

MINUTES OF GOVERNANCE COMMITTEE MEETING HELD ON 19th JANUARY, 2024

Present: Mike Gunn, Michael Farthing, David Eustace, Peter Hornsby, Mark Murrell, Robert Stern (chair)

1. The meeting welcomed Mark Murrell as a new member of the Committee.
2. The bulk of the meeting was devoted to a lengthy consideration of a board paper relating to the role of the Standing Committees. It was decided that any discussion on the parts of the paper relating solely to the Finance Committee should await the Finance Committee first reviewing them. As regards the parts of the paper relating wholly or partly to the Governance Committee:
 - (a) There was agreement with the suggestion that the standing orders be amended to state that the Governance Committee has a responsibility to ensure that current best governance practice is understood and communicated (it was thought that this simply reflects the status quo) but not with the suggestion that the responsibility extends to ensuring that current best practice be adopted (this lies outside the powers of the Governance Committee). The responsibility would include making recommendations and advising on best practice.
 - (b) It was also agreed that if the Governance Committee (or a member of the Governance Committee) becomes aware, while carrying out its functions, of a material matter of concern relating to due process or governance then such concern should be made known appropriately (whether to the Chair of the Board, other appropriate Board member or to Council). The standing orders should be amended to reflect this. The meeting stressed, however, that the Governance Committee's role is fundamentally advisory and it is not its function to act as a policeperson, nor to be part of the executive. It follows from this that it is not the responsibility of the Governance Committee to manage or actively monitor the hearing of complaints under Regulation No. 5 or Regulation No. 7 but that it should be on hand to advise on matters such as the settling of any terms of reference.
 - (c) It was agreed that minutes of meetings should be shared with the board and published on the website, subject to any appropriate redaction.
 - (d) The suggestion that failure by either Standing Committee to deliver its annual report to Council on time should automatically lead to the relevant chair being subject to re-election was rejected. It was felt that an adequate remedy already existed – in the form of a vote of no confidence being put to Council – and making express provision in the articles of association would be contrary to the usual aim of trying not to increase their length/complexity (particularly as logic would dictate that similar express provisions should be adopted in relation to failures by other officers to fulfil their functions, whether in relation to Council papers or otherwise).
 - (e) In relation to diversity, a variety of views were expressed but there was a consensus that the desirability of diversity was much wider than only concentrating on the paper's male/female and age/longevity issues (racial diversity being an obvious example). There was little support for the paper's focussing on the committee having members under the age of 40, as it was felt that older members would be more likely to have the experience necessary for the role; there was support for the paper's focussing on the need for "fresh blood" (but it was noted that three of the committee's current members had

been in post for less than two years). It was agreed that efforts to co-opt a female member would continue. It was also agreed that the standing orders should be amended to impose an obligation to seek to achieve a diverse committee membership. A majority of the committee opposed the proposal of having express 20% membership targets for (i) male/female, (ii) being under 40 and (iii) having been in post for less than six years, largely because they focussed on certain kinds of diversity and not others (such as racial diversity).

- (f) The proposal that the annual NED report should include commentary on the efficacy of the Governance Committee gave rise to concerns that it would lead to an undesirable position where the NEDs would be reporting on the Governance Committee in its report and the Governance Committee might be reporting on the NEDs in its report. However, it was accepted that it was appropriate that the activities of the Governance Committee should be reviewed and it was concluded that there was no satisfactory alternative solution.
 - (g) In relation to the paper's proposal that there be a joint review by the Board (led by Stephen Greep) and the Governance Committee of Pearce and wider best governance practice, the chair reported that he had been in correspondence with Stephen Greep and was awaiting an indication as to what any such review would be considering (Pearce having been fully implemented and the Governance Committee having been considering best governance practice on an ongoing basis). It would then be possible to assess the merits of any such exercise.
3. The chair reported on a number of board matters, including (a) the proposed abolition of the Council membership fee and widening club membership of Council and (b) possible changes to the election rota and timing of elections for the two directors appointed to fill casual vacancies following the AGM.
 4. It was noted that amendments to the Procedural Bye-laws would be proposed at Finance Council, in the form of (i) removing, for elections, the requirement to list nominations on the agenda, (ii) introducing a requirement that incumbents to be nominated and (iii) in relation to the venue of council meetings, reversing the current position that virtual meetings are deemed to be held in the city whose turn it is to host (thus removing the risk that a city can miss its turn).
 5. A spreadsheet setting out a timetable for Council meetings, produced by David Eustace, was discussed and commented on. A new draft would be produced.
 6. The next meeting would be in March, probably on a Wednesday. The chair would suggest some dates in due course.