

**MINUTES OF THE MEETING OF THE GOVERNANCE AND NOMINATIONS COMMITTEE HELD ON  
WEDNESDAY 15 MAY 2024 VIA MICROSOFT TEAMS**

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PRESENT:	Professor L Berry (Chair) Dr P Bonfield Professor G Meikle L Phillips (Deputy Chair)	J Robson Professor F Ross I Wilmot
IN ATTENDANCE:	J Lamarque (Minutes) E McMillan (Clerk)	S Recaldin P Short (Minute 23.26.1 to 23.26.9)
APOLOGIES:		

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**23.25 ANNOUNCEMENTS**

- 23.25.1 The Chair welcomed members and attendees to the meeting.
- 23.25.2 Apologies were noted as above.
- 23.25.3 The Chair confirmed that there were no requests to discuss items of business not on the agenda.
- 23.25.4 There were no declarations of interest.

**23.26 DRAFT ARTICLES OF ASSOCIATION AND STANDING ORDERS**

- 23.26.1 Elaine McMillan, Clerk to the Court of Governors and Head of University Governance (Clerk to the Court) and Poppy Short, Mills and Reeve, presented the draft Articles of Association and Standing Orders (Documents NOM 240515Ai, Aii and Aiii).
- 23.26.2 Members discussed the proposed draft Articles of Association and noted that the aim is to create a streamlined and future proof document with procedural details and more detailed provisions extracted into standing orders and guidance documents.
- 23.26.3 Members noted difficulties in reviewing the detailed amendments and proposed changes in the time available prior to the meeting.
- 23.26.4 Members noted the request for specific decisions to be made on the definition of colleagues, powers, voting rules, Academic Council membership, quorum, rules on use of the Company Seal and provisions relating to freedom of speech.
- 23.26.5 The Chair proposed establishment of a small working group to review the documents, consider the decisions above and make recommendations to the Committee.
- 23.26.6 The Chair postponed decisions on the draft new Articles and the updated and new Standing Orders pending review by the working group.
- 23.26.7 **AGREED** Members established a working group comprising independent governors Lin Phillips and Fiona Ross, the Clerk to the Court and the University Secretary and Chief Operating Officer (USCOO)/Company Secretary.
- 23.26.8 Members noted that establishment of the working group may impact on the timescale to approve and implement new Articles of Association.
- 23.26.9 The Chair thanked Mills and Reeve for their work on the draft Articles.

## APPROVED

23.26.10 **AGREED** Updated Standing Order 1 – Scheme of delegation for signing certain categories of contract and for authenticating non-contractual documents to be recommended to the Court of Governors for approval.

23.26.10.1 **ACTION Clerk to the Court** to recirculate the updated Standing Order 1 to members for any final comment prior to submission to the Court.

## 23.27 COURT AND COMMITTEE MEMBERSHIP UPDATE

### Governor appointments

23.27.1 The Clerk to the Court presented a report on the membership and vacancies for the Court and its committees (Document NOM 240515B).

23.27.2 Members considered the outcome of the process for Academic Council to nominate a member for appointment as a co-opted governor.

23.27.3 **AGREED** Members recommend to the Court that Henryetta Simpson is appointed as a co-opted (colleague) governor for an initial three-year term from 1 August 2024.

23.27.4 Members considered the outcome of the process for professional support colleagues to nominate a colleague for appointment as a co-opted governor.

23.27.5 **AGREED** Members recommend to the Court that Steve Ford is appointed as a co-opted (colleague) governor for an initial three-year term from 4 October 2024.

23.27.6 Members considered the outcome of the process for UWSU (the Students' Union) to nominate two students for appointment as co-opted governors.

23.27.7 **AGREED** Members recommend to the Court that Divanshu Airan and Chidambar Dhapatkar are appointed as co-opted (student) governors for an initial one-year term from 1 July 2024.

[Clerk's note: Jane Robson left the meeting at this point.]

23.27.8 **AGREED** Members recommend to the Court that Jane Robson is re-appointed as an independent governor for a second three-year term from 1 September 2024.

[Clerk's note: Jane Robson returned to the meeting at this point.]

23.27.9 **AGREED** Members agreed to hold the vacancy for an independent governor resulting from the retirement of a governor on 31 August 2024 and to conduct a recruitment search for four independent governor vacancies that will be completed by March 2025.

23.27.10 **AGREED** Members delegate authority to the interview panel to consider applications and make further enquiries.

### Governance and Nominations Committee appointments

23.27.11 Members discussed the process to appoint an academic colleague governor to Governance and Nominations Committee.

23.27.12 **AGREED** Nomination to be agreed by correspondence and a recommendation submitted to the Court meeting in July 2024.

23.27.12.1 **ACTION Clerk to the Court** to invite the two eligible governors to submit an expression of interest.

23.27.13 **AGREED** Members recommend to the Court that Tom Toumazis is appointed as a member of Governance and Nominations Committee with effect from 1 September 2024.

## APPROVED

23.27.13.1 **ACTION Clerk to the Court** to contact eligible independent governors for expressions of interest to join Governance and Nominations Committee from 1 April 2025 when the next vacancy will arise.

23.27.14 **AGREED** A decision on the role of Deputy Chair, Governance and Nominations Committee will be taken by correspondence and a recommendation submitted to the Court meeting in July 2024.

23.27.14.1 **ACTION Clerk to the Court** to contact eligible committee members for expressions of interest when appointment of the new member has been confirmed.

