



Nominations and Governance Committee

3 October 2024

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 3 October 2024 from 10.00am-12.00noon.

Present: Amanda Clack [AC] (Chair)
 Chris Costigan [CC]
 Nick Hughes [NH]
 Dr Stephen Jackson [SJ]
 Prof. Michelle Jones [MJ] (from 11am only)
 Peter McCrea OBE [PM]
 Jules Quinn [JQ]
 Ashley Wheaton [AW]

Apologies:

In Attendance: Jane Fawkes (University College Secretary) [JEF]
 Lyndsay Hughes (note taker) [LH]

1) GENERAL MEETING GOVERNANCE

2932 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

2933 There were no conflicts of interest declared.

2934 1.2) APOLOGIES FOR ABSENCE

2935 There were no apologies for absence, but Michelle Jones could only join from 11am.

2936 The Chair welcomed new members of the Committee to their first meeting – Peter McCrea OBE, Jules Quinn, Nick Hughes and Michelle Jones.

2937 1.3) MINUTES OF THE MEETING HELD 22 FEBRUARY 2024

2938 The minutes of the Nominations and Governance Committee held 22 February 2024, and the proposed redacted matters were **APPROVED** as a true record and signed by the Chair ahead of publication on the UCEM website.

- 2939** **1.4) MINUTES OF THE PROPERTY AWARD PANEL MEETING HELD 25 MARCH 2024**
- 2940 The minutes of the Property Award Panel held 25 March 2024 were **APPROVED** as a true record and signed by the Chair.
- 2941** **1.5) MINUTES OF THE MEETING HELD 4 JUNE 2024**
- 2942 The minutes of the Nominations and Governance Committee held 4 June 2024, and the proposed redacted matters were **APPROVED** as a true record and signed by the Chair ahead of publication on the UCEM website.
- 2943** **1.6) CHAIRS ACTIONS SINCE THE LAST MEETING**
- 2944 The Committee noted the Chair’s Actions approved via email in April and June 2024 to recommend the appointments of Peter McCrea OBE, Nick Hughes, Jules Quinn, Dr Liz Marr and Jyotveer Gill as Independent Trustees for initial three-year terms of office (with staggered start dates through 2024) to the Board of Trustees which were approved at their meeting on 11 July 2024.
- 2945 The Committee noted the Chair’s Action approved via email in April 2024 to recommend the appointment of Charlotte Thackeray as Staff Trustee for an initial three-year term of office to the Board of Trustees to approve at their meeting on 11 July 2024.
- 2946 The Committee noted the Chair’s Action approved via email in April 2024 to recommend the appointment of Emma Shipp to the Audit Committee and Prof. Alison Cotgrave to the Academic Review Committee for initial three-year terms 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 immediately.
- 2947** **1.7) MATTERS ARISING AND ACTIONS SUMMARY**
- 2948 An actions summary from the previous meeting was circulated as Paper 1.7 and the Committee **NOTED** that all matters had been completed or were due for further discussion within the course of the meeting.
- 2949** **1.8) NOMINATIONS & GOVERNANCE COMMITTEE ANNUAL REPORT 2023-24**
- 2950 The Committee’s draft annual report for 2023-24 was presented in paper 1.8 for the endorsement of the Committee ahead of being presented to the Board of Trustees for formal approval at its December 2024 meeting. The Committee **NOTED** the revised, shorter and more focussed format of sub-committee annual reports this year which summarised the decisions taken through the year and the impact of them, thereby leading to a judgement on overall effectiveness of the Committee through the year.
- 2951 The Committee reflected on the volume of recruitment in the year but its successful outcome, alongside the momentous decision to apply for university title with a name change. The Committee agreed it should look to appoint Vice Chairs of each sub-committee in 2025.

- 2952 The Committee welcomed the new format and agreed with JEF's judgement on its effectiveness and having met all regulatory requirements in the last year.
- 2953 The Committee recognised that the report was only for the benefit of the Board but felt it told a positive story of the work taking place and that elements of it could be considered for wider consumption.
- 2954 The Committee **APPROVED** that the draft Nominations and Governance Committee Annual Report 2023-24 be presented to the Board of Trustees on 4 December 2024 for formal approval.
- ACTION: Present the Nominations & Governance Committee Annual Report 2023-24 for review and final approval by the Board of Trustees in December 2024. [JEF/LH]**

