

GOVERNANCE COMMITTEE
Thursday 11 October 2018

CONFIRMED MINUTES

Present:

Lord Clement-Jones (Chair)
Stella Hall

Professor Colin Bailey
Dr Darryn Mitussis

Monica Chadha
Bushra Nasir

In attendance:

Dr Nadine Lewycky

Jonathan Morgan

Apologies:

None

Welcome and apologies

2018.001 The Chair welcomed everyone to the meeting.

Minutes of the meeting held on 31 May 2018 [GC2018/01]

2018.002 The Committee **confirmed** the minutes of the meeting held on 31 May 2018.

Matters Arising [GC2018/02]

2018.003 The Committee **noted** the matters arising from the meeting held on 31 May 2018. The following points were noted in discussion:

Appeal Panels

[a] HR had been asked to provide a breakdown about which capabilities had been subject to appeal and to provide benchmarking figures against other universities. Members would also find it useful to know the amount of time that appeal procedures had taken.

[b] Many of Queen Mary's practices stemmed from its membership in the University of London. It was difficult to say how they compared with the rest of the sector because of the diversity in practices. Distinctions were made between HR matters relating to capability and to discipline so that Council members were required only on the appropriate panels. More information on practices at other universities would be welcome.

Training for Council members

[c] New Council members had attended training sessions on governance provided by the Leadership Foundation for Higher Education (now part of Advance HE). Meeting staff members in similar roles at other universities

had been useful. Further training in finance would be offered to members in house.

Annual effectiveness review

- [d] The new board management software Convene was being implemented for Council and committee meetings. The roles of meeting participants and attendees should be included in the meeting documents in Convene. The Council Secretariat was undertaking further work to improve the length, content and format of Council and committee papers.

Compliance with the CUC Code

- [e] The diversity of Council's current membership was well above the sector average, but more could be done to bring it closer to the diversity of the university's student population. Diversity also included background and disabilities and should be considered in the candidates with the right skills.

Actions:

- [a], [b] Director of Human Resources;*
- [c], [d] Council Secretariat*

Council and sub-committee membership [GC2018/03] and Remuneration Committee membership [GC2018/07]

2018.004 The Committee **noted** the paper on Council and sub-committee membership and **considered** the paper on Remuneration Committee membership. The Academic Registrar and Council Secretary said that:

- [a] Since the paper had been drafted, Aadil Qureshi had not been permitted by his employer to join Council. A new search would be conducted for a candidate with experience in digital technology. The vacancy was not urgent and could remain open for a few months. The Academic Registrar and Council Secretary and the Vice-Chair would consider how to proceed.
- [b] The Academic Registrar and Council Secretary was due to meet on Friday with a candidate for the vacancy on Finance and Investment Committee for a co-opted member with property experience. The candidate worked at GLA and had already met with the Chair of FIC. He had shown a strong interest in the role and had the necessary experience.
- [c] The Vice-Chair of Council would be meeting with a Sales and Marketing Director at LinkedIn in a few weeks and would report back as to their suitability as a candidate for Council.
- [d] A paper was tabled seeking approval from the Committee for the appointment of Karen Willcox as a co-opted member of Remuneration Committee. Karen was a Director of PwC and had substantial experience in tax and reward. The CUC recommended that remuneration committees have an external member experience in this area. The Academic Registrar and Council Secretary had met with Karen who was motivated to join Queen Mary. The Committee **approved** Karen's appointment as a co-opted member to Remuneration Committee. Her appointment would not

prevent PwC for tendering for audit work at Queen Mary as she was employed in a different practice, and PwC would declare this interest.

- [e] Professor Alison Blunt had been elected as the academic staff member – cross-faculty in the summer. The turnout had been lower than hoped and more thought will need to be put in to how to promote elections to staff.

Actions:

[a] Vice-Chair of Council and Academic Registrar and Council Secretary;

[c] Vice Chair of Council;

[e] Council Secretariat

Council external effectiveness review [GC2018/04]

2018.005 Governance Committee **noted** the Council external effectiveness review. The following points were noted in discussion:

- [a] Governance Committee had already approved the review specification. Five individuals who would be approached to tender had been identified, including those on the cover sheet and Aaron Porter, Associate Director (Governance), at AdvanceHE would be added to the list. The Council Secretariat would proceed with the tendering process. The initial interviews would be conducted by the Council Secretariat who would report back to the Committee.
- [b] As with the last external effectiveness review, Governance Committee would have clear ownership of this external effectiveness review, including reviewing the initial report and taking it to Council. The timeframe for additional Committee meetings would become clear once the bids had been received. An initial report would be ready by spring 2019 for review by the Committee.