### Remuneration Committee appointments

23.27.15 Members considered an application for the role of independent (non-governor) member for Remuneration Committee.

23.27.16 **AGREED** Members did not consider the applicant had the appropriate skills and experience to fulfil the role.

23.27.17 **AGREED** Members recommend to the Court that Jane Robson is appointed as a member of Remuneration Committee from 1 September 2024.

23.27.18 **AGREED** Members recommend to the Court that Justin Bairamian is appointed as Chair, Remuneration Committee from 1 September 2024 to 31 March 2025.

23.27.19 The Chair postponed a decision on the role of Deputy Chair, Remuneration Committee to the next meeting in September 2024.

### Resources Committee appointments

23.27.20 Members considered an application for the role of independent (non-governor) member with digital and cyber security expertise for Resources Committee.

23.27.21 **AGREED** Applicant to be invited to an interview with a selection panel.

23.27.22 **AGREED** Members delegated authority to the selection panel to decide whether to make a recommendation to the Court.

23.27.23 **AGREED** Members recommend to the Court that Mei Xin Wang is appointed for a second term of office as Resources Committee Chair from 11 July 2024 to 31 March 2025.

## 23.28 UOW-UWSU MEMORANDUM OF UNDERSTANDING

23.28.1 Sal Jarvis, Deputy Vice-Chancellor for Education presented the updated UoW-UWSU Memorandum of Understanding (MoU) (Document NOM 240515C).

23.28.2 Members noted that the updated MoU included principles related to the Higher Education (Freedom of Speech) Act 2023 and the Office for Students' requirements on sexual misconduct in universities and colleges.

23.28.3 Members proposed the following updates:

- Text of the first Freedom of Speech principle to be amended to clarify responsibilities (replacing 'and' with 'including')
- Text of the final Freedom of Speech principle to be amended to clarify that it is the Court that will approve the UWSU Freedom of Speech Code of Practice.

23.28.4 **AGREED** Subject to the above changes, members recommend the updated Memorandum of Understanding to the Court for approval.

## APPROVED

### 23.29 HONORARY AWARDS

23.29.1 Sheena Recaldin, Vice-Chancellor's Executive Manager presented proposed updates to the honorary award procedure (Document NOM 240515Di).

23.29.2 Members proposed the following amendments:

- Separate and clarify essential and desirable criteria.
- Clarify the term 'community'.
- Clarify that all colleagues can make nominations.
- Clarify the roles that can agree nominations prior to submission.

23.29.3 **AGREED** Subject to the amendments above, members recommend the updated honorary award nomination procedure to the Court for approval.

23.29.4 **AGREED** Members recommend to the Court that the University confers an honorary award (D Arts) on [redacted].

### 23.30 KING'S HONOURS LIST

23.30.1 The Vice-Chancellor updated members on potential nominations for the King's honours list.

23.30.2 **AGREED** The Vice-Chancellor to submit a confidential list of nominations at the next meeting for information.

23.30.3 The Vice-Chancellor invited members to suggest potential nominees.

### 23.31 COMMITTEE EFFECTIVENESS

23.31.1 Members noted a summary of the comments made during the regular evaluation session at the end of each meeting.

23.31.2 Due to a lack of time at the meeting, the Chair proposed that members commented via email on how effectively their work has contributed to progressing the 2022-2029 strategic priorities.

23.31.2.1 **ACTION** Clerk to the Court to email members to request comments for inclusion in the annual summary report to the Court.

### 23.32 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

23.32.1 **AGREED** Members confirmed the minutes of the meeting held on 28 February 2024 (Document NOM 240515F) as an accurate record.

23.32.2 Members noted the summary of progress against actions and matters arising from previous meetings (Document NOM 240515G).

### 23.33 DATES OF FUTURE MEETINGS

Wednesday 11 September 2024  
Wednesday 26 February 2025  
Wednesday 14 May 2025

Meetings start at 4.30pm and take place via Microsoft Teams<sup>1</sup>.

### 23.34 ANY OTHER BUSINESS

23.34.1 Members did not raise any other items of business.

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<sup>1</sup> Onsite facilities can be arranged for those who have difficulties participating remotely.

## **APPROVED**

### **23.35 MEETING EVALUATION**

23.35.1 Members commented on the volume of papers and suggested how cover sheets could be used to better direct Committee discussions.

23.35.2 A member commented on the value of reflecting on how decisions are made.

### **23.36 EDI STRATEGY MID-TERM REVIEW**

23.36.1 Members noted the EDI Strategy mid-term review (Document NOM 240515H).

### **23.37 COMPLIANCE WITH ONGOING REGULATORY CONDITIONS – ANNUAL REPORT 2023/24**

23.37.1 Members received assurance on compliance with ongoing regularly conditions (Document NOM 240515I).

### **23.38 REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL – ANNUAL UPDATE**

23.38.1 Members noted the annual update of the Register of People with Significant Control (Document NOM 240515J).

### **23.38.2 UWSU SABBATICAL OFFICERS ELECTION – RETURNING OFFICERS REPORT**

23.38.3 Members received the Returning Officer's report on the UWSU Sabbatical Officers election (Document NOM 240515K).

### **23.39 EFFECTIVENESS REVIEW IMPACT REPORT**

23.39.1 Members noted the report from Halpin on their review of the impact of the effectiveness review (Document NOM 240515L).