



Governance Committee Report

Outcome requested:	<p>On the recommendation of Governance Committee, Council is asked to:</p> <ul style="list-style-type: none">[a] approve the nomination of Peter Thompson as a new member of Council;[b] approve the revised terms of reference for the Governance Committee;[c] approve the revised membership of the Remuneration Committee.
Executive Summary:	<ul style="list-style-type: none">[a] Governance Committee has agreed to recommend to Council the nomination of Peter Thompson as a new member of Council with immediate effect. Peter is currently Chief Executive Officer of the Human Fertilisation and Embryology Authority and has previously held positions within a range of government departments. He has links with the local area as Vice-Chair of the governing body of a large secondary school in East London.[b] The Governance Committee's terms of reference have been updated in order to clarify its role in reviewing the role descriptions for the Vice-Chair and the Secretary to Council in addition to the Chair, Treasurer and members of Council. The revised terms of reference are included in the background reading for members.[c] A number of changes to the membership of the Remuneration Committee (see appendix 1) are proposed, which, if approved, will be reflected in Ordinance A when it is reviewed later this year as part of the process for QMUL's application for university title:<ul style="list-style-type: none">i. The Chair of Council will step down as Chair of Remuneration Committee, and the Vice-Chair of Council will step up into this role. The aim of this change is to establish clearer lines of governance regarding the performance and remuneration of the President and Principal.ii. The President and Principal will step down from the Committee and will only attend as necessary to present recommendations on other senior members of staff. As above, the aim of this change is to establish clearer lines of governance regarding the performance and remuneration of the President and Principal.iii. One elected academic staff member of Council will be added to the membership of the Committee. This is

	<p>becoming seen as good practice in the higher education sector.</p> <p>iv. The President of the Students' Union will be invited to participate in discussions regarding the performance and remuneration of the President and Principal. This would be a relatively new development in the sector, but would be aligned with forthcoming changes to the regulation of higher education.</p>
QMUL Strategy:	Effective governance supports the achievement of all strategic aims.
Internal/External regulatory/statutory reference points:	<p>QMUL Charter and Ordinances</p> <p>Finance and Investment Committee Terms of Reference</p> <p>CUC Higher Education Code of Governance</p> <p>HEFCE Memorandum of assurance and accountability between HEFCE and institutions</p>
Strategic Risks:	13 – Maintain effective and constructive governance
Equality Impact Assessment:	No equality or diversity impact are identified as part of this report.
Subject to prior and onward consideration by:	<p>Governance Committee:</p> <ul style="list-style-type: none"> • terms of reference for Governance Committee at its meeting on 19 October 2017; • by email circulation for the Remuneration Committee membership and the nomination of Peter Thompson.
Confidential paper under FOIA/DPA	No
Timing:	All decisions will take effect from the date of Council approval unless otherwise specified.
Author:	Sian Marshall, Assistant Registrar (Council and Governance)
Date:	20 November 2017
Senior Management/External Sponsor	Lord Clement-Jones, Chair of Council



Remuneration Committee Membership 2017–18

Chair

The Vice-Chair of Council	Monica Chadha
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Ex officio members

The Chair of Council	Lord Clement-Jones
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The Treasurer	Luke Savage
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Other members, nominated by Governance Committee

One external member of Council	Celia Gough
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One elected academic staff member of Council ¹	TBC
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In attendance

The Academic Registrar and Council Secretary ¹	Jonathan Morgan
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The Director of Human Resources ¹	Dalia Dasgupta
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The President and Principal ²	Professor Colin Bailey
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The President of the Students' Union ³	Yasir Yeahia
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Notes

1. No member of staff will attend or participate in discussions or decisions regarding their own performance and remuneration.

2. The President and Principal will only be in attendance at meetings as necessary to present recommendations regarding the performance and remuneration of the Vice-Principals, the Chief Operating Officer and other members of staff, apart from the President and Principal, whose remuneration is greater than £125,000.

3. The President of the Students' Union will only be in attendance at meetings as necessary to participate in discussions and decisions regarding the performance and remuneration of the President and Principal.