporary appointments to senior posts are only subject to review after 12 months.
- 24.4.10.1 **ACTION Clerk to the Court** to update the wording to clarify that a review should take place no later than 12 months after appointment.

24.4.11 In response to a member's query about review of the committee structure, the Chair of the Articles and Standing Orders Working Group and the Clerk to the Court confirmed that the committee structure is reviewed as part of the triannual effectiveness review and terms of reference are reviewed annually.

24.4.11.1 **ACTION Clerk to the Court** to amend the wording in Standing Order 4 to confirm a review of the committee structure will take place 'at least every three years'.

## 24.5 COURT AND COMMITTEE MEMBERSHIP UPDATE

### 24.5.1 Governor appointments

24.5.2 The Clerk to the Court presented a report on the membership and vacancies for the Court and its committees (Document NOM 240911E).

24.5.3 **AGREED** Members recommend to the Court that Charlotte Morgan is re-appointed as an independent governor for a second three-year term from 1 December 2024.

24.5.4 Members received an update on the recruitment of independent governors to take up positions from April 2025.

24.5.5 **AGREED** Members confirmed that applications for the role of Deputy Chair to the Court from 1 April 2025 are restricted to current members of the Court.

24.5.5.1 **ACTION Clerk to the Court** to send out a call for expressions of interest to eligible governors to be considered at the next meeting.

24.5.6 Members noted that the Clerk to the Court will ask for expressions of interest in Committee Deputy Chair roles in April 2025 and that where there are vacancies these will be filled from May 2025.

24.5.7 **AGREED** Members recommend to the Court that Tim Sketchley is re-appointed as an independent (non-governor) member of Resources Committee for a second three-year term from 1 March 2025.

24.5.8 Members noted the updated succession grids.

## 24.6 HONORARY AWARDS

24.6.1 Sheena Recaldin, Vice-Chancellor's Executive Manager, presented nominations for honorary awards (Document NOM 240911F).

24.6.2 **AGREED** Members recommend to the Court that the University confers honorary awards to the following individuals:

- [Redacted]
- [Redacted]

## 24.7 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

24.7.1 **AGREED** Members confirmed the minutes of the meeting held on 15 May 2024 (Document NOM 240911G) as an accurate record.

24.7.2 Members noted the summary of progress against actions and matters arising from previous meetings (Document NOM 240911H).

24.7.3 **Governance and Nominations Committee appointments (Action 23.27.13.1)** Members noted that the Clerk to the Court did not receive any expressions of interest from current independent governors in joining the committee. The Clerk to the Court noted that new governors joining the Court from April 2025 may be appointed to the Committee.

- 24.7.4 **Governor training and development update (Minutes 23.20.4 and 23.20.5)** Members noted that there will be an update on training completion at the next meeting.

**24.8 DATES OF FUTURE MEETINGS**

Wednesday 26 February 2025  
Wednesday 14 May 2025

Meetings start at 4.30pm and take place via Microsoft Teams<sup>1</sup>.

**24.9 ANY OTHER BUSINESS**

- 24.9.1 Members did not raise any other items of business.

**24.10 MEETING EVALUATION**

- 24.10.1 Members commented on the useful discussion on the relationship with UWSU and appreciated the meeting running to time.

- 24.10.2 Members discussed the governor buddy system and the Clerk to the Court confirmed that Mandy Chan, Governance Support Officer will send out a call for expressions of interest for governors to be buddies to new governors.

**24.11 GOVERNANCE EFFECTIVENESS REVIEW 2022/23 – IMPLEMENTATION PLAN UPDATE**

- 24.11.1 Members received an update on progress against the implementation plan for the Governance Effectiveness Review 2022/23 (Document NOM 240911I).

**24.12 COURT INCLUSION STATEMENT**

- 24.12.1 **AGREED** Members recommend the updated Court inclusion statement (Document NOM 240911J) to the Court for approval.

**24.13 ECONOMIC CRIME AND CORPORATE TRANSPARENCY ACT 2023**

- 24.13.1 Members noted the intention to introduce identity verification for Company Directors (NOM 240911K)

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