

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON  
WEDNESDAY 13 SEPTEMBER 2023 VIA MICROSOFT TEAMS**

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PRESENT:	Professor L Berry (Chair) Dr P Bonfield Professor G Meikle (from Minute 23.2)	L Phillips (Deputy Chair) J Robson Professor F Ross (from Minute 23.4)
IN ATTENDANCE:	J Lamarque (Minutes) E McMillan (Clerk)	I Wilmot <sup>1</sup>
APOLOGIES:	J Cappock	

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**23.1 ANNOUNCEMENTS**

- 23.1.1 The Chair welcomed members and attendees to the meeting.
- 23.1.2 Apologies were noted as above.
- 23.1.3 The Chair confirmed that there were two additional items of business for discussion that were not on the agenda (see Minute 23.11).
- 23.1.4 The Chair declared an interest in agenda item 7.0 Court and committee membership, which related to her reappointment. The Chair confirmed she would leave the meeting for the discussion of this item (see Minutes 23.5.2 and 23.5.3)

**23.2 TERMS OF REFERENCE AND SCHEDULE OF BUSINESS 2023/24**

- 23.2.1 The Governance Support Officer presented the Committee's terms of reference and membership and the proposed schedule of business for 2023/24 (Document NOM 230913A).
- 23.2.2 **AGREED** Updated terms of reference and membership – including removal of the role of Vice-Chairs from bullet point 7 – to be submitted to the Court of Governors for approval.
- 23.2.3 **AGREED** Members confirmed that activities on the schedule of business 2023/24 (Document NOM 230913B) fulfil the responsibilities of the Committee as outlined in the terms of reference.
- 23.2.3.1 ACTION Clerk to the Court of Governors** to add decisions relating to appointments of 'holders of senior posts' to the schedule.

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

- 23.3.1 The Clerk to the Court (the Clerk) presented the Governance Effectiveness Review 2022/23 implementation plan update (Document NOM 230913C).
- 23.3.2 The Clerk reported that significant progress has been made on the implementation and there were no concerns.
- 23.3.3 In response to a member's query on the induction programme for new governors, the Clerk confirmed that the existing programme is being followed subject to a review by the Clerk and the Chair of the Court. The Clerk confirmed also that new governors have been allocated buddies and will attend the Advance HE workshop for newly appointed governors.

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<sup>1</sup> Acting University Secretary and Chief Operating Officer

## APPROVED

### 23.4 COURT INCLUSION STATEMENT

23.4.1 The Clerk presented the draft Court inclusion statement (Document NOM 230913D).

23.4.2 Members heard that this is the first time Court has had such a statement and comments were welcome.

23.4.3 Members considered that the statement should include a more aspirational statement, that progress statistics should be presented earlier in the statement and that the statement should end with a commitment to drive for further progress.

23.4.3.1 **ACTION Clerk** to amend the statement as discussed and email to members for comment.

23.4.4 **AGREED** Members recommend the Court inclusion statement to the Court for approval, subject to the amendments discussed.

### 23.5 COURT AND COMMITTEE MEMBERSHIP

#### Membership and vacancies

23.5.1 The Clerk to the Court presented a report on the membership and vacancies for the Court of Governors and its committees (Document NOM 230913E).

#### Chair of the Court of Governors

23.5.2 **AGREED** Members recommend to the Court that Lynne Berry is reappointed as an independent governor for a second three-year term with effect from 24 April 2024.

23.5.3 **AGREED** Members recommend to the Court that Lynne Berry is reappointed as the Chair of the Court for a further one-year term with effect from 24 October 2024.

#### Deputy Chairs of the Court

23.5.4 Members discussed the roles of Deputy Chairs to the Court and whether to keep the current structure, which includes two Deputy Chairs.

23.5.5 **AGREED** The Clerk will send out the call for applications to fill two vacancies for Deputy Chair to the Court – one current vacancy and one from 2 August 2024.

23.5.6 The Clerk informed members that they will be asked to consider applications via email so that nominations can be presented to the Court on 29 November 2023, with the appointment to the current vacancy to commence from 1 December 2023.

#### Committee Deputy Chairs

23.5.7 Members discussed potential nominees for the role of Deputy Chair for Remuneration Committee and Resources Committee.

23.5.8 **AGREED** Members identified a nominee for the role of Deputy Chair for Remuneration Committee.

23.5.8.1 **ACTION Chair, Remuneration Committee** to discuss the nomination with the individual prior to submission to the Court for approval.

23.5.9 Members considered that the view of the Chair, Resources Committee should be sought prior to identifying a nominee for the role of Deputy Chair for the Committee for agreement by members by correspondence.

23.5.9.1 **ACTION Clerk** to contact the Chair, Resources Committee for her view on a suitable nominee.

#### Governor committee members

23.5.10 **AGREED** Members recommend to the Court that Justin Bairamian is appointed as a member of Remuneration Committee with effect from 1 December 2023.

