



Governance Committee Report

Outcome requested:	<p>Council is asked to note the executive summary of the meeting of Governance Committee held on 14 October 2015 and the following recommendations from the Committee:</p> <p>[a] to note the amendment to the Council membership list which corrects the end date of John Yard's tenure from 2017 to 2018.</p> <p>[b] to approve the procedure for the removal of members of Council for inclusion in Ordinance A4.</p> <p>[c] to approve the proposed Training and Development plan for 2015/16.</p>
Executive Summary:	<p>[a] Council and Committee Membership</p> <p>The Chairman of Council has met with four of the five Council applicants identified as being suitable for consideration when further vacancies become available, to discuss opportunities for their involvement with QMUL. Details of these individuals have been passed on to the Vice-Principal (Public Engagement and Student Enterprise) who is working with the Chair of Council to identify appropriate QMUL activities to engage them with. The Council Secretariat will maintain a log of all engagement activities to ensure that the potential Council members are kept active and in contact with QMUL. The Chairman will meet with the remaining applicant in November 2015.</p> <p>Governance Committee considered approaches for ensuring equality and diversity when advertising for future Council member vacancies. It was agreed that consideration would be given on an ad hoc basis to the payment of members' expenses relating to caring responsibilities and loss of earnings.</p> <p>External Council members are invited to self-nominate for membership of both Governance Committee and Audit and Risk Committee. Once Elizabeth Hall steps down in December 2015 there will be up to two external member vacancies on Audit and Risk Committee, and one external member vacancy on Governance Committee, subject to Council's approval of the recommendation to appoint John Yard as Vice-Chair of Council.</p> <p>[b] Updates to Ordinances: procedure for the removal of members of Council</p> <p>Governance Committee recommends approval of the procedure for the removal of members of Council, for inclusion in Ordinance A4.</p>

	<p>[c] Training and development of members</p> <p>Governance Committee noted the training and development activities which had been undertaken by Council members in 2014–15. The Committee was satisfied with the proposed training, development, and induction arrangements for 2015–16.</p>
QMUL Strategy:	Effective governance supports the achievement of all strategic aims.
Internal/External regulatory/statutory reference points:	QMUL Charter QMUL Ordinance A
Strategic Risks:	24. Failure to ensure effectiveness of Council and its Committees.
Equality Impact Assessment:	No equality or diversity impacts are expected to arise from the implementation of the recommendations outlined in this report.
Subject to prior and onward consideration by:	Governance Committee on 14 October 2015 Council on 27 October 2015
Confidential paper under FOIA/DPA:	No
Timing:	Amendments to take effect from the date of Council approval unless otherwise specified.
Author:	Eleanor Crossan, Governance Administrator
Date:	14 October 2015
External Sponsor:	Sir Nicholas Montagu, Chairman of Council

EX OFFICIO MEMBERS

The President and Principal:	Professor Simon Gaskell
The President of the Students' Union 2015-16:	Carolina Mantzalos

NOMINEES OF THE PRINCIPAL

	<i>Tenure ends</i>
Professor Morag Shiach, Vice-Principal (Humanities and Social Sciences)	23 January 2016†
Vacancy	

ELECTED MEMBERS [STAFF]

4 persons elected by the academic staff of the College, one from each Faculty and one from all academic staff:

	<i>Tenure ends</i>
Professor Richard Ashcroft – Cross faculty	30 September 2018†
Professor Raymond Kuhn – Humanities and Social Sciences	30 September 2017
Professor Geraint Wiggins – Science and Engineering	30 September 2018†
Professor Paul Anderson – School of Medicine and Dentistry	30 September 2017†

One person elected by staff other than academic staff from amongst their number:

	<i>Tenure ends</i>
Cheryl Mason	17 July 2016†

EXTERNAL MEMBERS

Period of tenure: 4 years

13 persons, comprising a majority of the Council membership, who are neither staff nor students of the College, co-opted by the Council:

	<i>Tenure ends</i>
Kath Barrow	31 December 2016†
Veronique Bouchet	31 December 2019
Annette Doherty (from 01 October 2015)	01 October 2019
Elizabeth Hall	12 December 2015
Stella Hall	06 July 2019
Richard Learwood	31 December 2016†
Simon Linnett (Treasurer)	28 October 2017
Sir Nicholas Montagu (Chairman)	18 January 2018
Bushra Nasir	31 August 2017†
Patricia Newton (nominee of the Drapers' Company)	31 August 2016†
Luke Savage (nominee of the Drapers' Company)	31 January 2018†
David Willis	31 December 2017†
John Yard	31 August 2018

† indicates provision for renewal of term of office for one further period of four years following the end of the current tenure.

Changes to Ordinance A

Higher Education Code of Governance

1. The Code requires that *“the governing body must have the power to remove any of its members from office, and must do so if a member breaches the terms of his / her appointment”*.

Process for the removal of members

2. The Council Secretariat has reviewed the procedures in place at other Russell Group universities and the criteria for the disqualification of trustees as provided by the Charities Act. The following procedure is proposed for inclusion in Ordinance A4.

Resignation or removal of members

1. A member may resign by writing to the Chairman or Secretary to Council.
2. A member who does not attend three consecutive meetings shall be deemed to have resigned his/her membership of Council or a standing committee unless the Council decides otherwise. *
3. A member may be removed from membership for good cause by the Council. Good cause in this Ordinance includes but is not limited to:
 - [a] Behaviour which falls short of the standards specified in the Council member role description and handbook, or not in keeping with the principles of public life drawn up by the Committee on Standards in Public Life;
 - [b] Disqualification under the Charities Act from acting as a charity trustee.
4. Concerns or complaints shall be raised with the Chairman or the Secretary to Council.
5. In the case of a concern or complaint containing the grounds listed in paragraph 3; Governance Committee shall convene a panel to consider the concern or complaint, to receive representations from the member who is subject to the concern or complaint, and to make a recommendation to the Council.
6. The panel shall be established by Governance Committee to comprise:
 - the Chairman or Vice-Chairman of Council;
 - one member of Governance Committee other than the Chairman, or the Chairman of either Audit and Risk Committee or Finance and Investment Committee;
 - one Officer of QMUL;
 - one external person (for panels convened to consider complaints or concerns against the Chairman of Council).
7. The panel shall be supported by the Secretary to Council, or nominee.

* The existing clause currently exists in Ordinance A7:

6. A member who does not attend a meeting for twelve consecutive calendar months shall be deemed to have resigned his/her membership of Council or a standing committee unless the Council decides otherwise.

This will be removed, subject to approval of the process above.