

Nominations and Governance Committee 11th October 2019

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing and at UCEM, 60 Queen's Road, Reading on 11th October 2019 from 13.30-16.00pm.

Present: Chris Costigan [CC]
John Gellatly [JG]
Andrew Hynard [AH]
Stephen Jackson [SJ]
Chris Turley (Chair) [CT] (Chair)
Misa von Tunzelman [MvT]
Ashley Wheaton [AW]

Apologies:

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

1) GENERAL MEETING GOVERNANCE

1751 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

1752 There were no conflicts of interest declared.

1753 1.2) APOLOGIES FOR ABSENCE

1754 There were no apologies for absence

1755 1.3/ TO APPROVE THE MINUTES OF THE MEETING HELD 6TH JUNE 2019

1756 The minutes of the Nominations and Governance Committee held 6th June 2019 were **AGREED** as a true record.

1757 1.4/ TO APPROVE THE REDACTED MINUTES OF THE MEETING HELD 6TH JUNE 2019

1758 The redacted minutes of the Nominations and Governance Committee held 6th June 2019 were **APPROVED** by the Committee.

1759 1.5/ TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON TH AGENDA

1760 An actions summary from the previous meeting was circulated as Paper 1.5 and all matters were either closed or due to be discussed further during the course of the meeting.

1761 1.6/ TO APPROVE THE NOMINATIONS AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

1762 The Nominations and Governance Committee Terms of Reference v5.01 were presented to the Committee in paper 1.6 with minor amendments proposed.

1763 The changes were in section 2.2 – making responsibility for Office for Students compliance more significant to the role of the committee. In addition, the specific reference to a succession protocols document was removed.

1764 The Committee queried what the succession protocols previously in existence were and asked that the Committee review these at the next meeting to determine whether they retain any relevance to the Committee and UCEM.

ACTION Review the succession protocols for the next meeting. [JEF]

1765 The Committee **APPROVED** the proposed changes to the Committee’s Terms of Reference which are to be finalised and published as the new V6.0.

ACTION Finalise and publish the approved Terms of Reference as V6.0. [LH]

1766 1.7/ TO APPROVE THE NOMINATIONS AND GOVERNANCE COMMITTEE ANNUAL REPORT

1767 The draft Nominations and Governance Committee Annual Report 2018-19 was presented at paper 1.7 for review as part of UCEM’s ongoing demonstration of good governance practice across the institution.

1768 The Committee **NOTED** that it had processed a great deal of significant work in the last year, including appointing a Vice Chair and a Chair Designate, the launch of the Associate Fellows scheme and the fulfilment of many of governance requirements. The Committee also **NOTED** that this report in 2019-20 should include a statement confirming UCEM compliance with the ongoing registration requirements of the Office for Students. this will be required in the 2019-20 annual report, as this is the time from which UCEM compliance will be monitored in full by the OfS.

1769 The Committee **APPROVED** the Nominations and Governance Committee Annual Report 2018-19 for submission to the Board for final approval in November 2019.

2) COMPOSITION OF THE BOARD

1770 2.1/ TO REVIEW THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEE AND THE SKILLS MATRIX

1771 The Committee discussed papers 2.1 and 2.1a which provided context on the composition of the current Board of Trustees and future trustee requirements on the Board.

1772 The Committee **NOTED** the priority skills required through the current recruitment period as: high-profile construction/apprenticeships; higher education, regulatory and compliance; technology; and, further education and safeguarding. Through its current recruitment the Committee also agreed it should seek to increase the diversity within the Board.

1773 The Committee discussed the skills sets required on compliance and the higher and further education regulatory landscape which would establish a Board more weighted towards education than industry – something the Office for Students will consider. With the potential retirement of Kenny Miller in March 2021 this is even more important.

1774 The Committee **AGREED** that a Board diversity overview should be undertaken through a basic data collection process to demonstrate the Committee does consider this in the nominations and appointments it proposes.

ACTION Undertake Board diversity data collection and analysis. [JEF/LH]

1775 The Committee **NOTED** the pending retirement of Bridget Bartlett from the Board in December 2019 and that the role of lead safeguarding Trustee is currently being temporarily filled by Chris Costigan. Replacement of Bridget’s safeguarding and further education expertise remains a priority.

1776 The Committee also **NOTED** that the three-year term of office of Jat Brainch is due to end in March 2020 and she is prepared to renew her role as Trustee and as Honorary Treasurer for a further three-year term.

1777 2.2/ TO CONSIDER THE RENEWAL OF THE EXISTING STAFF TRUSTEE’S TERM OF OFFICE

1778 The Committee considered paper 2.2 which proposed that the term of office of Helen Edwards, the current Staff Trustee, be renewed for a further three years and that the number of Staff Trustees on the Board be increased to two, given the increased size of the institution compared to three years ago.

1779 The Committee **APPROVED** the recruitment of a second Staff Trustee to the Board and agreed that through the recruitment process the panel should ensure the skills sets of the new Trustee are complimentary to those of Helen.

1780 The Committee **APPROVED** the re-appointment of Helen Edwards as Staff Trustee for a further three-year term of office from December 2019 to allow for continuity and mentoring with the second Staff Trustee to be appointed.

1781 2.3/ TO RECEIVE AN UPDATE ON INDEPENDENT TRUSTEE RECRUITMENT ACTIVITIES

1782 JEF informed Trustees that the advertisement for new independent trustees on the Board had been placed in late September with a closing date of 14th October 2019. She reported that three applications had been received to date and a further two are expected by Monday.

