UCEM | UNIVERSITY COLLEGE
OF ESTATE MANAGEMENT

Nominations and Governance Committee
22 February 2024
REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 22 February 2024 from 14.00-16.00pm.

Present:	Amanda Clack [AC]
	Chris Costigan [CC]
	Gareth Ralphs [GR]
	Chris Turley (Chair) [CT]
	Misa von Tunzelman [MvT]
	Ashley Wheaton [AW]
Apologies:	Stephen Jackson [SJ]
In Attendance:	Jane Fawkes (University College Secretary) [JEF]
	Lyndsay Hughes (note taker) [LH]

1) GENERAL MEETING GOVERNANCE

2801   **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

2802   There were no conflicts of interest declared generally. AC will have a conflict for agenda item 2.5, but it was agreed she would stay in the meeting unless it becomes necessary to briefly leave.

2803   **1.2) APOLOGIES FOR ABSENCE**

2804   There were apologies for absence from Stephen Jackson.

2805   **1.3) MINUTES OF THE MEETING HELD 6 SEPTEMBER 2024**

2806   The minutes of the Nominations and Governance Committee held 6 September 2023 and the proposed redacted matters were **APPROVED** as a true record and signed by the Chair ahead of publication on the UCEM website.

2807   **1.4) CHAIRS ACTIONS SINCE THE LAST MEETING**

2808   The Committee noted the Chair's Action approved via email in October 2023 to recommend the appointments of Chrystal Augustine and Lucy Gaitskell as Board

Apprentices for two-year terms of office to the Board of Trustees to approve at their meeting on 30 November 2023.

2809   The Committee noted the Chair's Action approved via email in November 2023 to recommend the appointment of Ros Kerslake CBE as Independent Trustee for an initial three-year term of office to the Board of Trustees to approve at their meeting on 30 November 2023.

2810   The Committee noted the Chair's Action approved via email in December 2023 / January 2024 to recommend the appointment of Ben McManus as Student Trustee for an initial one-year term of office to the Board of Trustees. This motion was subsequently approved by a Board of Trustees Chairs Action to allow the appointment to be confirmed for 1 March 2024, ahead of the next Board meeting in April 2024.

2811   1.5) MATTERS ARISING AND ACTIONS SUMMARY

2812   An actions summary from the previous meeting was circulated as Paper 1.5 and the Committee **NOTED** that all matters had either been completed or were due for further discussion within the course of the meeting.

2813   1.6) REDACTED

2814   REDACTED

2815   REDACTED

2816   REDACTED

2817   REDACTED.

2) COMPOSITION OF THE BOARD

2818   2.1) BOARD OVERVIEW, COMMITTEE MEMBERSHIP AND SKILLS

2819   The Committee discussed paper 2.1 and 2.1a which provided context on the composition of the current Board of Trustees, sub-committee membership, skills and succession planning. The Committee was cognisant that the Board continues to be in a challenging period in terms of Trustee Turnover with four Trustees due to reach the end their terms over the course of 2024 and early 2025 (Kenny Miller, Misa von Tunzelman, Chris Turley and Stephen Jackson). In addition, one Staff Trustee is required currently, one External Representative to the Audit Committee and one External Representative to the Academic Review Committee. This brings with it a challenge in continuity of Board knowledge and the need to secure the right expertise across the Board membership. The Royal Charter allows for a minimum of eight Independent Trustees on the Board and a maximum of thirteen.

2820   JEF recommended to the Committee that it defers the potential to appoint Vice Chairs to each sub-committee given the quoracy concerns and trustee turnover this year until this is more settled – this was **ENDORSED** by the Committee.

2821   The Committee **NOTED** the updated skills and committee membership overview and appointments to sub-committees since the last meeting.

2822	The Committee **NOTED** the continuing volume of Trustee recruitment required over the next year.

2823	The Committee **APPROVED** the re-appointment of Prof Nick Braisby for a second three-year term of office from November 2023-November 2026, and his appointment to Audit Committee.

2824	The Committee **APPROVED** the re-appointment of Adam Denton for a second one-year term of office from January 2024-January 2025.

2825	The Committee **APPROVED** the appointment of Ros Kerslake to Finance Committee and Property Working Group.

2826	The Committee **NOTED** the requirement to appoint a Chair of Property Working Group, to be discussed at agenda item 2.2.