2) UNIVERSITY TITLE

2955 2.1) UNIVERSITY TITLE AND NAME CHANGE PROJECT UPDATE

- 2956 The Committee reviewed the update on this project provided at paper 2.1 which was predominantly what the Board received at their meeting two weeks ago except for one further request from the Office for Students, for a non-objection letter from the Department for Education, that has been addressed since then.
- 2957 JEF also advised that she has a call scheduled with the OfS on 8 October 2024 to discuss the consultation process and timeline. There is still hope this will commence in November and be concluded pre-Christmas for any issues arising to be considered in early 2025. UCEM has communications prepared for when the consultation goes live for key stakeholders.
- 2958 Simultaneously, work continues on developing the University of the Built Environment brand proposition which will first be presented to the next Nominations & Governance Committee in February 2025 (with wider Board invited to join) for consideration.
- 2959 AW advised that his key stakeholder meetings are due to conclude this week with University of Reading scheduled for later on 3 October 2024.
- 2960 The Committee **NOTED** the positive progress update on managing the UCEM University Name Change and Title Application process.

3) COMPOSITION OF THE BOARD

2961 3.1) BOARD OVERVIEW, COMMITTEE MEMBERSHIP AND SKILLS

- 2962 The Committee discussed paper 3.1 and 3.1a which provided context on the composition of the current Board of Trustees, sub-committee membership, skills and succession planning. The Committee recognised the progress that has been made in addressing the significant trustee turnover in 2024, which amounted to twelve appointments having been made in total. This brought with it a challenge in continuity of Board knowledge and the need to secure the right expertise across the Board membership and the sub-committees. The Royal Charter allows for a

minimum of eight Independent Trustees on the Board and a maximum of thirteen. There are no vacancies currently.

- 2963 JEF also advised that since the new appointments have been confirmed, the sub-committee membership revisions are also now agreed, with the focus having been spread of skills balanced with continuity.
- 2964 It was **AGREED** that the Chair of Nominations & Governance Committee should not be the Chair of the Board once appointed, in order to be able to hold the Chair role to account more independently. JEF requested that anyone interested in taking on the Chair of the Nominations and Governance Committee from within its membership advises her via email.
- 2965 The Committee noted that the Board Leadership Team will entirely change in early 2025 and this will be a significant change to manage and ensure knowledge is passed on appropriately.
- 2966 The Committee **NOTED** the volume of Board recruitment completed in the last year.
- 2967 The Committee **NOTED** the updated skills and committee membership overview and **APPROVED** the appointments to and changes in sub-committee membership since the last meeting.
- 2968 The Committee **AGREED** to recommend to the Board the re-appointment of Dominic O'Rourke for a second three-year term of office from November 2024-November 2027.
- 2969 The Committee **AGREED** to recommend to the Board the re-appointment of Adam Denton for a third one-year term of office from January 2025-January 2026.
- 2970** **3.2) RECRUITMENT PROCESS FOR A NEW CHAIR OF THE BOARD OF TRUSTEES**
- 2971 Jane Fawkes outlined the proposed process for the recruitment of a new Chair of the Board through autumn 2024 (paper 3.2) in anticipation of Amanda Clack stepping down at end January 2025. The aim is to appoint a candidate from industry in order to maintain the balance in the Board leadership team between industry and education.
- 2972 The Committee welcomed the idea of bringing an External Representative onto the appointments panel who knows UCEM well. The Committee also felt there was potential, if all goes well, to invite the preferred candidate to the Board meeting on 4 December 2024 to observe. It was noted that Amanda Clack and Stephen Jackson would make themselves available to anyone who wishes for have an informal and confidential discussion through the application process.
- 2973 The Committee **NOTED** and **ENDORSED** the proposed recruitment plan for a new Chair of the Board of Trustees and the associated timescales. The only amendment **AGREED** was the addition of the Vice Chancellor to the shortlisting call, given the importance of the working relationship between the two roles.
- 2974 The Committee **APPROVED** the Chair Appointment Panel to consist of the Prof. Nick Braisby (Vice Chair Designate), Graeme Scott (the Honorary Treasurer), Jules Quinn

(member of Nominations & Governance Committee), and Alastair Martin (External Representative), who will all be invited immediately.

ACTION: Invite the proposed members to be part of the Chair Appointments Panel. [JEF/LH]

2975 The Committee **NOTED** the unbudgeted costs for the recruitment process but approved them as appropriate.

2976 The Committee reviewed the NuRole candidate pack and agreed it needs to include clearer reference to the expected time commitment associated with the role. It might also benefit from some focus and detail on the importance of relationship building skills both within the Board and externally.

