

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 5 November 2025

Terms of reference and membership: Council and its subcommittees

1. CNC **recommended for Council approval** changes to its terms of reference and membership, including the proposal that the position of Chair would be taken by the Senior Independent Member. This would enable CNC to advise Council on the University's constitutional and corporate governance arrangements from a slightly more detached position, and avoid situations where the Chair of CNC is asked to make a recommendation for Chair's action to themselves as Chair of Council. The Committee **noted** that Dr Philip Rycroft had agreed to the proposal in principle, subject to clarification of the time commitment.
2. CNC **received** details of membership and terms of reference for 2025/26 for the other committees of Council, and **noted** the need to update the terms of reference for Urgent Decisions Group. It **agreed** to delegate authority to the Chair to recommend further membership changes to People & Remuneration Committee and Audit & Risk Committee as needed for Council approval.
3. The Committee **considered** a report on succession planning for independent members of Council. It **noted**:
 - a. A potential cliff edge in July 2028 when a number of independent members' terms were due to come to an end: further conversations were needed regarding the possible staggering of finish dates, and where the provision to co-opt might usefully play a part;
 - b. The importance of being proactive and considering the skills mix on a regular basis (i.e. at least annually);
 - c. The need to consider candidates' behaviours as well as skills and knowledge in order to encourage a diversity of contributions at Council and its subcommittees.

Governance-related business

1. The Committee **considered** an update on governance developments within the HE sector, including the Scottish Funding Council *Expectations of Good Governance* report, the Advance HE *Shaping the future of HE governance* report, the Post 16 Education and Skills White Paper and the CUC consultation on its HE Code of Governance. Regarding the latter, the Committee **noted** its support for a principles-based code based on consensus, and the importance of a positive and forward-looking response, enabling international partnerships and collaboration between HEIs. It **agreed** that the University Secretary would circulate a draft University response to members for comment, towards providing assurance to the November Council meeting that the Committee was comfortable with the University's response.
2. The Committee **received** an update on progress against the recommendations of the Council Effectiveness Review. Most were completed or ongoing. Further focus was needed on strengthening the relationship between Senate and Council: the Committee **noted** that the workshop format section at the most recent Senate meeting had been well received, and that something similar might be introduced for Council, bringing in relevant Senate representatives.
3. The Committee **considered** a paper on developing a suite of Council objectives. It **noted** various areas for clarification, and members were invited to send further comments to the Chair and the University Secretary before proposals were taken to Council. It further **noted** that, given ARC, Finance Committee and PRemCom had moved or were moving to a 'deep dive' approach, these initiatives could be co-ordinated via the meetings of the Council committee chairs.
4. The Committee **considered** an update on the Mumbai Campus, focusing on governance frameworks. It commended the clarity of the paper and **noted**:
 - a. The Mumbai reference group was working well and independent members were able to make a positive contribution.
 - b. Towards onward reporting to the next Council meeting, there was a need to clarify:

- i. When the reference groups would be handing over to the relevant Council committees. At that point, consideration should be given to reflecting these responsibilities explicitly in the relevant committees' terms of reference;
 - ii. The proposed governance structures for oversight of staff and student matters.
5. The Committee **considered** proposed revisions to the Code of Practice for transparency in the conduct of committee business. It **noted**:
 - a. Although the ICO publication requirements were acknowledged, there was a need to engage effectively with stakeholders, and publishing minutes was not necessarily the best route.
 - b. Publication of UEB minutes was inappropriate.
 - c. Minutes of Council were yet to be made available online.

*Following the meeting, the revisions were **approved** via Chair's action.*

Honorary Degree nominations

1. The Committee considered 22 new nominations for the award of an honorary degree and resolved:
 - a. **To recommend for Council approval** that honorary degrees (DUniv) be offered to the following candidates, subject to due diligence processes:

[Material redacted]
 - b. To postpone consideration of three candidates pending further relationship-building;
 - c. To request further due diligence in relation to one candidate;
 - d. The remaining nominations would *not* be taken forward.
2. The Committee **agreed** that it would be helpful to give further consideration to:
 - a. The University's strategic approach to awarding honorary degrees;
 - b. The extent to which the University's partners on active and/or recent research grants should be eligible for nomination for an honorary degree;
 - c. Broadening the criteria for nomination and award to refer to Yorkshire rather than just York.
3. The Committee **noted** that if no response had been received to an offer within three years, the REDA team would not pursue the matter further; but if a nominee expressed interest, communications would remain open beyond that point. The Committee **agreed** that any pending offers dating from the previous decade should not be pursued further.