2827	The Committee **NOTED** the recruitment required for an External Representative to Audit Committee.

2828	The Committee **NOTED** the recruitment required for an External Representative to Academic Review Committee.

2829	The Committee **NOTED** that plans are being made for Vice Chair Transition from Stephen Jackson to Nick Braisby to be activated through Summer 2024.

2830	**2.2) PROPERTY WORKING GROUP**

2831	Jane Fawkes outlined a proposed new and more strategic approach to the work and membership of the Property Working Group in paper 2.2 and 2.2a (the Terms of Reference for the Working Group). The loss of the outgoing Chair of the PWG, Alastair Martin, provides an opportunity to review what is needed form the group and how it should operate, ensuring it has an appropriately strategic role rather than operational.

2832	REDACTED

2833	REDACTED

2834	The Committee discussed the Terms of Reference and whether they needed to be more explicit on UCEM's sustainability values with regards to its property assets. It was agreed this could be strengthened/made more explicit in point 2.3 with regards to both financial and environmental sustainability. JEF agreed to consider this before finalising the document.

	ACTION: **Strengthen point 2.3 in the PWG Terms of Reference with regards to UCEM's sustainability (financial and environmental) values that the PWG should have due regard to. [JEF]**

2835	The Committee **APPROVED** the proposed new approach for the Property Working Group and the associated revisions proposed in its Terms of Reference V3.01, pending a further update on bullet point 2.3 regarding the requirement of the group to have due regard to sustainability values. The Committee also **APPROVED** that Dominic O'Rourke should be invited to become the new Chair of the PWG, that

Adam Marks should be invited to join the Group and that Andrew Hynard should be invited to stand down from the Group.

ACTION: **Invite Dominic O'Rourke to become Chair of the PWG and Adam Marks to join the PWG. [JEF]**
Write to Andrew Hynard on behalf of the Board to thank him for his time on Property Working Group. [JEF]

2836 **2.3) INDEPENDENT TRUSTEE RECRUITMENT**

2837 Jane Fawkes outlined progress against the previously agreed plan for the recruitment of new Trustees in paper 2.2, informing the Committee that NuRole were engaged to lead the search for three vacancies during 2024. Feedback from NuRole on an initial candidate list is anticipated next week and a first stage interview process will take place on 8 and 15 March. A formal stage with a Trustee interview panel would follow if there are suitable candidates. Separate to the NuRole process, UCEM anticipates a small number of applications from candidates invited to apply directly.

2838 The Committee **NOTED** the Trustee recruitment plan for 2024 and the need for Trustee involvement in the interview panels through March 2024.

ACTION: **Organise the Independent Trustee interview process.**

2839 The Committee **AGREED** there were no changes required to the skills/expertise currently identified for recruitment priority.

2840 **2.4) STAFF TRUSTEE RECRUITMENT**

2841 Jane Fawkes outlined progress with the recruitment of a new Staff Trustee in paper 2.3. JEF outlined that the role had been advertised to all staff from late January to mid-February with a view to interviewing during March. An appointment before the April Board of Trustees meeting therefore remains achievable. Any appointment will be proposed via Chair's Action to the Committee. JEF advised the Committee that the application deadline is 23 February 2024 and that to date four strong applications had been received.

2842 The Committee **NOTED** the recruitment process for a second Staff Trustee to replace Harps Kaur that is currently underway.

ACTION: **Organise the Staff Trustee interview process.**

2843 The Committee **NOTED** the role specification for the Staff Trustee provided at paper 2.4a.

2844 **2.5) CHAIR SUCCESSION PLANNING**

2845 The Committee was reminded that Amanda Clack was appointed as a Trustee in December 2028 and as Chair in REDACTED

2846 REDACTED

2847 REDACTED

2848   **2.6) UCEM REGULATIONS**

2849   Jane Fawkes proposed some updates to the UCEM Regulations V5.01 for the consideration of the Committee. These included up to date Academic Board Terms of Reference, updated nomenclature/use of gender-neutral language and the inclusion of the opportunity for retired Trustees to return to UCEM after a period of 6 years.

2850   The Committee **APPROVED** the proposed updates to the UCEM Regulations for finalisation as the new V6.0. All Terms of Reference should also adopt the gender-neutral language and be checked for this too.