2977 The Committee **APPROVED** the NuRole candidate pack for the role of Chair of the Board of Trustees as circulated as a link via email on Tuesday 1 October 2024, pending agreed minor refinements being put in place. The role will go live by Monday 7 October at the latest and links to the information will be shared with the Board to promote through their networks.

ACTION: Share the advertising links for the Chair of the Board role with Trustees to promote through their networks. [LH]

2978 **3.3) VICE CHAIR TRANSITION PLAN**

2979 Jane Fawkes outlined the proposed plans for the induction of Prof. Nick Braisby into the Vice Chair role, which include a period of handover through the early part of 2024 (paper 3.3). Some key briefing meetings will be put in the diary to cover the main items, and these will be with Stephen Jackson and Jane Fawkes primarily.

2980 It was suggested that it would be useful for Prof. Nick Braisby to join the Nominations & Governance Committee when he takes on the Vice Chair role. JEF committed to reviewing this but advised it would need careful consideration as Nick would effectively be on every sub-committee at that point so further membership changes may be required across the sub-committees to help balance this load.

ACTION: Reconsider Committee memberships for Prof. Nick Braisby for when he takes on the Vice Chair role. [JEF]

2981 The Committee **NOTED** the planned process of transition and handover from the Vice Chair to the Vice Chair Designate over the next three months.

ACTION: Set up the Vice Chair Transition meetings outlined in paper 3.3. [LH]

2982 **3.4) TRUSTEE SKILLS SURVEY PLANNING**

2983 Jane Fawkes outlined a proposal to re-run the Trustee Skills Survey in early 2025 (last carried out in early 2022) to support the induction of the new Chair of the Board and in recognition of the strategic plan ambitions and how these can best be supported and facilitated by Trustees (paper 3.4). JEF advised that the paper outlined the questions in the skills survey held in 2022 but that these could easily be updated and there was a suggestion of including areas key to the new strategic period and the new programme growth planned, such as architecture and planning.

It was also suggested that a narrative box be included at the end to allow for Trustees to comment on where they feel they have development gaps, ahead of next summer's appraisal conversations.

2984 The Committee **APPROVED** the recommendation to undertake the Board Skills Survey in January 2025.

ACTION: Prepare the Trustee Skills Survey for early 2025 and ensure it includes the addition of skills in key strategic areas for UCEM as well as an opportunity for Trustees to disclose any development gaps. [JEF/LH]

4) EQUALITY, DIVERSITY AND INCLUSION

2985 4.1) EDI UPDATE

2986 Jane Fawkes provided an overview of EDI work and activity since the last meeting, including an update on the Board EDI profile following significant turnover on the Board during 2024 (paper 4.1).

2987 The Committee **NOTED** the updated Board EDI profile comparison as of September 2024 following the majority of the Independent Trustee recruitment. It was noted that this will change further in early 2025 with the departures of the Chair and Vice Chair but that UCEM will maintain its 30% Club membership, given Liz Marr will come onto the Board when Stephen Jackson retires.

2988 The Committee **APPROVED** the plans to re-run the Board EDI Questionnaire in early 2025 to allow for comparison with the benchmark data and action planning for the remainder of 2025.

ACTION: Issue the Board EDI Questionnaire in early 2025. [JEF/LH]

2989 The Committee **NOTED** the plans to establish an EDI Committee that will come forward in 2025 and that Prof Michelle Jones would be integral to this on behalf of the Board as Lead Trustee for EDI. The aim will be to bring all EDI work together to allow for a clear action-based approach across UCEM.

ACTION: Establish a UCEM EDI Committee and ensure Prof Michelle Jones is part of this group on behalf of the Board of Trustees. [JEF/LH]

5) GENERAL GOVERNANCE MATTERS

2990 5.1) TRUSTEE APPRAISALS 2024 OUTCOMES

2991 The Chair provided an overview of the outcomes of the Trustee Appraisal discussions conducted over summer 2024 (paper 5.1). Once again, the Chair and Vice Chair commented how valuable and enjoyable these two-way discussions had been. Overall, the Board is still considered very effective and operates with a positive and committed working culture, but UCEM should not be complacent about this.

