

MEETING OF THE BOARD OF TRUSTEES 4 DECEMBER 2024

REDACTED MINUTES FOR PUBLICATION

A meeting of the Board of Trustees was held at Horizons, UCEM, 60 Queen's Road, Reading, RG1 4BS from 12.45-16.15pm on Wednesday 4 December 2024.

Present:	A Clack (AC)	(Chair)
	A Denton (AD)	(Student Trustee)
	J Gill (JG)	
	N Hughes (NH)	
	J Hubert (JH)	(Staff Trustee)
	Dr S Jackson (SJ)	(Vice Chair)
	Prof M Jones (MJ)	
	R Kerslake CBE (RK)	
	Dr L Marr (LM)	(Trustee Designate)
	P McCrea OBE (PM)	
	B McManus (BM)	(Student Trustee)
	J Quinn (JQ)	
	G Ralphs (GR)	
	G Scott (GS)	(Honorary Treasurer)
C Thackeray (CT)	(Staff Trustee)	
A Wheaton (AW)	(Vice Chancellor)	
In attendance:	C Augustine (CA)	(Board Apprentice)
	D Balme (DB)	(Chief Operating Officer) from item 2 onwards
	S Bartle (SB)	(Pro Vice Chancellor Business Development & Apprenticeships) for item 2 only
	L Downey (LD)	(Pro Vice Chancellor Student & Registry Services) for item 2 and 4.4 only
	J E Fawkes (JEF)	(Deputy Vice Chancellor & University Secretary)
	Dr W Finlay (WF)	(Pro Vice Chancellor Education) for item 2 only
	L Gaitskell (LG)	(Board Apprentice)
	L Hughes (LH)	(Clerk to the Board) minute taker
	J Kerr (JK)	(Finance Director) for item 4.3 only
	L Rogers (LR)	(HR Analyst and Adviser) for item 4.4 only
	L Wilks (LW)	(Director of HR) for item 4.4 only
	A Williams (AWi)	(Executive Director Innovation & Partnerships) for item 2 only
Apologies:	Prof N Braisby (NB)	
	C Costigan (CC)	
	D O'Rourke (DOR)	

1) GENERAL BOARD GOVERNANCE

13236 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

13237 There were no conflicts of interest reported except that RK asked it to be noted that she is also on the Board of Homes England, and it was noted that Peter McCrea would leave the meeting for item 1.8.

13238 1.2) APOLOGIES FOR ABSENCE AND WELCOMES

13239 There were apologies for absence from Nick Braisby, Dominic O'Rourke and Chris Costigan.

13240 The Chair welcomed Liz Marr, Trustee Designate, to her first meeting ahead of her formally becoming a UCEM Independent Trustee in March 2025.

13241 1.3) ANNUAL LOYAL GREETINGS TO THEIR MAJESTIES KING CHARLES III AND QUEEN CAMILLA

13242 The Chair proposed that the University College of Estate Management extend its annual loyal greetings from the Board to Their Majesties King Charles III and Queen Camilla in hope that they continue to enjoy good health and happiness. This motion will be sent by letter from the Board within the next week.

ACTION: **Write letter to Their Majesties King Charles and Queen Camilla extending annual Loyal Greetings from the UCEM Board of Trustees. [LH]**

13243 1.4) APPROVAL OF THE MINUTES OF THE MEETING HELD 19 SEPTEMBER 2024

13244 The minutes and the proposed redactions of the Board of Trustees meeting held on 19 September 2024 (as provided at paper 1.4) were **APPROVED** as a true record and signed by the Chair. They will be published on the UCEM Governance webpage.

13245 1.5) APPROVAL OF THE MINUTES OF THE MEETING HELD 22 NOVEMBER 2024

13246 The minutes and the proposed redactions of the Board of Trustees meeting held on 22 November 2024 (as provided at paper 1.5) were **APPROVED** as a true record and signed by the Chair. They will be published on the UCEM Governance webpage.

13247 1.6) MATTERS ARISING AND ACTIONS SUMMARY

13248 The summary showing the outcomes of actions from the meeting held 19 September 2024 (paper 1.6) was taken as read with updates on listed actions duly **NOTED**. Those actions still ongoing were the scheduling of a full Board discussion on Artificial Intelligence and that the Board will receive more on UCEM's risk management approach during 2025.

