

## University Of York

### Constitution and Nominations Committee

#### Matters for note by the University Council arising from the meeting of the Constitution and Nominations Committee held on 23 April 2025

##### 1. Governance procedures

- a. **CNC resolved to recommend to Council proposed amendments to the Council calendar schedule for implementation from 2026/27** (see elsewhere on the Council agenda). It expressed its support in particular for (i) the move from four to five meetings per year, and (ii) combining an October meeting with the Council Away Day. Following discussion of the relative merits of online/hybrid/face to face meetings, it agreed that:
  - i. All Council meetings should be held face to face, apart from the December meeting which would be held online and combined with an online training and development session.
  - ii. The May development session would be driven by the newly elected student sabbatical officers, focusing on their priorities.
  - iii. Although full implementation of the amendments was proposed from 2026/27, it would be helpful to explore whether the November 2025 Council meeting could be moved to December, to avoid the need to convene UDG in order to sign off the annual accounts.
- b. The Committee noted the need for caution in the use of written resolutions, given that the latter did not enable debate. Elements for consideration included the relative complexity and urgency of the issue in question and the level of relevant expertise amongst Committee members. Following discussion, the Committee agreed to keep a watching brief on how frequently written resolutions were used and whether there was a need to establish formal principles for appropriate use, for review in six months.

##### 2. Council and its subcommittees: membership and roles

- a. **CNC resolved to recommend the following appointments to Council for approval:**
  - i. **Owen Trotter as a full independent member of Council, University Treasurer and Chair of Finance Committee from August 2025 - September 2026 in the first instance, subject to suspension of his student enrolment for this period;**
  - ii. **Dr Thomas Flynn as an independent member of Council from July 2025 to July 2028;**
  - iii. **Helen Simpson as an independent member of Council from July 2025 to July 2028;**
  - iv. **Sanjay Bhandari as an independent member of Council from July 2025 to July 2028;**
  - v. **Dr Philip Rycroft as Senior Independent (Lay) Member and Vice-Chair of Council from August 2025 to July 2028;**
  - vi. **Claire Buchanan as a co-opted member of People & Remuneration Committee from July 2025 - July 2028;**
  - vii. **Abisola Barber-Sherwood as a member of the Audit & Risk Committee from August 2025 - July 2028.**
- b. CNC approved proposed approaches for appointing a third Pro-Chancellor and a Deputy Treasurer during 2025/26.
- c. CNC noted:
  - i. Regarding the co-optee vacancy on ARC, it was important that the appointee possessed the knowledge and skills to assess academic risk, preferably through experience of working at Executive Board level within higher education;
  - ii. The Chair of ARC further suggested that a couple of the new independent members should be invited to shadow ARC's work with a view to appointing an additional member, given that both he and Owen Trotter would be stepping down from ARC in due course;
  - iii. The Committee agreed that in order to maintain fresh perspectives, key roles on Council and its sub-committees (e.g. Treasurer, sub-committee chairs) should usually be limited to two terms

ie six years, with flexibility for exceptional circumstances. The Governance and Assurance Office would draft an appropriate addition to the Ordinances for approval by Council.

- d. CNC approved a proposal from the Vice-Chancellor that the main PSS representative on UDG should be the CFOO, with the option to include the CASO, either as an alternate or as an additional member, should the issue in question fall within the latter's portfolio.

### 3. *Update on the context for University governance*

The Committee noted an update on the national context for university governance, including the government's review of UK Higher Education; the launch of a new OfS Strategy; CUC's proposed Governance Review; Advance HE's 'Big Conversation' on HE Governance; and the recent judgement re the University of Sussex. The next steps proposed for the University included implementation of the Council Effectiveness Review; clarification of governance arrangements for new partnership activity; an assurance report to ARC in September confirming how York meets the OfS Conditions of Registration; and proactive engagement with the above reviews, reporting to CNC and Council. The Committee agreed that all members should keep a watching brief on developments and share any intelligence with the Chair.

### 4. *Draft Council Effectiveness Review report*

**CNC resolved to recommend to Council the Council Effectiveness Review report** (see elsewhere on the Council agenda), subject to endorsement of a final draft via email circulation. The Committee commended the review's light touch approach and noted the importance of involving external input on a periodic basis going forward.

### 5. *Update on Honorary Degree nominations*

CNC noted:

- a. **Following consideration of further information by the Chair and the Vice-Chancellor, the nominations below for the award of an honorary degree (DUniv) had been approved by Council via Chair's action, subject to due diligence processes:**
  - [REDACTED]
  - [REDACTED]
  - [REDACTED]
  - [REDACTED]
  - [REDACTED]
- b. Further information was still sought in relation to two nominations from the December 2024 round. The Chair and the Vice-Chancellor had agreed that the two remaining nominations pending from the November 2023 round would not be pursued any further, given that insufficient information was available to make a decision.
- c. Regarding alternative routes to honour achievements in relation to EDI, Prof Kiran Trehan had confirmed that the Inclusive Impact Awards were not currently open to external candidates, although this would be something to consider for the future.