

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON
WEDNESDAY 18 MAY 2022 VIA MICROSOFT TEAMS**

PRESENT:	Professor L Berry (Chair) Dr P Bonfield J Cappock Professor G Meikle (to Minute 21.35)	L Phillips (Deputy Chair) J Robson Professor F Ross
IN ATTENDANCE:	H Barma, Halpin Partnership (Minute 21.28.1 to 21.28.9) D Barratt (Minute 21.29) S Recaldin J Lamarque (Minutes)	E McMillan (Clerk) E Standen (Minute 21.29) O Otobo, Halpin Partnership (Minute 21.28.1 to 21.28.9)

APOLOGIES:

21.27 ANNOUNCEMENTS

21.27.1 The Chair welcomed members and attendees to the meeting.

21.27.2 There were no apologies received.

21.27.3 The Chair confirmed that there were no requests to discuss starred items.

21.27.4 The Chair agreed to a request from the Clerk to the Court of Governors to discuss the Academic Council nominee for membership of the Court under 'Any Other Business'. Staff governor Graham Meikle declared an interest in this item of business and left the meeting while members discussed and decided on this matter (see Minute 21.36).

21.28 EFFECTIVENESS REVIEW PROGRESS REPORT

21.28.1 Hanif Barma, Lead Consultant for the Halpin Partnership and Osaro Otobo, Project Manager and Consultant for the Halpin Partnership, presented emerging recommendations and observations from the Governance Effectiveness Review (Document NOM 220518A).

21.28.2 The Lead Consultant reported that all 23 interviews had taken place and the desk review is in progress. He informed members that four committee observations (Resources, Audit, Governance and Nominations and Academic Council) had taken place and that he will observe the Court of Governors meeting on 25 May 2022. He noted that 20 responses were received for the questionnaire and, although compliance is not the major focus of the review, any gaps in compliance will be included in the final report.

21.28.3 The Lead Consultant directed members to the maturity framework ratings in the report, outlined areas where further investigation or information was required and highlighted interim recommendations.

21.28.4 Members discussed the size of the Court and the benefits or otherwise of having a smaller board. A member noted that reducing the size of Court would alter the balance of discussions between the committees and the Court as a whole, with committees conducting more in-depth scrutiny and the Court relying more on committee recommendations. A member noted that this is not uncommon elsewhere and can enable boards to focus on more strategic debate¹.

¹ It is noted in the Halpin Maturity Framework that this delegation is one of the indicators of a high performing ('Leading Edge') board.

- 21.28.5 A member asked the consultants whether they had identified any decisions that had been delayed or not taken due to the large Court being ineffective. The consultants confirmed they did not have any evidence either way on this matter as it had not been the subject of their discussions.
- 21.28.6 Members asked about the size of the Court in relation to the balance of independent governors and ex-officio/colleague/student governors. There was a difference of understanding amongst committee members about whether all governors counted as members in measuring the size of the Court. The consultants confirmed that all governors are full members/directors/trustees and count towards the size of the Court.
- 21.28.7 A member commented that there are opportunities for more in-depth discussion of key issues at the briefings that take place immediately prior to Court meetings, at away days and at strategic workshops.
- 21.28.8 The Project Manager reported on survey respondents' assessments of stakeholder engagement and referenced the Link Governor programme. Members discussed the Link Governor programme. The Chair explained that the scheme is intended as a learning tool for governors rather than to match governor expertise to relevant areas of the University. She reported that discussions at 1-2-1 meetings suggested that the purpose of the scheme is not well understood by governors.
- 21.28.9 In response to a member's query the Lead Consultant confirmed that Halpin will include recommendations on how the University can move from 'Good' to 'Leading edge' in the final report.
- 21.28.10 Members discussed the terminology used in the report, particularly the definition of 'stakeholder engagement', and challenged Halpin on their approach to ranking the University's effectiveness in equality, diversity and inclusion and ESG impact and reporting.
- 21.28.11 The Chair thanked the Halpin consultants for their work to date and the consultants left the meeting.
- 21.28.12 Members reflected on the work of the Halpin Partnership and commented on:
- the definition of students and colleagues as stakeholders;
 - the level of insight and challenge in the feedback received;
 - the understanding of the University's culture and governance obtained through the interviews; and
 - the planned Court of Governors observation
- 21.28.12.1 **ACTION Clerk to the Court** to explore with Halpin whether the Project Manager might additionally observe the Court of Governors meeting on 25 May 2022.