13249 **1.6) BOARD RE-APPOINTMENTS**

- 13250 Adam Denton and Ben McManus stepped out of the meeting room for this item.
- 13251 Jane Fawkes, University Secretary, updated the Board on some re-appointments required where Trustees have reached the end of their current terms of office. The proposal that the Board approves the re-appointments comes from the Nominations & Governance Committee who considered the matters in October 2024 (paper 1.6). This completes a period of high turnover during 2024 and 2025.
- 13252 The Board **APPROVED** the re-appointment of Dominic O'Rourke as an Independent Trustee for a second three-year term of office from November 2024 to November 2027.
- 13253 The Board **APPROVED** the re-appointment of Adam Denton as Student Trustee for a third one-year term of office from January 2025 to January 2026.
- 13254 The Board **APPROVED** the re-appointment of Ben McManus as Student Trustee for a second one-year term of office from March 2025 to March 2026.
- 13255 The Board welcomed AD and BM back into the meeting room and congratulated them on their re-appointments.

13256 **1.8) CHAIR OF THE BOARD OF TRUSTEES RECRUITMENT UPDATE**

- 13257 Peter McCrea stepped out of the meeting room for this item due to a conflict of interest as one of the applicants for the Chair of the Board role.
- 13258 Jane Fawkes, University Secretary, updated the Board on the recruitment process held for a new Chair of the Board which took place through the Autumn following Nominations & Governance Committee approval (paper 1.8 summarised the process and panel members). JEF sincerely thanked the Panel for their significant time throughout this process.
- 13259 JEF advised that the final interview had taken place on 3 December 2024 and that the Panel would be making their recommendation verbally to the Nominations & Governance Committee on 5 December 2024, after which a Chair's Action would be agreed and formal recommendation would come forward to the Board for approval at a short, exceptional, virtual meeting in the first week of January 2025.
- 13260 The Board **NOTED** the robust process held for recruitment of a new Chair of the Board.
- 13261 The Board **NOTED** that the appointment of a new Chair will be recommended to the Nominations and Governance Committee at their meeting on 5 December 2024 and this would then proceed to the Board thereafter to formalise the appointment ahead of induction and handover being planned through January 2025.
- 13262 The Chair welcomed Peter McCrea back into the meeting room.

13263 **1.9) SUB-COMMITTEE ANNUAL REPORTS 2023-24**

- 13264 Jane Fawkes advised that each sub-committee had prepared its annual report of the work done during the 2023-24 academic and financial year and considered these at their autumn meetings. They were now presented to the Board for final approval in papers 1.9a-1.9e.
- 13265 The Board **NOTED** the work undertaken by the Nominations and Governance Committee in 2023-24 and **APPROVED** the Committee's Annual Report provided at paper 9.1a.
- 13266 The Board **NOTED** the work undertaken by the Remuneration Committee in 2023-24 and **APPROVED** the Committee's Annual Report provided at paper 9.1b.
- 13267 The Board **NOTED** the work undertaken by the Audit Committee in 2023-24 and **APPROVED** the Committee's Annual Report provided at paper 9.1c.
- 13268 The Board **NOTED** the work undertaken by the Finance Committee in 2023-24 and **APPROVED** the Committee's Annual Report provided at paper 9.1d.
- 13269 The Board **NOTED** the work undertaken by the Academic Review Committee in 2023-24 and **APPROVED** the Committee's Annual Report provided at paper 9.1e. The Board noted that discussions were ongoing in this Committee about refining its role to focus on quality assurance which may include a potential change of name.

2) STRATEGIC DISCUSSIONS**13270** **2.1) UNIVERSITY TITLE UPDATE**

- 13271 The University Secretary presented paper 2.1 to the Board which provided an update on UCEM's University Title application to the Office for Students (OfS). JEF advised that the OfS had commenced a closed consultation process on 4 December 2024 for a four-week period (closing 8 January 2025). This is a shortened process and is likely to generate fewer responses which is hopefully positive for UCEM. As part of this, letters are being written to key UCEM contacts in the professional bodies, industry and across the student body to encourage supportive responses. There is also a survey link open to students on the VLE to complete.
- 13272 JEF also advised that once the OfS has granted consent, UCEM will progress the name change project and commence trading as University of the Built Environment. It will, however, need to make a formal request to change its legal name, in accordance with the consent, to the Privy Council which may take up to 18 months. Nominations & Governance Committee is commencing work on this process on 5 December 2024. Until consent is also received by Privy Council UCEM's legal name cannot change.
- 13273 UCEM will publicly launch its new name during 2025, and applications have been submitted for the relevant trademarks. An internal project team is overseeing all the associated work and has undertaken a website update in recent weeks that already reflects UCEM being the specialist provider for the built environment, which will

support the consultation process. A substantive budget request will be made to Finance Committee to support the project work in March 2025.

13274

REDACTED

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The Board **NOTED** the progress with UCEM's application for University title and that there is likely to be a period of time where UCEM will trade as University of the Built Environment, but its legal name will remain as UCEM until the Privy Council approves changes to the Royal Charter.

