

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
WEDNESDAY 15 SEPTEMBER 2021 VIA MICROSOFT TEAMS**

PRESENT: D Yeo (Chair) Professor G Meikle
Dr P Bonfield MX Wang
D Cheeseman

IN ATTENDANCE: Professor L Berry (Observer) E McMillan (Clerk)
J Lamarque (Minutes) S Recaldin

APOLOGIES: J Cappock L Phillips

21.1 ANNOUNCEMENTS

21.1.1 The Chair welcomed members and attendees to the meeting, including observer Lynne Berry as part of the induction to her future role of Chair of the Court of Governors.

21.1.2 Apologies were noted as above.

21.1.3 There were no declarations of interest.

21.1.4 The Chair confirmed that there were no requests to discuss starred items or additional matters under 'Any Other Business'.

21.2 TERMS OF REFERENCE AND SCHEDULE OF BUSINESS 2021/22

21.2.1 The Governance Support Officer presented the Committee's terms of reference and membership and the proposed schedule of business for 2020/21 (Document NOM 210915A).

21.2.2 **AGREED** Terms of reference and membership adopted as approved by the Court of Governors in July 2021.

21.2.3 **AGREED** Members confirmed that activities on the schedule of business 2021/22 fulfil the responsibilities of the Committee as outlined in the terms of reference.

21.3 COURT EQUALITY, DIVERSITY AND INCLUSION (EDI) ANNUAL UPDATE REPORT

21.3.1 The Clerk to the Court of Governors and Head of University Governance ('the Clerk') presented the annual Court EDI report (Document NOM 210915B).

21.3.2 Members discussed the report and noted progress from the previous year in the gender balance and the breadth of responses for 'age' and 'highest qualification'.

21.3.3 Members discussed whether there would be value in reporting on the diversity of the Court and its committees against the student and colleague body and broader society.

21.3.4 Members considered that the Committee should use the data when planning recruitment for vacancies, appointing consultants and to inform decisions about membership of the Court and its committees.

21.3.5 **AGREED** Members recommend to the Court that EDI is included as a theme in the upcoming effectiveness review.

APPROVED

21.4 EFFECTIVENESS REVIEW 2022 – SCOPE AND PROGRESS

21.4.1 The Clerk presented the proposed scope and progress for the period effectiveness review of the Court of Governors and its Committees (Document NOM 210915C).

21.4.2 Members discussed the potential crossover/duplication between the periodic effectiveness review and the Audit Committee effectiveness self-evaluation, which will take place annually in line with the adopted Code of Practice, and proposed suggestions for alignment between the two reviews.

21.4.2.1 **ACTION** Clerk to the Court and Chair of the Court to discuss the concerns raised with the Chair of Audit Committee.

21.4.3 **AGREED** Members recommend to the Court the scope of the review subject to the addition of a thematic assessment of governance practice against our values.

21.4.4 **AGREED** Members confirmed the shortlist of three external consultants to approach for a quote.

21.4.5 **AGREED** Members confirmed they did not consider it beneficial to appoint an external adviser to support the Committee in their consideration of the effectiveness review report.

21.4.6 **AGREED** Members confirmed that the Committee will appoint the external consultants rather than delegating the task to a sub-group of members.

21.4.7 **AGREED** Members recommend the review process to the Court.

21.5 ARTICLES OF ASSOCIATION REVIEW – METHODOLOGY AND TIMELINE

21.5.1 The Clerk presented the Articles of Association review methodology and timeline (Document COG 210915D).

21.5.2 Members noted that the proposal was considered and supported by the Effectiveness Review Working Group before it became defunct.

21.5.3 Members received assurance that the proposed timeline is realistic and manageable and will be adequately resourced.

21.5.4 **AGREED** Members recommend the Articles of Association review methodology and timeline to the Court.

21.6 COLLEAGUE AWARDS 2021/22

21.6.1 The Vice-Chancellor reported that the Director of Human Resources and Organisational Development and Wellbeing, and the Head of Learning and Development are considering colleague awards towards the end of the year.

21.6.2 Members heard that the Students' Union have their own awards, which are well received by academic and Professional Services colleagues.

21.6.3 **AGREED** The colleague awards are outside the remit of this Committee and any planned reports on this matter are to be removed from the schedule of business.

21.7 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

21.7.1 **AGREED** Members confirmed the minutes of the Governance and Nominations Committee meeting held on 19 May 2021 (Document NOM 210915E) as an accurate record.

APPROVED

- 21.7.2 Members noted the summary of actions and matters arising from previous meetings (Document NOM 210915F).
- 21.7.3 **Court and committee membership (Matters arising – Minute 20.25.21)** Members noted that Tim Lovell declined an invitation to join the Committee due to other commitments and has since resigned from the Court for the same reason.
- 21.7.4 **AGREED** Members recommend to the Court of Governors that Victoria Foster is appointed to the Committee with effect from 7 October 2021.
- 21.7.5 **Chancellor appointment – shortlisting (Minute 20.26)** The Vice-Chancellor updated members on the process to recruit a new Chancellor.
- AGREED** The Committee will refresh the Chancellor shortlist taking into consideration the view of the new Chair of the Court.
- 21.7.5.1 **ACTION Clerk** to re-commence the shortlisting and recruitment process in November 2021.
- 21.8 ANNUAL REVIEW OF THE UWSU CODE OF PRACTICE AND MEMORANDUM OF UNDERSTANDING**
- 21.8.1 Members noted the outcome of the informal annual review of the Code of Practice and Memorandum of Understanding (Document NOM 210915G); the reviewers did not propose any changes.
- 21.9 DATES OF FUTURE MEETINGS**
- Wednesday 2 March 2022
- Wednesday 18 May 2022
- All meetings take place at 4.30pm via Microsoft Teams¹
- 21.10 ANY OTHER BUSINESS**
- 21.10.1 On behalf of the Committee, independent governor and former Deputy Chair to the Court David Cheeseman thanked the Chair for her significant contribution to the Committee as a member since 2011, and as Chair since 2019.

¹ Onsite facilities available for those who do not wish to participate remotely