> **ACTION:**   **Check all UCEM documentation/Terms of Reference for use of gender-neutral language for consistency. [JEF/LH]**

3) EQUALITY, DIVERSITY AND INCLUSION

2851   **3.1) UCEM BOARD EDI TRAINING PROPOSAL**

2852   Jane Fawkes informed the Committee that the proposal for updated Board EDI training had been further scoped since the last meeting of the Committee and that Professor Nick Braisby would be asked to run a Board session in July 2024. Running the training this way, more internally, will make the best use of budgets and Trustee time. Professor Braisby is also the Lead EDI member on the GuildHE Executive.

2853   The Board **APPROVED** that, as part of increasing awareness of EDI, Professor Nick Braisby would run a Board session in July 2024 immediately prior to the Board meeting. It was suggested that capturing outputs from the session to form part of Trustee induction/onboarding/future training would be beneficial.

> **ACTION:**   **Finalise plans for the EDI session for 11 July 2024 including how outputs can be captured for form part of new Trustee induction and onboarding. [JEF/LH]**

2854   **3.2) UCEM BOARD EDI PROFILE AND STUDENT/STAFF EDI PROFILE**

2855   The Chair welcomed Gethin Edwards and Lily Rogers to the meeting to present item 3.2.

2856   The Committee was reminded that UCEM now routinely collects EDI data of Trustees on appointment. Following further changes in the Board's composition during 2023, the overview of the Board from an EDI perspective has been updated and shared at paper 3.2a in its traditional format, allowing for comparison across the years since collation began. The data continues to show a relatively low level of ethnic diversity on the Board (particularly in comparison to its most diverse position back in 2021) and a steady state with regards to gender diversity at one third female (down from one half female in 2021). The Committee was reminded, however, that percentage swings are significant given the small numbers involved in this data set.

2857   At the last meeting, the Committee requested EDI data on UCEM's staff and students that would allow it to compare the diversity of the Board with those groups it serves. Caution has to be applied in this comparison due to the significant difference in population sizes within the three groupings, but the data has been

collated and a breakdown given within paper 3.2 for comparative purposes, allowing some high-level observations to be drawn. It is the intention of the EDI Working Group, as part of its agreed action plan, to share this data more widely within UCEM through use of an interactive dashboard.

2858   LR gave the following observations on the data and comparisons:
- Outside of white students, Asian is the highest ethnic student population at UCEM, particularly in the postgraduate, non-apprenticeship grouping at 31.5% Asian, compared to 16.2% in the overall student population.
- Comparatively the highest non-white grouping is staff black, although only marginally with 8.8% black and 7.2% Asian. This is much higher in the academic staff groupings comparatively.
- Whilst the ethnic diversity levels in student and staff groups are similar proportions overall the type of ethnic diversity varies.
- There are similar levels of impairment, health condition or learning challenge between staff and students, however you can see that academic staff are considerably lower than non-academic staff in this area at 23.1% vs 9.4%. Though also noting academic staff are seemingly less comfortable in disclosing this information given the non-responder/prefer not to say in these groupings for this category.
- Non-academic staff better resemble student population by having around 50% (give or take) with No Religion. Academic staff on the other hand show the opposite with around 50% responding as holding a religion or belief, with the majority Christian.

2859   The Committee welcomed the data but queried what UCEM can now do with it, given there is still no intention to set targets for representation on the Board and given the wider context of huge diversity challenges across the built environment sector. LR responded that the data will be used to help inform the EDI action plan and the work of UCEM institutionally. MvT commented on how impressive and comprehensive the plan is but cautioned that there may be benefit in setting targets to keep this EDI firmly on the Board's agenda.

2860   MvT expressed concerns about the relatively high percentages of staff and students who prefer not to declare their sexual orientation. This may be an area for UCEM to further explore, to try and understand why and to help determine what 'good' would look like. MvT offered to help UCEM with this and to work with Lisa Wilks and the EDI group to ensure that more people do feel comfortable to declare in the future.

2861   AW drew the Committee's attention to the nuance in the data whereby all Associate Lecturers are included in UCEM's overall staff group numbers and the degree to which this can be misleading the general trends in the data where approximately half of the respondents are essentially contractors and not internal staff. For example, the overall data implies UCEM is close to 50:50 on staff gender split but with internal staff the split is actually more 70:30 in favour of women. This is an important consideration when considering what 'good' would look like for UCEM in many of the various categories of data. It would also be beneficial, as potential next steps in analysis, to compare UCEM's position on EDI of staff and students with the wider Higher Education sector and the industry.