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The Trustees **NOTED** that they had been invited to join the Nominations & Governance Committee in February 2025 to consider and approve the new brand and logo for the University of the Built Environment.

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The Chair, on behalf of the whole Board, thanked Jane Fawkes, University Secretary, for her work to date and leadership of this important strategic initiative and milestone moment for UCEM in its 106-year history.

13278**2.2) STRATEGIC PLAN 2025-2030**

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The Vice Chancellor presented paper 2.2 to the Board which outlined how the feedback provided by the Board in September had been incorporated into the final strategic plan now presented for approval. The VC thanked the Board for their engagement and constructive input through the process. The VC reported that the Executive Team is content with the aspirations within the plan and will now work to diligently create the annual plans that will see them delivered by 2030. This was caveated by the ongoing uncertainty in potential government policy changes in the new political landscape, which UCEM will remain agile to and where necessary the plan will evolve and change.

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The VC also highlighted that UCEM finds itself in a perfect storm in terms of workload on the Executive Team during the next 3 months. Many of the strategic initiatives UCEM has been striving for are peaking simultaneously (as is evident in the number of items to be presented through agenda item 2) and the load and responsibility carried by the Executive Team to deliver on them is immense and cannot easily be diverted elsewhere. The VC asked for the Board's understanding through this period.

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Trustee Designate Liz Marr posed some questions about the targets on apprentice/sponsored and non-sponsored students within the plan, querying why UCEM had not been more ambitious with its non-sponsored student targets. It was commented that B2C recruitment is just a much smaller part of what UCEM does now but if changes to the Apprenticeship Levy impact UCEM negatively, bolstering this side of the business once more will become more important again and the plan will be adjusted. LM also queried why UCEM was not targeting Ofsted Outstanding and TEF Gold. It was confirmed that having these as stretch targets was more appropriate for UCEM given the TEF submission would be its first ever attempt and given the different context and operating model UCEM has.

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The Board queried when various sub-strategies referred to within the Plan would become available for review, such as the HR and People Strategy, the Technology Strategy and the Productivity Strategy. The VC responded that first draft work on each is already underway so they will come forward during 2025.

13283 The Board **APPROVED** the version of the Strategic Plan 2025-2030 presented as final and **NOTED** the work to disseminate it internally and externally will now commence for delivery from September 2025. The Board extended its sincere thanks to Hannah Al-Katib for all her work to pull the plan together and ensure all feedback was incorporated into the final text.

13284 **2.3) FIVE-YEAR PLAN FOR UCEM ASIA LTD**

13285 The Pro Vice Chancellor Business Development and Apprenticeships presented paper 2.3 to the Board which outlined UCEM's five-year plan for UCEM Asia Ltd, UCEM's Hong Kong operation. The Plan was reviewed and agreed in principle by the Executive Team in November and it sets out what will change in terms of activities and approach in order to deliver a more positive financial position. It was also stressed that there will be a formal opportunity for the Board to assess UCEM's progress on executing against the plan and to withdraw if it considers this the best course of action, this will logically be towards the end of the 2026-27 academic year, once the new model has been tested for one full year within the market.

13286 SB explained that at the heart of the plan is an intention to deliver a more local offer within the region. The proposed growth in numbers to 300-500 students is modest and is only a fragment of the potential market in Hong Kong itself and in the wider APAC region.

13287 SB reminded the Board that the subsidiary had been established in 2016 and peaked in the years after this though lost some ground in recent years, particularly following the Covid-19 pandemic. In order to return to the pre-pandemic position, UCEM needs to enhance the offer, but this will predominantly be targeted at Hong Kong and Macau rather than the whole APAC region. **REDACTED**

13288 To support delivery of the plan, a locally based Director would be recruited, but no other staff increases are currently projected. It is also anticipated that the new UBE name will help UCEM's status and profile in the local market. The Team is confident the proposed changes will deliver more in terms of gross margin and overall financial contribution to UCEM. The final page of the paper provided the financials associated with the plan. It includes all direct costs, but the costs UCEM incurs regardless of whether it has the Hong Kong office or not have been removed. The plan shows that if the projected student numbers are achieved, the UCEM Asia Ltd operation would deliver a contribution of more than 10% and this would ensure financial viability.

13289 **REDACTED**. UCEM has tested its value proposition with key stakeholders.

13290 The Board also queried why student numbers are projected to drop further in 2025-26 rather than increase. The rationale for this is prudence and the time it will take to get new Director in post and the new hybrid offer established. The Board also sought clarification as to why in the draft numbers provided the average income per student per year were lower than the published course fees. The COO agreed to investigate this and respond once the variance in the data was understood.

