

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
WEDNESDAY 2 MARCH 2022 VIA MICROSOFT TEAMS**

PRESENT: Professor L Berry (Chair) L Phillips (Deputy Chair)
Dr P Bonfield J Robson
J Cappock Professor F Ross
Professor G Meikle

IN ATTENDANCE: J Lamarque (Minutes) A Norris (Minute 21.16)
E McMillan (Clerk) O Otobo (Observer)

APOLOGIES:

21.15 ANNOUNCEMENTS

- 21.15.1 The Chair welcomed members and attendees to the meeting.
- 21.15.2 Members noted that Osaro Otobo from the Halpin Partnership was observing the meeting as part of the governance effectiveness review.
- 21.15.3 There were no apologies received.
- 21.15.4 Fiona Ross declared an interest in agenda item 6.0 Court and committees membership and left the meeting while members discussed and decided on this matter (see Minute 21.18.3).
- 21.15.5 The Chair confirmed that there were no requests to discuss starred items or to raise matters not on the agenda under 'Any Other Business'.

21.16 EQUALITY, DIVERSITY AND INCLUSION ANNUAL REPORT 2020/21

- 21.16.1 Andy Norris, Head of Culture and Inclusion, presented the Equality, Diversity and Inclusion (EDI) Annual Report for 2020/21 (Document NOM 220302A).
- 21.16.2 Members commended the EDI Committee and the Head of Culture and Inclusion for the report.
- 21.16.3 Members discussed how women on the Court of Governors could support the activities of the Women of Westminster (WoW) colleague network, e.g., speaking at events. Members noted that there are many ways governors could engage with EDI activities.
- 21.16.3.1 ACTION Vice-Chancellor** to inform the WoW Co-Chairs of members willingness to engage with their activities.
- 21.16.3.2 ACTION Governors** to contact the Clerk to the Court of Governors with ideas for how they might contribute to the University's EDI activities.
- 21.16.4 A member commented that research funders are putting a greater emphasis on university strategies and environment statements and that as the University's EDI Strategy matures the EDI report should focus on the impact of EDI activities, for example in addressing the paucity of BME colleagues in leadership roles.
- 21.16.5 The Vice-Chancellor informed members that Reader and Professor appointments have been dominated by women and BME colleagues in recent years, aided by mentoring and cultural changes. A member suggested that data and case studies on Reader and Professor appointments could be included in future EDI annual reports.

21.17 REPORT ON THE REVIEW OF THE ARTICLES OF ASSOCIATION

- 21.17.1 The Clerk to the Court of Governors and Head of University Governance (the Clerk to the Court) presented Mills and Reeve's report on the review of the Articles of Association (Document NOM 220302B).
- 21.17.2 As many of the key proposals relate to the composition of the Court of Governors and other elements that arose from recent 1-2-1 governor reviews and will be covered in the governance effectiveness review, the Chair of the Court of Governors/Chair, Governance and Nominations Committee proposed that the review of the Articles is paused to allow the Committee and the Court to take account of the outcomes of the effectiveness review.
- 21.17.3 A member expressed disappointment that the report did not propose considerable streamlining of the Articles of Association and, in part, proposed expansion of provisions in the document.
- 21.17.4 **AGREED** Review of the Articles of Association to be paused and re-commenced when the Committee has considered the outcomes of the effectiveness review.
- 21.17.4.1 **ACTION Clerk to the Court** to share the report with the Halpin Partnership (subject to permission from Mills and Reeve).

21.18 COURT AND COMMITTEE MEMBERSHIP**Membership and vacancies**

- 21.18.1 The Clerk to the Court presented a report on the membership and vacancies for the Court of Governors and its committees (Document NOM 220302C).
- 21.18.2 The Clerk to the Court informed members that Tim Sketchley had been invited to join Resources Committee as an independent (non-governor) member.
- 21.18.3 **AGREED** Members recommend to the Court that Professor Fiona Ross is appointed as the Court's nominated independent governor for the Gift Acceptance Panel.
- 21.18.4 Members noted that the term of office for an independent governor and Committee Chair ends in November 2022 and at that point the target size for the Court of Governors – 12 independent governors – will be achieved.
- 21.18.5 Members expressed support for not exceeding the agreed target of 12 independent governors unless there are exceptional reasons.
- 21.18.6 Members noted that there may be other ways of bringing in specialist skills to the governance of the University, e.g., through appointing independent (non-governor) members to committees.
- 21.18.7 **AGREED** Governance and Nominations Committee will decide whether to recruit any additional independent governors when they consider the updated skills matrix and the balance of skills, experience, and knowledge in the membership in May 2022.
- 21.18.7.1 **ACTION Clerk to the Court** to record this decision in the membership and vacancies section of the report prior to submission to the Court.