2862   AC was pleased to see that one third of UCEM students are female, and that in terms of the sector this is probably bucking the trend so deserves some positive PR. In

addition, the postgraduate apprenticeship is closer to 50% female. These statistics could be positively used in UCEM marketing efforts.

2863   With regards to impairment, health condition or learning challenge, UCEM needs to both attract and make its programmes accessible to those students but also encourage those with these conditions to declare them so they can be supported through their studies in the right way. The EDI data helps UCEM to target support in the right areas. For example, it is well known already that more mature students are less likely to succeed in their studies, as are students from an ethnic minority background – UCEM can use this data to address these trends and provide enhanced support where necessary.

2864   It was noted that over 40% of UCEM's academic staff are over 56 and therefore closer to retirement and the Committee queried how UCEM is using this data for staff planning purposes. Further analysis will be required on the extent to which the associate staff are again skewing this data, but next steps can be taken to develop the data and analysis further.

2865   The Committee **NOTED** the updated Board diversity data as of January 2024 and **AGREED** it would still not adopt any formal targets in any of the areas but would continue to have due regard to diversity through the recruitment processes currently underway.

2866   The Committee **NOTED** the UCEM staff and student EDI profile data and the plans to develop the reporting of this as part of the UCEM EDI Action Plan. It was **AGREED** this report should be shared with the Board of Trustees in April for information.

2867   The Chair thanked LR and GE for their contributions and invited them to leave the meeting.

4) GENERAL GOVERNANCE MATTERS

2868   **4.1) APPOINTMENT OF A CHIEF OPERATING OFFICER – AN UPDATE**

2869   Ashley Wheaton provided an update to the Committee on the recruitment process held for a Chief Operating Officer through winter 2023/2024. This process, which Graeme Scott was fully involved with on behalf of the Board, has resulted in the appointment of Lynn Hill to the role, for six months initially, from 19th February 2024. Recruitment for a permanent Chief Operating Officer will continue.

2870   The Committee **NOTED** the appointment of Lynn Hill to the (Interim) Chief Operating Officer role from 18 February 2024.

2871   The Committee **NOTED** the process underway to secure a permanent appointment to the COO role, to be concluded in early May 2024.

2872   **4.2) REVIEW OF GOVERNANCE**

2873   Jane Fawkes updated the Committee on an Academic Governance Project that UCEM had been part of with Advance HE and the plans for a full UCEM Governance Review to take place during 2024 and 2025 to drive further efficiencies. UCEM performed well through the benchmarking undertaken and is looking at potential action areas for further enhancement currently.

| 2874 | The Committee **NOTED** the benchmarking undertaken of UCEM' academic governance through the Advance HE project. |

| 2875 | The Committee **NOTED** that further work is being undertaken on effective governance at UCEM but had no specific recommendations to make as to what should be included in their work. |

| **2876** | **4.3) BOARD APPRENTICE SCHEME EVALUATION / FEEDBACK** |

| 2877 | Jane Fawkes presented paper 4.3 to the Committee which provided feedback from the first UCEM Board Apprentices, who completed their terms of office with UCEM in November 2023. |

| 2878 | The Committee welcomed and **NOTED** the formal and final feedback provided on the experiences of the first UCEM Board Apprentices during their time on the scheme and **AGREED** the following:

- REDACTED
- Reconsideration should be made with regards to reinstating the pre-meets for the more junior Board members with the Chair and Vice Chair ahead of Board meetings.
- The feedback should be shared with the incoming Board Apprentices.
- The University Secretary will continue to encourage all new Trustees to attend QBR meetings as part of better understanding UCEM. |

| **2879** | **4.4) PROPERTY AWARD 2024 AND PROPERTY AWARD PANEL MEETING** |

| 2880 | Jane Fawkes introduced paper 4.4 which provided an overview of the plans for the 2024 Property Award event, the plans for the Property Award Panel 2024 (which will sit in March 2024 to select a winner) and the potential evolution of the event through 2024 and 2025 to the Built Environment Award. |

| 2881 | The Committee considered the potential name change of the event but felt it would be a change better made and would carry greater impact as part of a future change in UCEM name and as part of a full rebranding process. Until that time UCEM would still need to continue its efforts to increase PR on the event. |

