

Exceptional Nominations and Governance Committee

5 December 2024

REDACTED MINUTES FOR PUBLICATION

A, exceptional meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 5 December 2024 from 16.00-16.45pm to discuss two specific matters of business.

Present: Amanda Clack [AC] (Chair)
Chris Costigan [CC]
Nick Hughes [NH]
Peter McCrea OBE [PM]
Jules Quinn [JQ]
Ashley Wheaton [AW]

Apologies: Dr Stephen Jackson [SJ]
Prof. Michelle Jones [MJ]

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

1) GENERAL MEETING GOVERNANCE

3049 **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

3050 There was one conflict of interest declared with the Committee noting that Peter McCrea would depart the meeting for item 2.1 and then return for the remainder of the agenda.

3051 **1.2) APOLOGIES FOR ABSENCE**

3052 There were apologies for absence from Michelle Jones and Stephen Jackson.

3053 **1.3) MINUTES OF THE MEETING HELD 3 OCTOBER 2024**

3054 The minutes of the Nominations and Governance Committee held 3 October 2024, and the proposed redacted matters were **APPROVED** as a true record and signed by the Chair ahead of publication on the UCEM website.

3055 It was noted that all other regular Committee business would resume in February.

2) COMPOSITION OF THE BOARD – CHAIR APPOINTMENT

3056 **2.1) APPOINTMENT OF A NEW CHAIR OF THE BOARD OF TRUSTEES**

3057 Peter McCrea left the meeting for this item of business due to a conflict of interest.

3058 Following notification of the Chair of the Board of Trustee’s intention to stand down from the role in July 2024, a recruitment process has been held through the autumn as per the agreements made by the Committee at their last meeting on process and panel membership and as outlined in paper 2.1. There were 6 applications, and 3 candidates shortlisted who proceeded to interview. The University Secretary thanked the panel for their time and input into this process.

3059 Formal panel interviews were concluded on 3 December 2024 and the Committee was advised that the outcome is a recommendation from the Panel to appoint Peter McCrea to the role of Chair of the Board from 1 February 2025.

3060 As a member of the Panel on behalf of the Committee, JQ commented that the process had been robust and had concluded with two appointable candidates, but the Panel felt Peter was the right option for UCEM, will do a good job for UCEM and the decision to recommend appointment was unanimous. The Vice Chancellor confirmed his agreement with the outcome, following his initial informal discussions with each candidate, and the outgoing Chair confirmed her agreement that the appointment is a positive outcome for UCEM as Peter will be fair, strong, capable and is well networked to support UCEM through its next strategic period. The wider Committee members also concurred. They also commented that despite the process resulting in an ‘internal’ candidate, it is positive to be able to demonstrate that a thorough, transparent and fair process was held.

3061 The University Secretary confirmed that the Panel did consider the gender optics of the appointment given UCEM has a male Vice Chair and Vice Chancellor but felt it had to select the best candidate. REDACTED

3062 The University Secretary advised that she had a called booked with PM to communicate the outcome after this meeting but that given the lack of time available since the interviews concluding and the timing of this meeting, no paperwork or formal recommendation has been circulated to the Committee to consider and vote on. Therefore, approval was not sought in the meeting. The proposed next steps are to prepare this via Chairs Action over email to the Nominations and Governance Committee (excluding Peter McCrea) and once pre-approval is secured (pre-Christmas), to convene a short virtual Board meeting in early January to confirm the appointment.

ACTION: Undertake a Chair’s Action to approve the appointment of Peter McCrea OBE to the role of Chair of the Board of Trustees from 1 February 2025. {JEF/LH}

3063 The Committee **NOTED** that induction planning, and handover, will take place through January 2025 and that Amanda Clack’s last date as Chair will be 31 January 2025 where she will preside over Graduation.