Role Descriptions

- 21.18.8 **AGREED** Members recommend updated role descriptions (Document NOM 220302C Appendix B) to the Court for approval.
- 21.18.9 Members noted that further revisions may be required on consideration of the outcomes of the effectiveness review.

Board Apprentice Scheme

- 21.18.10 Members discussed the benefits of the Board Apprentice scheme and its impact on the Court of Governors and governance resources.
- 21.18.11 Members noted that the broader group of Board Apprentices, not just those allocated to the University, may be a potential resource for more diverse governor appointments.
- 21.18.12 **AGREED** The Committee will reconsider engagement with the scheme in 2022/23 when the Committee has considered the outcomes of the effectiveness review.

21.19 GOVERNANCE AND VALUES – PROFESSIONAL DEVELOPMENT PROGRAMME

- 21.19.1 The Clerk to the Court presented the governance development and training update (Document NOM 220302D).
- 21.19.2 The Chair of the Court of Governors reported that the recent 1-2-1 governor review meetings highlighted that not all governors understand fully their responsibilities as directors and trustees.
- 21.19.3 **AGREED** The Governance and values professional development programme remains fit for purpose.
- 21.19.4 Members discussed completion rates for the mandatory e-learning modules and reinforced the importance of these modules to ensure a consistent level of knowledge and understanding of topics key to governance and compliance.
- 21.19.4.1 **ACTION** Governance Support Officer to contact governors on behalf of the Governance and Nominations Committee clarifying that the e-learning modules are mandatory, and governors are expected to complete them as soon as possible.

21.20 CHANCELLOR APPOINTMENT

- 21.20.1 Members noted the longlist of potential candidates for the role of Chancellor (Document NOM 220302E).
- 21.20.2 The Chair of the Court of Governors reported that one individual in the paper had been included in error due to a misspelling of their name. Members noted that two individuals on the longlist are not eligible for appointment as they hold an office at another university.
- 21.20.2.1 **ACTION Clerk to the Court** to correct Document NOM 220302E retrospectively with the correct nominee.
- 21.20.2.2 **ACTION Clerk to the Court** to remove the two ineligible nominees and replace the incorrect nominee on the longlist for submission to the Chancellor shortlisting meeting on 23 March 2022.

21.21 HONORARY AWARD NOMINEES

- 21.21.1 Sheena Recaldin, the Executive Manager - Vice-Chancellor's Office, presented nominations for honorary awards for conferment at upcoming ceremonies (Document NOM 220302F) on behalf of the Vice-Chancellor.
- 21.21.2 **AGREED** Members confirmed that three nominees who were approved over a year ago can be invited to receive their award; they had not been approached previously due to postponement of graduation ceremonies due to the COVID-19 pandemic.
- 21.21.3 **AGREED** Members recommend to the Court that the University offers honorary awards to the following individuals:

- [REDACTED]

21.22 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

21.22.1 **AGREED** Members confirmed the minutes of the meetings held on 15 September 2021 (Document NOM 220302Gi) and 17 November 2021 (Document NOM 220302Gii) as an accurate record.

21.22.2 Members noted the summary of actions and matters arising from previous meetings (Document NOM 220302H).

21.23 DATES OF FUTURE MEETINGS

Wednesday 23 March 2022 at 4.00pm (Chancellor shortlisting meeting)

Wednesday 18 May 2022 at 4.30pm

Both meetings take place via Microsoft Teams¹.

21.24 ANY OTHER BUSINESS

21.24.1 Members did not raise any other items of business.

21.25 COMPLAINTS POLICY AND PROCEDURE

21.25.1 **AGREED** Members recommend the updated policy (Document NOM 220302I) to the Court for approval.

21.26 COMPLIANCE WITH CHARITY CODE OF GOVERNANCE

21.26.1 Members noted progress in implementing enhancements to comply with the Code (Document NOM 220302J).

¹ Onsite facilities available for those who are not able to participate remotely