Action: [a] Council Secretariat

Revised Charter [GC2018/05]

2018.006 The Committee **considered** the proposed amendments to the Queen Mary Charter. The following points were noted in the discussion:

- [a] The process of applying for university title required Queen Mary to petition the Privy Council for a supplemental Charter. The amendments to the Charter had been prepared and the application to the Privy Council would be submitted in December.
- [b] An update to Article 4 would embed Queen Mary's duty to uphold freedom of speech as recommended by the Office for Students.
- [c] Article 12 had been amended to enable Council to hold meetings remotely. As a charity, decisions were expected to be made face-to-face where possible.
- [d] Article 9 had been amended to change the Principal's nominees on Council to "Senior Officers" from "Vice-Principals". "Senior Officers" would be

defined in the Ordinances and could include members of the Professional Services.

- [e] Article 9 appeared to say that elected staff members to Council would not be members of the Senior Executive. The Committee discussed whether members of the Executive should be excluded from standing for election, or elected members asked to stand down if they are appointed to the Executive. If the role of Council is to hold the Executive to account, then elected members should not sit on the Executive. However, where an appointment to the Executive was for an interim period, it did not seem appropriate to ask that member to stand down. The Committee decided that where an elected member was appointed to the Executive in a permanent or interim role of 12 months or more they should be asked to stand down. The Committee **agreed** that the wording should be changed to include this provision.
- [f] The Committee discussed how to communicate more effectively Council and committee discussions and decisions to staff members. Allowing observers to attend the meetings could constrain free and productive discussion among the members. The minutes and agendas were shared publicly on the governance website and could set out in greater detail the debates on issues of importance to staff and how decisions had been reached.
- [g] The revised Charter would be presented to Council in November for information. Once approved by the Privy Council, the Charter would need to be approved by Council by special resolution which required the approval of 75% of members present.

Action: [e] Academic Registrar and Council Secretary

Note on Advance HE seminar on governance under the Office for Students [GC2018/06]

2018.007 Council **received** the note on the HEPI/AdvanceHE event on governance under the Office for Students. The following points were noted:

- [a] Under the OfS, Council would be expected to take greater responsibility for managing risk around academic provision.
- [b] The Committee discussed the value of an independent member with knowledge of the higher education sector on Senate. Concern was raised that this would tread into the Executive's area and that Council would benefit from a member who could ask the right questions of Senate. Staff appointments to Council at some universities were taken from the Senate membership which served to strengthen links. The Principal's two nominees on Council are *ex officio* members of Senate, however, they did not have an obligation to report back to Senate on Council business. It was **agreed** that, in future, the elected academic staff member – cross faculty would be taken from the Senate members.
- [c] The quality of the links between Senate and Council were raised during the last external review of Council effectiveness, and should be addressed in the forthcoming review. Although Council received regular reports on

Senate business, Council knowledge of Senate procedures and governance could be improved. A training session on Senate would be delivered to Council members.

- [d] The last review of Senate effectiveness had been conducted in 2014 alongside the Council review, and was undertaken internally with a report to Council. An external effectiveness review of Senate could be held in parallel with the review of Council. Schools and Institutes were subject to periodic reviews of provision and included external members on the panels, providing regular external evaluation. Bidders for the external review of Council would be asked whether they had the skills to undertake a review of Senate, but it would not form part of the evaluation process.
- [e] Staff members elected to Council should have skills which complement the skills of existing members. Advertisements for future staff elections would outline the obligations of Council and the kinds of discussions held, provide a link to the profiles of existing members, and ask potential candidates to think about how they could contribute. Communications would also be clear about the expectations of the role and the time commitment.
- [f] The practice of offering remuneration to non-executive directors was varied across the sector. There were no plans in place to introduce remuneration for Council members, however, it was noted that Council would only attract those individuals who could afford to attend meetings, and that some form of remuneration, such as offering support for childcare costs, may be needed in order to improve diversity.
- [g] The President and Principal and new Vice-Principal (Education) had improved engagement between the Executive and the student body through a genuine drive to put staff and students at the centre of the university's work. Council members offered support to the QMSU Executive Officers by making themselves available to discuss student matters. The Chair and Vice-Chair of Council would meet with the QMSU Executive Officers once a term.

Actions: [b], [c], [d], [e] Council Secretariat

Dates of Meetings 2018–19

- Thursday 11 July 2019, 1330 hours in the Principal's Office