ACTION: DB to report back to the Board on the reason for the average income per student in the financials being lower than the published course fees. [DB]

13291 The Board also queried whether UCEM had sufficiently assessed alternative market opportunities in the region, such as Singapore. UCEM will continue to evaluate such opportunities as they arise, but international expansion was taken out of the strategic plan for 2025-2030 and in the context of the wider strategic workload on the institution it would be difficult to reinstate. Remaining agile to genuine opportunities will be UCEM's approach to the myriad international opportunities that do emerge for the institution's consideration.

13292 Finally, the Board queried whether the financials include all the technology, data and software costs that are likely to be incurred with a local offer. This has been factored in, but UCEM is conscious of the risk of operating in Hong Kong from the technology perspective and that the political landscape could change swiftly meaning UCEM must have a plan and/or exit strategy in place to cope. This risk is actively managed and mitigated through the Risk Register and by the SLT.

13293 The Board **APPROVED** the proposals set out in the five-year plan for UCEM Asia Ltd and **NOTED** that a comprehensive delivery plan will now be prepared. The Board requested ongoing visibility of progress against the plan over the next eighteen months.

13294 **2.4) REDACTED**

13295 REDACTED

13296 REDACTED.

13297 REDACTED.

13298 REDACTED

ACTION: REDACTED

13299 REDACTED

13300 REDACTED

13301 **2.5) RESEARCH UPDATE**

13302 The Pro Vice Chancellor Education presented paper 2.5 to the Board which outlined UCEM's progress to date with its research ambitions and an update on work being undertaken to offer research degrees from 2025-26 with The Open University as UCEM's validating partner.

13303 WF reported that growing UCEM's research function has been a core and long-term ambition within the CX Plan since 2019, the aim being to move towards an inaugural REF submission in the next five-years of the plan and to commence offering L8 research degrees, which is the first step towards achieving Research Degree Awarding Powers. UCEM has been busy capacity building for all these activities and has been successful in securing research funding, though remains ineligible for UKRI funding. The research outputs are forming into a research repository that will support the REF submission in 2029.

- 13304 The primary activity underway now and for the next 6 months is UCEM's discussions with the Open University to become an Affiliated Research Centres (ARC), which is the means by which UCEM can commence offering research degrees through a validating partnership from Autumn 2025. UCEM has progressed through Stage 1 of the application and is now in Stage 2. The process is long and requires genuine commitment as UCEM evolves from a purely teaching focussed university. A request for investment will come forward to the Board during 2025.
- 13305 The Board welcomed the growth in activity in this area but queried why UCEM is ineligible for UKRI fundings. This is because it is not a REF institution yet. UCEM currently only secures random grants for research but is working to create a logical narrative within this to support its REF submission in 2029.
- 13306 The Board queried UCEM's current resource commitment to research and was informed that only a very small amount of time to work on research is granted to a small number of staff per week. UCEM does need to grow this and will need to increase its number of REF-able staff before 2029, particularly to supervise the research degrees UCEM will offer. UCEM currently has no pure researchers and is doing a lot with very little to grow its research presence.
- 13307 The academic Trustees commented that UCEM's progress in the last two years in this area is incredible. They also offered support as a critical friend to support REF preparation and compliance. Once UCEM is over the current peak in workload to secure ARC with the Open University a full plan to map out the timelines and key milestones for REF and RDAP will be created. The academic Trustees also queried where the research students would come from given the need for a critical mass of activity which is not easy to grow organically. UCEM will need to invest to secure practising researchers. Long term UCEM would also like to develop professional doctorates.
- 13308 The Board noted the potential fortuitous timing of securing ARC at the same time as UCEM launches itself as the fully-fledged UBE in 2025. The decision of the Open University is anticipated in May 2025.
- 13309 The Board **NOTED** the work to date on delivering UCEM's long-term research ambitions and sincerely thanked WF and her team for their work to dates. The Board would like to receive regular updates through 2025 on this important area of strategic ambition.
- 13310** **2.6) REDACTED**
- 13311 REDACTED.
- 13312 REDACTED
- 13313 REDACTED
- 13314 REDACTED
- 13315 REDACTED.

13316 REDACTED

3) STUDENT AND STAFF FEEDBACK

13317 3.1) UCEM STAFF TRUSTEE REPORT

13318 Charlotte Thackeray and Jon Hubert, the Staff Trustees, provided the Staff Trustee report (see paper 3.1) focussed on CPD and support to staff in their development as a core component of retaining an engaged and healthy workforce. CT reported that professional services are taking a whole department approach to development with the team. Within the academic teams, staff development is enshrined within the strategy and UCEM is keen to develop its staff further and runs several professional development forums each year to disseminate best practice in areas such as pedagogy, research and innovation. With UCEM's overall model evolving into a fully-fledged university this will continue to develop over time.