| 2882 | In terms of whether to add additional awards to the event, the Committee considered the merits of adding additional awards vs adding criteria within the existing main award, particularly with regards to sustainability as there is no known Built Environment Sustainability Award for the sector currently available. It was noted that UCEM has sometimes struggled for nominees for the award, particularly given its other categories of Honorary Award which sometimes compete for the same group of people. |

| 2882 | With regards to the Property Award Panel, it was felt that the focus required on areas like sustainability and construction could also come through Panel membership. In addition, the Committee welcomed greater use of Honorary Community members in this way. |

| 2883 | The Committee **AGREED** to recommend to the Board that the Property Award should be remain as the Property Award for 2024 and that its evolution into the Built Environment Award(s) should align with UCEM's likely rebranding process to be decided at the July Board of Trustees meeting and to take place from 2025/beyond. |

2884   The Committee **APPROVED** the revised Property Award Panel Terms of Reference.

2885   The Committee **AGREED** to invite a new external panellist to join the Property Award Panel for 2024. REDACTED

5) ANY OTHER BUSINESS

2886   **5.1) ANY OTHER BUSINESS**

2887   No additional items of business were reported and all matters at item 7 were duly approved or noted.

2888   **5.2) DATE AND TIME OF NEXT MEETING**

2889   The date and time of the next Nominations and Governance Committee will be Thursday 3 October 2024 from 14.00-16.00pm via Zoom.

6) MEETING CLOSE

2890   The meeting concluded at 15.58pm.

7) MATTERS FOR APPROVAL, NOTING AND REPORTING ONLY

2891   The following matters were circulated for approval and noting only and for comment via email in advance of the meeting. They were not discussed during the meeting.

2892   **7.1) HONORARY AND ASSOCIATE FELLOWSHIP NOMINATIONS PROCESS 2024**

2893   The Committee **NOTED** and **APPROVED** the proposed window for nominations for Honorary and Associate Fellowships of UCEM in 2024.

2894   **7.2) COMPLIANCE WITH CONDITION OF REGISTRATION E2 (GOVERNANCE)**

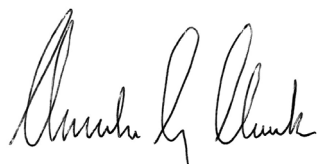2895   The Committee **NOTED** that UCEM remains fully compliant with Condition of Registration E2 (Governance).

2896   **7.3) TRUSTEE APPRAISALS PROCESS 2024**

2897   The Committee **APPROVED** the trustee appraisal process as outlined for 2024 which will allow the Committee to review the themes and outcomes at its meeting on 3 October 2024 and **NOTED** that the Chair and current Vice Chair will share the workload for the process once again.

2898   The Committee **NOTED** the Executive will be asked for their feedback on the effectiveness of the Board, and opportunities for Trustee involvement with UCEM.

2899   The Committee **APPROVED** the specific theme of inclusivity and diversity as part of the Board Appraisal process in 2024.

2900 **7.4) ANNUAL REVIEW AND RE-APPROVAL OF ALL BOARD AND SUB-COMMITTEE TERMS OF REFERENCE**

2901 The Committee **APPROVED** the Board of Trustees Terms of Reference V19.01 (updated membership and nomenclature only) for finalisation and publication as V20.0.

2902 The Committee **APPROVED** the Finance Committee Terms of Reference V13.01 (updated membership and nomenclature only) for finalisation and publication as V14.0.

2903 The Committee **APPROVED** the Audit Committee Terms of Reference V10.01 (updated membership and nomenclature only) for finalisation and publication as V11.0.

2904 The Committee **APPROVED** the Nominations & Governance Committee Terms of Reference V10.01 (updated membership and nomenclature only) for finalisation and publication as V11.0.

2905 The Committee **APPROVED** the Remuneration Committee Terms of Reference V11.01 (updated membership and nomenclature only) for finalisation and publication as V12.0.

2906 The Committee **APPROVED** the Academic Review Committee Terms of Reference V15.01 (updated membership and nomenclature only) for finalisation and publication as V16.0.

Signed:

Name: Amanda Clack

Position: Chair of the Board of Trustees / Member of Nominations & Governance Committee

Date: 3 October 2024