2992 A series of recommendations were made and discussed by the Committee. The following were agreed:

- Refresh the form used for Trustee appraisals for next year with the input of the new Chair and Vice Chair – possibly providing a more generic outline agenda for discussions or even considering using a tool like boardclic.com for a new way of evaluating the effectiveness of the Board. The same questions have been asked for several years and it is now important to develop these conversations further. That said, it is important the conversation is two-way to ensure UCEM is satisfied that Trustees are effectively fulfilling the requirements of the role and actively contributing to UCEM. JQ offered to help revise the form in due course and suggested that safeguarding should be a focus within the form as it is every Trustee’s responsibility and not just the Lead Trustee.
- Provide more information / briefing to Trustees on the design and operation of the governance structure at UCEM and how it has evolved to its current configuration. This should be provided to the Board as part of the Governance Review feedback.
- The Board should appoint Vice Chairs of sub committees.
- The Board should appoint a new Chair of Nominations & governance Committee that is **NOT** the Chair of the Board of Trustees. This will be agreed following the Chair recruitment process.
- Risk oversight should be scheduled on the board agenda at least once a year.
- The University Secretary should consider scheduling an external speaker to the Board on EDI to complement the work on the EDI Trustee Questionnaire.
- Ensure more staff presentations are made to the Board on specific areas of the business, particularly the academic team in terms of teaching and the development of new programmes.
- Consider the role of the Staff Trustee and provide greater clarity and guidance on how they can make the most of their roles on the Board. It was noted that all institutions struggle with the role and whether the incumbents are staff representatives or trustees in the full sense and the balance between strategic matters of relevance to the Board and operational matters that are more internal. The University Secretary committed to review and work to improve the impact the Staff Trustees have within the Board as far as possible.
- Similarly, work could be undertaken to ensure the Student Trustees at the Board are truly representative of the whole student body and do not just represent their own views. The Student Community Team shall be engaged in supporting this work.
- UCEM should consider whether staff and students feel they have enough effective interaction with the Board. It was felt there probably are enough opportunities for staff with all staff presentations, QBR attendance and drinks with the Board following meetings. There may be more that could be achieved with students though.

ACTION: Take forward the agreed actions as a result of the Trustee Appraisal discussions in 2024. [JEF/LH]

2993 The Committee **NOTED** the broad outcomes and themes from the appraisals process in 2024.

2994 5.2) REVIEW OF GOVERNANCE

2995 Jane Fawkes updated the Committee on the outcomes of the Governance Review undertaken at UCEM this year. The report covers Academic Governance, Corporate Governance and Board Governance and the six recommendations associated with Board Governance were presented in paper 5.2 for the consideration of the Committee. It was acknowledged that whilst UCEM is individually highly regarded in each area, there are potential efficiencies to make between the three areas and how they interact and to shape the size and operation of governance in line with the size

and shape of the institution as a whole. The major area for action is the academic governance and the team is now working through academic processes to implement the recommendations made.

2996 In terms of Board governance, the first action was to introduce a uniform cover sheet for all Board papers and this will be adopted for 2025.

ACTION: Introduce a new standard Covering Paper for all Board papers. [LH]

2997 REDACTED

ACTION: REDACTED

2998 The recommendation that UCEM should establish a formal Internal Audit Service will be discussed in detail at the November meeting of the Audit Committee with a formal recommendation by the Committee back to Nominations & Governance Committee thereafter. It was felt this would be good practice and would support the Finance Team and Treasurer in their roles. It was noted this brings with it a substantial budget requirement in future years.

2999 The fourth recommendation was relative to the Vice Chancellor's quarterly report to the Board, which it was felt was too narrow in being limited only to the CX9 metrics and associated performance. A wider report that brings information on current affairs and external landscape might be of added value. The Committee was conscious it would not wish to duplicate or increase effort for additional information but agreed the Board would benefit from some wider pertinent updates on institutional activities/key issues of note, contributed to by the wider leadership team, and the external factors impacting the sector / UCEM as a pulse report.

ACTION: Introduce an enhanced scope VC's update report to the Board that gives some pertinent institutional updates beyond the CX9 and looks at external factors impacting the sector/UCEM. [JEF/AW/LH]

3000 REDACTED

3001 The final recommendation was that the Finance Committee and wider Board may benefit from more detailed reporting of tuition fee and apprenticeship income. It was agreed that this could be covered through a focussed lunch and learn session. It was also noted that this is covered in detail at Quarterly Business Review meetings, to which all Trustees are invited.

3002 5.3) HONORARY AND ASSOCIATE FELLOWSHIP NOMINATIONS 2024

3003 The nominations process for Honorary and Associate Fellowships in 2024 was opened from 15 July to 6 September 2024. This time the process yielded seven nominations for Honorary Fellowship and nine nominations for Associate Fellowship. The Committee noted that there are no limits to the numbers of appointments that can be made, and the University College Secretary confirmed within paper 5.3 which nominations meet the eligibility criteria and are recommended for approval. JEF also reminded the Committee that nominees for Honorary Fellowships have to have a strong connection and history with UCEM.