21.29 DIVERSITY AND DIGNITY AT WORK AND STUDY POLICY

- 21.29.1 Emma Standen, Deputy Registrar (Quality and Standards), and Duncan Barratt, Director of Human Resources and Organisational Development and Wellbeing (HR Director) presented the updated Diversity and Dignity at Work and Study Policy (Document NOM 220518B), which is subject to approval by the University Executive Board.
- 21.29.2 The Deputy Registrar informed members that the document is the overarching policy framework on preventing and addressing harassment and sexual misconduct and includes definitions to support casework in this area. Members heard that extensive consultation with colleagues and students had taken place in the review of the policy.

- 21.29.3 The Director of HR commented that this was an excellent example of cross-working in Professional Services and informed members that the introduction will be adjusted to align with the refreshed Being Westminster Strategy.
- 21.29.4 In response to a member's query about learning from incidents where the policy is applied, the Director of HR and the Deputy Registrar confirmed that lessons are learnt, improvements made and possible gaps for intervention are identified.
- 21.29.4.1 **ACTION Director of HR and Deputy Registrar** to add text to the policy highlighting that the University has a process to learn from casework.
- 21.29.5 **AGREED** Members confirmed their support for the updated Diversity and Dignity at Work and Study Policy.
- 21.30 HONORARY AWARDS**
- 21.30.1 The Clerk to the Court of Governors and Head of University Governance (the Clerk) presented a review of the Honorary Fellowship process and nominations for awards referred for review by the Court (Document NOM 220518C).
- 21.30.2 A member noted that the nomination procedure states that Honorary Fellowships should be conferred only to members (governors) who had given distinguished service on behalf of the University, with the implication being that their contribution is over and above that expected from all members.
- 21.30.3 **AGREED** The procedure for nominations for Honorary Fellowships is fit for purpose.
- 21.30.4 Members confirmed that where the procedure references 'a member of the University' this refers to members as defined in the Articles of Association (i.e., governors).
- 21.30.5 A member queried why a nominee was being considered for a Fellowship and not a Doctorate and the Clerk suggested that the intention of the proposer was to recognise the individual's voluntary contribution to the University rather than (just) their contribution to their field.
- 21.30.5.1 **ACTION Clerk to the Court** to confirm with the proposer the reason they propose conferment of a Fellowship rather than a Doctorate.
- 21.30.6 **AGREED** Members recommend to the Court that the University confers Honorary Fellowships on the following individuals:
- Redacted
 - Redacted
 - Redacted
 - Redacted
 - Redacted
 - Redacted
- 21.31 QUEEN'S HONOURS LIST²**
- 21.31.1 The Vice-Chancellor informed members that three nominations for the Queen's honours list were being considered.
- 21.32 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING**
- 21.32.1 **AGREED** Members confirmed the minutes of the meeting held on 2 March 2022 (Document NOM 220518Ei) as an accurate record.

² The Vice-Chancellor confirmed that there would not be a tabled paper for this agenda item so there is no Document NOM 220518D for this meeting

- 21.32.2 **AGREED** Members confirmed the notes of the special meeting held on 23 March 2022 (Document NOM 220518Eii) as an accurate record.
- 21.32.3 Members noted the summary of actions and matters arising from previous meetings (Document NOM 220518F).
- 21.32.4 **Court of Governors EDI annual report (Action 21.16.3.1)** The Vice-Chancellor confirmed that he had informed the Women of Westminster Co-Chairs of members' willingness to be involved in their activities, and two governors have already engaged. The Vice-Chancellor will remind the new Co-Chairs of the offer when they take on the role.

21.33 DATES OF FUTURE MEETINGS

Wednesday 15 June 2022 at 11.00am

Wednesday 14 September 2022 at 4.30pm

Wednesday 1 March 2023 at 4.30pm

Wednesday 17 May 2023 at 4.30pm

Meetings take place via Microsoft Teams³.

21.34 REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL – ANNUAL UPDATE

- 21.34.1 Members noted the annual update of the Register of People with Significant Control (Document NOM 220518G).

21.35 PERIODIC EFFECTIVENESS REVIEW 2019

- 21.35.1 Members noted the final annual update on the actions from the 2019 Effectiveness Review (Document NOM 220525H).

21.36 ANY OTHER BUSINESS

Nominations for membership of the Court of Governors

- 21.36.1 The Clerk to the Court informed members that the Students' Union has not yet submitted their nominee for membership of the Court of Governors. She confirmed she will request a nomination to be considered at the next meeting of the Committee to prevent any delay to the appointment.
- 21.36.2 The Clerk to the Court reported that the call for nominations for the Academic Council nominee to the Court of Governors closed on 17 May 2022 and one valid nomination was received. She reported that Graham Meikle was nominated unopposed.
- 21.36.3 **AGREED** Members recommend Graham Meikle for re-appointment to the Court of Governors for a second three-year term.

³ Onsite facilities can be arranged for those who have difficulties participating remotely