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- 23.5.10.1 **ACTION Clerk** to contact all independent governors (including those who will join the Court in December 2023) to invite expressions of interest in the role of observer for the Remuneration Committee.
- 23.5.11 **AGREED** Members recommend to the Court that Tom Toumazis is appointed to Resources Committee with immediate effect.
- 23.5.12 **AGREED** Members recommend to the Court that Ayo Ajayi is appointed to Resources Committee with effect from 1 December 2023.
- 23.5.13 **AGREED** Members recommend to the Court that Shehma Shabbir is appointed to Audit Committee with effect from 1 December 2023.
- 23.5.13.1 **ACTION Clerk** to contact the individuals to confirm they are content with the proposed appointments.
- 23.5.14 **Independent (non-governor) committee member**  
**AGREED** An advert for one or two independent (non-governor) committee members with digital expertise covering cyber-security and artificial intelligence to be advertised as soon as possible.
- 23.5.14.1 **ACTION Clerk** to scope the role with the Chair of Resources Committee, Chair of Audit Committee and independent governor Tom Toumazis.
- 23.5.15 **Updated skills matrix**  
Members noted the updated skills matrix.
- 23.5.16 The Clerk confirmed that responses from the two newly appointed governors will be added to the matrix when they join the Court in December 2023.
- 23.5.17 **Court of Governors succession plan**  
Members noted the updated Court of Governors succession plan.
- 23.6 SCHEDULE OF DELEGATION ANNUAL REVIEW REPORT**
- 23.6.1 The Clerk presented the annual review of the schedule of delegation (Document NOM 230913F).
- 23.6.2 **AGREED** Members recommend the updated schedule of delegation to the Court for approval.
- 23.7 ARTICLES OF ASSOCIATION AND STANDING ORDERS REVIEW – UPDATED TIMELINE**
- 23.7.1 The Clerk presented the updated timeline for the Articles of Association and Standing Orders review (Document NOM 230913G).
- 23.7.2 **AGREED** Members recommend the updated process and timeline to the Court.
- 23.8 LINK GOVERNOR AND LINK MEMBER – REVIEW OF LINK MEMBERS**
- 23.8.1 The Clerk presented the review of the link governor and link member schemes (Document NOM 230913H).
- 23.8.2 **AGREED** Link areas to be updated to include the Being Westminster 2022-2029 strategic priorities and objectives and each of the three Colleges.
- 23.8.3 **AGREED** Period of each match to be reduced from two years to one year.
- 23.9 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**
- 23.9.1 **AGREED** Members confirmed the minutes of the meeting held on 17 May 2023 (Document NOM 230913I) as an accurate record.

## APPROVED

23.9.2 Members noted the summary of progress against actions and matters arising from previous meetings (Document NOM 230913J).

### 23.10 DATES OF FUTURE MEETINGS

Wednesday 28 February 2024  
Wednesday 15 May 2024

Meetings start at 4.30pm and take place via Microsoft Teams<sup>2</sup>.

### 23.11 ANY OTHER BUSINESS

#### Senior management recruitment

23.11.1 The Chair informed members that the process for recruitment for three 'holders of senior posts' - roles that are appointed by the Court - will begin shortly.

23.11.2 **AGREED** Members delegate authority to the Chair to approve the recruitment process, including membership of the selection panel, for the following senior roles:

- Deputy Vice-Chancellor (Employability and Global Engagement)
- Deputy Vice-Chancellor (Research and Knowledge Exchange)
- University Secretary and Chief Operating Officer

#### Honorary Doctorate (Confidential)

23.11.3 [Redacted]

23.11.4 [Redacted]

### 23.12 MEETING EVALUATION

23.12.1 The Chair invited members to comment on the meeting.

23.12.2 Members commented that the papers were informative and clear, everyone's view counted, and the Chair kept the meeting to time.

23.12.3 A member requested additional guidance on how to make notes in Decision Time and whether they should be shared with others. The Clerk explained that members should use their discretion on whether to share notes, noting that comments shared with others could be provided in response to a Freedom of Information request.

### 23.13 RATIFICATION OF DECISIONS TAKEN BY CHAIR'S ACTION

23.13.1 Members considered decisions taken by the Chair between meetings (Document NOM 230913K).

23.13.2 **RATIFIED** Members confirmed the Chair's decision to agree the recruitment process for the Acting Deputy Vice-Chancellor (Employability and Global Engagement).

23.13.3 **RATIFIED** Members confirmed the Chair's decision to recommend the revised University Executive Board structure to the Court.

### 23.14 ANNUAL REVIEW OF THE UWSU CODE OF PRACTICE AND MoU

23.14.1 Members noted the outcome of the informal annual review of the Code of Practice and Memorandum of Understanding (Document NOM 230913L).

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<sup>2</sup> Onsite facilities can be arranged for those who have difficulties participating remotely.