13319 The Board queried the overall strategy and approach to staff development at UCEM and whether this included areas such as digital fluidity and digital pedagogies. It was acknowledged that AI literacy is required and a comprehensive plan for this will need to be put in place. The Board also welcomed the Aspiring Line Managers training that is available.

13320 The Board **NOTED** the Staff Trustee update report and feedback, and the Chair thanked CT/JH for their contribution to the meeting.

13321 The Board **NOTED** that there was no Student report for this meeting and that this would resume at the next meeting.

4) INSTITUTIONAL UPDATE

13322 4.1) VICE CHANCELLOR'S UPDATE AND OVERVIEW OF PERFORMANCE AGAINST TARGETS 2024-25

13323 A UCEM progress update was provided by the Vice Chancellor (paper 4.1). The coloured RAG ratings in the report reflect the status of the objective at this stage of the 2024-25 financial year, providing the latest perspective on performance against the top level CX9 goals for the year, activities on projects and some additional commentary on work taking place.

13324 The Vice Chancellor reported that the early financial indicators for the year are strong albeit the operating margin is currently less than target due to additional incurred costs in the year so far – some within UCEM's control and others not (such as Employer National Insurance rise which carries a £320K full year impact). Work to reforecast for the remainder of the year will be carried out in January as is customary. It is positive that UCEM outperformed its income target even with ISG going into administration (where UCEM had over 100 students impacted). In total UCEM recruited 1,023 new students vs a target of 920, 37 of which were on new programmes (target for the year is 100). 754 of the new students were recruited via the Business Development Team. It was noted that the Executive Team had made the difficult decision not to proceed with an intake on the MSc Urban Planning in

autumn 2025 due to low numbers which is attributed to not securing RTP1 accreditation as yet, it had secured RICS accreditation.

- 13325 The Vice Chancellor reported that student success continues to improve in terms of module success rates and the focus will be to retain the levels now being seen with overall programme success becoming the focus of improvement activities in 2024/25. The Intake Retention Improvement Plan (IRIP) work could be the future focus of a Board *Lunch and Learn* presentation.
- 13326 The Vice Chancellor reported that the Employee Engagement Survey is live currently but results maybe impacted by a consultation underway on proposed changes to sick pay entitlement and policy which was not well received but has been rectified.
- 13327 The Vice Chancellor reported that now David Balme is permanently in post, more will come in the New Year on productivity, optimisation and the digital strategy. Work will also be forthcoming on UCEM's lessons learnt and plans for enhancing how it takes new products to market (especially in wholly new market areas), where the focus has to date been predominantly on the academic and business cases. In terms of progress on net zero, the Vice Chancellor recommended the Board reads the full Sustainability Annual report at paper 8.2.
- 13328 The Vice Chancellor reported that UCEM has a major project underway on its student support systems which are approaching end of life with the current supplier, Tribal, who cannot guarantee continuity of provision. UCEM has developed an interim solution and has ambitions to move towards a single source of student records across all of UCEM, with the aim of significantly reducing manual interventions.
- 13329 The Vice Chancellor ended by commenting that in the context of a Higher Education sector approaching financial crisis and some woeful predictions about its future, UCEM is in good shape.
- 13330 The Board welcomed the permanent appointment of David Balme and Alex Humphreys to the Vice Chancellor's team. REDACTED
- 13331 The Board thanked the Vice Chancellor and the Executive Team for delivery of CX9 to date and **NOTED** the overview of performance against the CX9 goals for the 2024-25 year.

13332 **4.2) EVOLUTION OF THE PROPERTY AWARDS INTO THE BUILT ENVIRONMENT AWARDS**

- 13333 The University Secretary presented paper 4.2 to the Board which proposed that the Property Awards event be rebranded into the Built Environment Awards during 2025 to align with the adoption of UCEM's new name as University for the Built Environment. This evolution would also allow for more and different awards to be added to the event in the future. In order to allow the change in 2025, the decision must be taken by the Board now as preparations and the process to select a main winner begin in February.
- 13334 The Board commented that 2025 was the right moment for this change, given the wider change to UBE that will take place and that the name sounds prestigious.

13335 The Board **AGREED** that the Property Awards should evolve into the Built Environment Awards in 2025 and **NOTED** that nominations for the 2025 award will be requested in the New Year ahead of the Panel selection process taking place in March 2025.