3) UNIVERSITY TITLE**3064** **3.1) REVISIONS TO THE ROYAL CHARTER AND BYE LAWS**

- 3065 Peter McCrea returned to the meeting for the remainder of the agenda and discussions.
- 3066 The Committee was advised that as part of the University Title and name change process, UCEM would need to update its Royal Charter, Byelaws and Regulations. The Board and Nominations & Governance Committee have the power and delegated authority to update the Regulations as required, however the Royal Charter and Byelaws can only be changed through a formal process managed by the Privy Council. In preparation for this potentially long process, work has commenced on changes that would be requested, with the legal support of Pinsent Masons. A series of documents were provided in papers 3.1a-3.1c that outline the proposed changes, in tracked changes, clean copy and summary versions.
- 3067 The University Secretary outlined to the Committee the key changes being proposed (outside of title change alone), which for the Royal Charter were focused on removal of mention of specific professional bodies (given UCEM now works with far more than just the RICS and CIOB), the modernisation of language in various areas of the Charter, clarity to collaboration/joint venture activities and removal of reference to the library function (as no other departmental functions are explicitly included). In the Byelaws the changes proposed are the removal of various clauses on terms of office and co-opted membership to the Regulations (for easier internal governance management and flexibility), moving many of the Byelaws into the Regulations to shorten them and give UCEM greater control, the removal of the Terms of Reference for the Academic Board, and the inclusion of sub-headings throughout to make the documents easier to navigate. All areas proposed for removal from the Charter and Byelaws would be incorporated into the Regulations which remains under the control of the Committee. Proposed changes to the Regulations will be presented to the next meeting of the Committee in February 2025 and will always be reviewed at least annually. The Board of Trustees will be asked to approve a resolution to sign-off of the formal submission to the Privy Council, which can only happen once the OfS confirms a new name for UCEM. The conversations to commence imminently with the Privy Council will be informal only at this stage but investing the time now may help speed up the process once the formal application is submitted.
- 3068 The Committee discussed the proposals and agreed a few further matters for inclusion in the proposed changes:
- Further discussion to take place with UCEM's lawyers on the independence of Academic Board from the Board of Trustees (point 2.2) as the current draft places the Academic Board under the delegated authority of the Board of Trustees and this is not correct.
 - Where language is being modernised, in point 2h, the word 'ad-measurement' should just be changed to 'measurement'.
 - Small error was noted in point 2d where it should read 'bodies' and not 'body'.
- 3069 REDACTED
- 3070 The Committee welcomed the increased flexibility that the proposed changes will give UCEM and consider them appropriate and helpful, without diluting governance and controls within the institution, particularly as UCEM is also committed to following the CUC Code of Governance and Charity Commission guidelines. The Committee queried how amenable to the substantial changes the Privy Council is likely to be and the University Secretary confirmed there is a general understanding

that simplicity is being welcomed in order to reduce the overall workload of the Privy Council associated with change requests.

3071 The Committee **NOTED** that the process may take up to 18 months with the Privy Council but that this has been mitigated through the planned use of the trading name University of the Built Environment following the granting of consent for UCEM to become University of the Built Environment by OfS and DfE.

3072 Following their discussions, the Committee **ENDORSED** the changes proposed with the Charter, subject to inclusion of those identified in minute 3068, and **AGREED** that UCEM should commence its informal conversations with the Privy Council on this basis. It was **NOTED** that once the new title is granted by the OfS, UCEM will secure a full Board resolution to make its formal submission to the Privy Council for the revisions.

4) ANY OTHER BUSINESS

3073 4.1) ANY OTHER BUSINESS

3074 The Vice Chancellor commented that the University of the Built Environment title application closed consultation had commenced on 4 December 2024 and already HKICM and CIOB had re-expressed their wholehearted support – industry is very much supportive of the name change.

3075 The University Secretary will be sourcing and proposing a new Chair of Nominations and Governance Committee for the February 2024 meeting onwards.

3076 No additional items of business were reported.

3077 4.2) DATE AND TIME OF NEXT MEETING

3078 The date and time of the next Nominations and Governance Committee will be Thursday 27 February 2025 from 10.00am-12.00noon via Zoom.

5) MEETING CLOSE

3079 The meeting concluded at 16.32pm.

Signed: 

Name: Jules Quinn

Position: Vice Chair of Nominations & Governance Committee

Date: 27 February 2025