3004 REDACTED

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3022 The Committee **NOTED** that those approved for Honorary Fellowships will be presented their awards at the summer Graduation Ceremony 2025 and they would be informed of their award after the UCEM Board endorses the nominations in their December meeting. Those approved for Associate Fellowships would be invited to the Honorary Awards Community luncheon in Spring 2025 to be presented with their certificates and will be written to after the Board endorses the nominations in their December meeting. Some PR and press around the appointments will be undertaken once they are confirmed and only at the time the certificates are presented.

ACTION: Submit the approved nominees to the Board of Trustees on 4 December 2024 for their formal approval and then write to all nominees confirming their appointments as Honorary and Associate Fellows and organise for promotional activity to take place regarding the appointments at the time they are presented.
[JEF/LH]

3023 **5.4) THIRD SUPPLEMENTAL CHARTER REVIEW**

3024 Jane Fawkes introduced paper 5.4 which provided initial thoughts for discussion regarding a review of the Third Supplemental Charter during the 2024-25 year to support the University Title and name change project.

3025 The areas currently proposed for review are the length of term of student trustees, reduction of information on Academic Board within the Bye-Laws (potentially also considering how Trustees interact with Academic Board as part of the Governance Review), change of Chairman to gender-neutral Chair and updated job titles with regards to the Deputy Principal (now Deputy Vice Chancellor).

3026 The Committee **NOTED** the process for making changes and updates to the Third Supplemental Charter. The Committee was asked to email any further thoughts on potential areas for amendments to the University Secretary.

3027 **5.5) VICE CHANCELLOR'S EXTERNAL APPOINTMENTS**

3028 The Chair and Vice Chancellor outlined to the Board the current and future external appointments that she has approved for the Vice Chancellor to undertake as part of growing UCEM's external profile and influence (paper 5.5). The Vice Chancellor confirmed that the workload and commitment level from January 2025 will be reduced from what it is today, albeit he remains hopeful that an application to Skills England may be successful and it if were the overall commitment levels may need to be reviewed once more.

3029 The Committee **NOTED** and **ENDORSED** the external commitments of the Vice Chancellor.

3030 **5.6) APPOINTMENT OF A CHIEF OPERATING OFFICER – AN UPDATE**

3031 REDACTED

3032 REDACTED

3033 REDACTED

6) ANY OTHER BUSINESS

3034 **6.1) ANY OTHER BUSINESS**

3035 The Committee received and **NOTED** an update on the Property Award event, to be held on 10 October 2024 (paper 6.1).

3036 No additional items of business were reported and all matters at item 7 were duly approved or noted.

3037 **6.2) DATE AND TIME OF NEXT MEETING**

3038 The date and time of the next Nominations and Governance Committee will be Thursday 27 February 2025 from 10.00am-12.00noon via Zoom.

7) MEETING CLOSE

3039 The meeting concluded at 11.53am.

8) MATTERS FOR APPROVAL, NOTING AND REPORTING ONLY

3040 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.

3041 8.1) UCEM GOVERNANCE FRAMEWORK

3042 The Committee **APPROVED** the minor update to the UCEM Delegation Framework V4.01 for finalisation as the new V5.0 and agreed to remind the Board of the general principles of the Framework at the next meeting.

ACTION: Finalise and publish the update Delegation Framework. [LH]

3043 8.2) UCEM COMPLIANCE WITH CUC CODE OF HE GOVERNANCE

3044 The Committee **NOTED** that overall UCEM can demonstrate continued compliance with the CUC Higher Education Code of Governance (2020).

3045 The Committee **AGREED** that is still would not wish to appoint to a Senior Independent Governor role at UCEM.

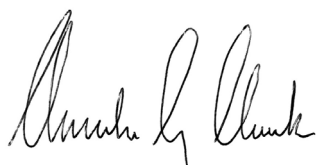
3046 7.3) REVIEW AND RE-APPROVAL OF SUB-COMMITTEE TERMS OF REFERENCE

3047 The Committee **APPROVED** the Finance Committee Terms of Reference V14.01 (updated membership and nomenclature only) for finalisation and publication as V15.0, the Audit Committee Terms of Reference V12.01 (updated membership and nomenclature only) for finalisation and publication as V13.0 and the Nominations & Governance Committee Terms of Reference V11.01 (updated membership and nomenclature only) for finalisation and publication as V12.0.

ACTION: Finalise and publish the approved sub-committee Terms of Reference. [LH]

3048 The Committee **NOTED** that no other Terms of Reference required review or update at the current time.

Signed:



Name: Amanda Clack

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

Date: 5 December 2024