13336 4.3) APPROVAL OF THE UCEM ANNUAL REPORT AND FINANCIAL STATEMENTS 2023-24, THE LETTER OF REPRESENTATION AND THE RE-APPOINTMENT OF THE AUDITORS

13337 The Chair welcomed Jim Kerr to the meeting for item 4.3.

13338 The Board received the UCEM Annual Report and Financial Statements for 2023-24, the Letter of Representation and a proposal to re-appoint UCEM's current auditors in papers 4.4, 4.4a, 4.4b and 4.4c. The Board **NOTED** that the documentation had all been scrutinised by the Joint Audit & Finance Committee on 14 November 2024 and that the documentation came with their recommendation to approve. JK commented that the audit process had been smooth with no major concerns raised. The Honorary Treasurer reported that the Committees had commented on the excellent content of the report when they reviewed the documents in detail in November, but that UCEM could do a better job of presenting this information – be that in a glossy summary or within its marketing efforts – when it prepares the first such document for UBE in twelve months' time.

13339 The Board **APPROVED** the UCEM Annual Report and Financial Statements 2023-24 as recommended by the Audit & Finance Committee. The signature of the Chair will now be added to finalise the documents.

ACTION: Add the Chair's signature to the Annual Report and Financial Statements to finalise them and publish as required. [LH]

13340 The Board **APPROVED** the UCEM Letter of Representation to the Auditors. The signature of the Chair will now be added to finalise the document.

ACTION: Add the Chair's signature to the letter to finalise it and issue as required. [LH]

13341 The Board **APPROVED** the re-appointment of Forvis Mazars as UCEM auditors for a further year in 2025 and Nova as UCEM Asia Ltd auditors for a further year in 2025.

13342 The Board thanked Jim Kerr and the wider team for their work to complete the audit, Annual Report and Financial Statements within 4 months of year end.

13343 The Chair thanked JK for his contribution and invited him to leave the meeting.

13344 4.4) EQUALITY, DIVERSITY AND INCLUSION UPDATE

13345 The Chair welcomed Lynne Downey, Lisa Wilks and Lily Rogers to the meeting for item 4.4.

13346 Lynne Downey presented paper 4.4a to the Board which outlined UCEM's intentions to introduce a new EDI Committee from early 2025, the role of which will be to

support, promote and monitor all EDI activities at UCEM. The Lead Trustee for EDI would be an integral member of this Committee, as would some UCEM students.

- 13347 The Board suggested the proposed membership was too female focussed and needed more gender balance. It might also benefit from external input – an EDI expert in the industry – potentially as a member or as regularly invited expertise on specific topics.
- 13348 The Board **ENDORSED** the creation of the UCEM EDI Committee, pending some refinement of the membership proposed, and looked forward to receiving updates on its successful operation and achievements in due course.
- 13349 Lisa Wilks and Lilly Rogers presented paper 4.4b to the Board which provided the annual Gender, Ethnicity and Disability Pay Gap Report for approval (normally presented at the Spring meeting but brought forward this year). The Board welcomed the report including ethnicity and disability pay gaps despite this not being a legal requirement as yet.
- 13350 The Board was impressed at how early the report had been prepared and welcomed the valuable observations made about the data within the report. How UCEM might present the core observations in any press release could be given consideration. For example, UCEM reports 22% of its employees as disabled – this is a positive story to promote both in terms of the number itself and in terms of the culture of trust that enables staff to feel comfortable disclosing this information. Some comparison with the wider sector and with industry would be useful to help UCEM benchmark itself.
- 13351 The Board queried why there was a decline in the Associate Lecturer female population. This can be the result of timing, given it's a single data point in the year and relies on those people being in receipt of pay from UCEM in the month of April 2024. It could also be a reflection of a predominantly male industry. It is also worth noting that the Associate Lecturer pool is in decline more generally as UCEM seeks to directly employ more academics.
- 13352 The Board **APPROVED** UCEM's Gender, Ethnicity and Disability Pay Gap Report (5 April 2024) for signature by the Chair of the Board and publication on the UCEM website and GOV.UK and thanked the team for its early preparation and interesting analysis.
- 13353 The Chair thanked LD/LW/LR for their contributions and invited them to leave the meeting.

5) PROPERTY UPDATE

- 13354** **5.1) REDACTED**
- 13355 **REDACTED.**
- 13356 **REDACTED**
- 13357 **REDACTED**
- 13358 **REDACTED**

13359 REDACTED.

13360 REDACTED

13361 REDACTED

6) ANY OTHER BUSINESS

13362 6.1) EXECUTIVE SUMMARIES FROM BOARD SUB-COMMITTEES

13363 The Chair reminded Trustees that significant business is undertaken on behalf of the Board by its sub-committees and that it is important for the wider Board to be aware of the business discussed and the decisions taken. Meetings of each Sub-Committee that have taken place this autumn and Chairs were invited to provide an overview of the outcomes of those meetings to the Board (noting that some items had already been covered in detail under substantive items in this agenda).

