

**COU16D021**

**Title:** *Governance Committee: report to Council*  
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**Issue**

Governance Committee met on 10<sup>th</sup> October 2016. This report details the discussions held at that meeting and makes recommendations for future membership of Council and other Committees.

**Recommendation**

Recipients are asked to note the items discussed and confirm the recommendations appearing after each substantive item.

**Resource Implications**

There are no resource implications.

**Risk Implications**

There are no risk implications identified.

**Equality and Diversity**

There are not anticipated to be any actions that have an impact on individuals' protected characteristics.

**Timing of decisions**

Following approval of recommendations highlighted below the relevant appointments or amendments will take effect from the time identified.

**Further Information**

Further information is available from Ian Callaghan, Director of Finance, Planning & Governance ([i.callaghan@uea.ac.uk](mailto:i.callaghan@uea.ac.uk)).

**Discussion**

The following items were discussed at the last meeting of Governance Committee:

1. Action by the Chair of Council was confirmed in respect of the appointment of Professor Fiona Lettice to Council in her role as interim Pro Vice-Chancellor (Research) following the resignation of Professor David Petley. The appointment took effect from 1<sup>st</sup> November 2016 and is anticipated to end on 31<sup>st</sup> July 2017.
2. Governance Codes: the review undertaken by Graham Jones comparing the Committee of University Chairs' Governance Code with the UK Corporate Governance Code (the "Cadbury Code") was discussed. In terms of the specific recommendations the following were noted:

A1.1.1: this would be addressed by the actions from the review of Council Effectiveness and specifically by the creation of the Governance website. This should include an annual review of the Schedule of Delegated Authority for confirmation by Council.

A4.1: it was not considered necessary to identify a person to hold the role of Senior Independent Member.

A4.2: current practice is for the Chair to meet individually with independent members. It was agreed that the University would also identify those meetings of Council where there is currently no subsequent Committee meeting to enable independent members to continue with a private discussion and without management present.

B1: this could relatively easily be accommodated on the Governance website as part of the replacement for the current "Orange Book".

B2: We have the table of skills and experience from the review of the CUC code which may be updated to reflect the new members. This can be published on the Governance website. This can also hold details of the appointments, re-appointment eligibility and maximum number of independent members. This would provide a background for Governance Committee recommendations to Council.

B2.3: this is broadly in line with the current university practice (three year terms with the normal expectation that two terms will be served). If a third term is to be offered, and in normal circumstances this should normally be the maximum, then a particularly rigorous review should take place and take into account the need for progressive refreshing of the board. It was noted that there is one member of the current Council who will have served nine years (by July 2018) (Laura McGillivray as Chief Executive of Norwich City Council). Review of this membership will need to be carefully considered as there are significant benefits to the Chief Executive being on Council. It was accepted that no member should be "surprised" by their term of office coming to an end and the wording of appointment letters should be considered.

B6: effectiveness reviews of Committees would continue to be considered.

C2: Agreed.

It was resolved that the key points described above and to make a further presentation to the Governance Committee after the January Council meeting to enable formal ratification of the optimal membership structure for Council in March 2017.

### 3. Future vacancies:

- a. It is recommended that Dr Kathryn Skoyles be appointed to the Governance Committee for a further three year term in line with her membership of Council. This appointment to take effect from 1 August 2017.
- b. It is recommended that Dr Kathryn Skoyles be appointed to the Finance Group for a further three year term in line with her membership of Council. This appointment to take effect from 1 August 2017.
- c. It is recommended that Dr Kathryn Skoyles be appointed to the Chair of the University Health and Safety Executive for a further three year term in line with her membership of Council. This appointment to take effect from 1 August 2017.
- d. It is recommended that Mr Jeremy Clayton be appointed to the Student Experience Committee for an initial term ending on 31 July 2020. This appointment to take effect from the date of the next meeting.
- e. It is recommended that Mr Joe Greenwell be appointed to the Equality and Diversity Committee for an initial term ending on 31 July 2020. This appointment to take effect from the date of the next meeting.