13364 GS provided an update on the outcomes and decisions of the Remuneration Committees, held 12 September and 25 October 2024, as presented in the Executive Summary of the meeting at paper 6.1a. The Board **NOTED** that some of the key items discussed were: the Vice Chancellor's remuneration and reward for 2023-24; the Executive Team's remuneration and rewards for 2023-24; the Pay Transparency Justification Statement for the Financial Statements 2023-24; the Pay Multiple for inclusion in the Financial Statements; the Remuneration Committee Terms of Reference; and the pay review process and allocation for all staff. The Board also **NOTED** that the full minutes of the meeting will be available for reference on the Trustee Portal.

13365 AC provided an update on the outcomes and decisions of the Nominations & Governance Committee, held 3 October 2024, as presented in the Executive Summary of the meeting at paper 6.1b. The Board **NOTED** that some of the key items discussed were: Chair of the Board recruitment; undertaking a Board Skills Survey; nominations for Honorary and Associate Fellowship; the Board's EDI profile; the outcomes, themes and actions to take forward from the Trustee Appraisals process; and, the outcomes of the UCEM Governance Review. The Board also **NOTED** that the full minutes of the meeting will be available for reference on the Trustee Portal.

13366 SJ provided an update on the outcomes and decisions of the Audit Committee (on behalf of the Chair, Chris Costigan, who was absent from the Board), held 14 November 2024, as presented in the Executive Summary of the meeting at paper 6.1c. The Board **NOTED** that some of the key items discussed were: approval to commission an external assurance review into ESFA funding compliance; UCEM's Risk Register and mitigation of significant risks such as IT, Systems and Cyber Security; Prevent reporting; compliance with all External Data Returns; and, the potential to establish a formal internal audit function at UCEM. The Board also **NOTED** that the full minutes of the meeting will be available for reference on the Trustee Portal.

13367 GS provided an update on the outcomes and decisions of the Joint Audit and Finance Committee (on behalf of the Chair, Chris Costigan, who was absent from the Board), held 14 November 2024, as presented in the Executive Summary of the meeting at

paper 6.1d. The Board **NOTED** that some of the key items discussed were: approval of the financial statements and annual report for 2023-24 (as already discussed at item 4.3 by the Board) and the auditors for 2025; the Audit Findings Report from Forvis Mazars; and, the updated sources of UCEM funding data. The Board also **NOTED** that the full minutes of the meeting will be available for reference on the Trustee Portal.

13368 GS provided an update on the outcomes and decisions of the Finance Committee, held 14 November 2024, as presented in the Executive Summary of the meeting at paper 6.1e. The Board **NOTED** that some of the key items discussed were: approval of the OfS Financial Return 2024; the latest management accounts, balance sheet and cashflow position; the impact of the employer National Insurance rate rise on UCEM; the work of the Bursaries Working Group; and, the planned work to come on profitability analysis and investments at UCEM. The Board also **NOTED** that the full minutes of the meeting will be available for reference on the Trustee Portal.

13369 SJ provided an update on the outcomes and decisions of the Academic Review Committee, held 21 November 2024, as presented in the Executive Summary of the meeting at paper 6.1f. The Board **NOTED** that some of the key items discussed were: substantial changes to the Committee's Terms of Reference and name to be brought forward to Nominations & Governance Committee in early 2025; the Academic Quality and Standards at UCEM in 2023-24; the Access and Participation Plan 2020-2024 evaluation; progress against the new Access and Participation Plan and Widening Participation Strategy; the NSS and SES results and forward planning; the forthcoming new OfS Condition of Registration on Harassment and Sexual Misconduct; and, UCEM's delivery performance on apprenticeships. The Board also **NOTED** that the full minutes of the meeting will be available for reference on the Trustee Portal.

13370 **6.2) MATTERS FOR NOTING, APPROVAL AND REPORT**

13371 The Board was invited to make comments on the additional Board paper of matters for noting and approval (items 7, 8 and 9). Items 8.1 (Honorary and Associate Fellowship nominations for approval), 8.2 (the newly published Annual Sustainability Report) and 8.3d (the Academic Quality and Standards report) were raised as particularly important to have read and approved or noted. The academic trustees commented that the Academic Quality and Standards report was an excellent example of transparency, clarity and honesty and commended it.

13372 No substantive comments were made on other items so all matters were deemed approved and noted (as below).

13373 **6.3) ANY OTHER BUSINESS**

13374 The Chair Designate requested further information on the number of UCEM staff and the overall organisational structure of the institution.

ACTION: **Provide the detailed version of the organisational structure of the institution to the Chair Designate, to include numbers of staff in each team/department. [DB]**

- 13375 The Board thanked JEF/LH for all their exceptional work on governance through the autumn period which had been particularly heavy in terms of number of committees and the volume of initiatives.
- 13376 The Vice Chancellor thanked the Board for its faith in the Executive Team to deliver against the plans and targets set, commenting that the institution is in great shape but there will undoubtedly be challenges ahead given the uncertain landscape in the sector currently. The institution, for now, can be justly proud and look to the future with optimism.
- 13377 There being no other items of business raised; the Chair thanked all Trustees for their participation in the meeting.

13378 **6.4) MEETING CLOSE**

- 13379 The Chair closed the meeting at 16.09pm and invited all Trustees present to stay on for the festive drinks reception planned in the Wells Suite (with UCEM staff invited to join) until 17.00pm, in celebration of UCEM's most successful financial year ever in 2023-24.

The following matters were circulated in a separate pack for approval / noting or comment via email in advance of the meeting.

7) EXTERNAL AND REGULATORY UPDATE

13380 **7.1) OFFICE FOR STUDENTS CONDITIONS OF REGISTRATION COMPLIANCE REGISTER**

- 13381 An update on the UCEM compliance register with OfS Conditions of Registration was provided at paper 7.1 and 7.1a.
- 13382 The Board **NOTED** the updated position regarding UCEM compliance with OFS conditions of registration and that UCEM remains compliant with all conditions.

13383 **7.2) PREVENT MONITORING ACCOUNTABILITY AND DATA RETURN CHAIR'S ACTION**

- 13384 The Board **NOTED** (as per paper 7.2a) that the recently requested Prevent Accountability and Data Return 2024 approval via Chair's Action had been approved by the Board via email and the Return submitted to the OfS ahead of the deadline of 2 December 2024.

8) MATTERS FOR APPROVAL OR REPORT

13385 **8.1) HONORARY AND ASSOCIATE FELLOWSHIPS**

- 13386 **REDACTED**

13387 REDACTED

13388 8.2) GLOBE – ANNUAL SUSTAINABILITY REPORT 2023-24

13389 The Board **NOTED** the publication of UCEM’s Annual Sustainability Report 2023-24.

13390 8.3) ACADEMIC REPORTS

13391 The Board **NOTED** the Executive Summary of the Academic Board meetings held 16 September and 18 November 2024 (paper 8.3a).

13392 The Board **APPROVED** the Academic Board Annual Report 2023-24 (paper 8.3b).

13393 The Board **APPROVED** the Apprenticeship Self-Assessment Position Statement Report 2023-24 (paper 8.3c).

13394 The Board **APPROVED** the Academic Quality and Standards Report 2023-24 (paper 8.3d).

13395 8.4) DATA PROTECTION POLICY

13396 The Board **APPROVED** the revisions to the Data Protection Policy for republication as the new V13.0.

ACTION: Finalise and republish the updated Data Protection Policy V13.0.

9) OTHER MATTERS FOR NOTING ONLY

13397 9.1) TRUSTEE CALENDAR

13398 The Board **NOTED** the Board’s calendars of dates for 2025, noting the minor updates recently made.

13399 9.2) REPORT ON HEALTH AND SAFETY

13400 The Board **NOTED** the quarterly report on Health and Safety.

13401 9.3) UCEM COMPLAINTS, APPEALS AND WHISTLEBLOWING REPORT

13402 The Board **NOTED** the data on complaints made to UCEM in Quarter 1 2024-25 as detailed in paper 9.3.

13403 The Board **NOTED** the data on appeals cases in Quarter 1 2024-25 as detailed in paper 9.3.

13404 The Board **NOTED** that there had been no whistleblowing cases.

13405 9.4) DATA PROTECTION REPORT

13406 The Board **NOTED** the three minor data protection breaches in the October-November 2024 period, and that there was one Data Subject Access Request and

two third-party disclosures (paper 9.4). The Board **NOTED** that the overall rate of breaches remains low.

13407

9.5) UPDATED STAFF ORGANISATION CHART

13408

An updated Senior Level UCEM staff organisational chart by department / SLT level was provided at paper 9.5 and **NOTED** by the Board.

Date of next meeting:

Thursday 3 April 2025

Meetings before 4 December 2024:

5 December – Exceptional Nominations & Governance Committee

30/31 January 2025 - Graduation

27 February 2025 – Nominations & Governance Committee (with first part of meeting for full Board on UBE Branding)

20 February 2025 – Quarterly Business Review

20 March 2025 – Finance Committee

24 March 2025 – Property Award Panel

Signed



Name

Peter McCrea OBE

Position

Chair of the Board of Trustees

Date

3 April 2025