1783 The Committee **NOTED** the plans to have a two-stage process following the closing date where Ashley Wheaton and Jane Fawkes would undertake an initial sift and first stage interview process. An interview panel consisting of three trustees, at least one of which must be the Chair, Vice Chair or Chair Designate, would then convene with the top candidates. The Board as a whole will be responsible for approving any final appointment, though it was **NOTED** this is unlikely to be achieved for an appointment to be made on 22nd November and would therefore need to be formalised in March 2020.

ACTION Undertake two stage recruitment process with Trustee applicants. AW/JEF]

1784 2.4/ TO RECEIVE AN UPDATE ON STAFF TRUSTEE RECRUITMENT

1785 The Committee were informed that the opportunity to apply to be a UCEM Staff Trustee had been open to all staff to apply during September. Following the closing date, five applications had been received and the information on each candidate was presented to the Committee in paper 2.4a for their review.

1786 The Committee **APPROVED** the proposal that Ashley Wheaton and Jane Fawkes carry out an initial process internally and that the top two or three candidates would be invited to meet a Nominations and Governance Committee panel consisting of Chris Turley, Misa von Tunzelman and Stephen Jackson thereafter. The Committee was invited to provide any initial feedback on the candidates following a review of their applications but if no comments were received within one week that the first stage of the process will proceed without further delay.

ACTION Provide feedback on applications to the Staff Trustee Role. [ALL]

1787 The Committee **AGREED** that ideally the interviews will be conducted as soon as possible in order for the candidate to be presented to the Board for approval and appointment on 22nd November 2019.

1788 2.5/ TO RECEIVE AND UPDATE ON STUDENT TRUSTEE RECRUITMENT

1789 The Committee was reminded that at its meeting in June 2019 the Board had approved a motion to enact the provisions of the Royal Charter that allow for the appointment of a second Student Trustees. As a result, a recruitment process to appoint a second Student Trustee, preferably from within the postgraduate community, was initiated in September 2019. The process is being led by the Director of Student Community and the closing date for application is end October 2019. A two-stage recruitment process for this role will commence thereafter.

1790 2.6/ TO REVIEW THE MEMBERSHIP AND CHAIRMANSHIP OF SUB-COMMITTEES OF THE BOARD

1791 The Committee reviewed paper 2.6 which highlighted the vacancies on sub-committees as of December 2019 when Bridget Bartlett will have stepped down as a Trustee.

1792 The Committee **NOTED** that the Finance Committee remains short of members until new independent trustee appointments are made. Audit Committee will also be

short of members when Bridget steps down and it is appropriate that the Lead for Safeguarding once appointed takes this position.

1793 The Committee **NOTED** the ongoing risk to quoracy of sub-committee meetings until such time as new Independent Trustees are recruited.

1794 2.7/ TO RECEIVE AN UPDATE ON THE CHAIRMAN DESIGNATE TRANSITION PLAN

1795 The Committee noted the update provide in paper 2.7 on the plans underway to transition the Chairman Designate into the role in full during 2020. The Committee noted that Amanda Clack's appointment will be announced externally in autumn 2019 and that she will join the Board Leadership Group from January 2020. In addition, Amanda will join the Remuneration Committee for its annual meeting in June 2020 and will seek to attend and observe at least one of each Committee meeting during 2020 before she assumes the role of Chair at the end of 2020. Amanda Clack's formal appointment in November 2020 will be accompanied by further external PR activity.

3) REGULATION AND COMPLIANCE

1796 3.1/ TO RECEIVE AN UPDATE ON OFFICE FOR STUDENTS STRATEGIC PRIORITIES

1797 The Committee reviewed papers 3.1, 3.1a, 3.1b and 3.1c, which outlined the Office for Students Strategic Priorities and areas of focus for 2019-20. Paper 3.1 reproduced the published priorities that Government has asked the OfS to focus on and the Committee **NOTED** that UCEM is fairly well positioned in terms of aligning with these.

1798 Paper 3.1a lists all the current conditions of registration to which UCEM is now subjected in terms of OfS monitoring, those with an Asterix denote new conditions which apply from 1st August 2019. In particular, the Committee **NOTED** the significant numbers of data returns that will be required in the future, many of which UCEM has never collated data on before and pose a significant additional burden on the institution in terms of resourcing.

1799 The Committee **NOTED** that JEF plans to prepare an Office for Students risk register on compliance of UCEM with all conditions of registration in order to help the Board monitor the institution's compliance and understand the volume and scale of work required. This will be presented to the Board on 22nd November 2019.

ACTION Create OfS Conditions of Registration compliance register. [JEF]

1800 The Committee **NOTED** that the Finance Committee had (earlier on 11th October 2019) approved additional resources to the Executive to deliver and ensure continuing compliance. A minimum of two roles are required to work on this full time, reporting ultimately through the Deputy Principal.

1801 Finally, the Committee specifically **NOTED** conditions E1 (public Interest Governance) and E3 (accountability), which it will be directly responsible for monitoring and reporting on.

1802 3.2/ TO NOTE THE REQUIREMENT THAT UCEM PUBLISHES ALL BOARD AND SUB-COMMITTEE MINUTES FROM SEPTEMBER 2019

1803 The Committee was reminded that as part of its ongoing conditions of registration with the Office for Students as an Approved (Fee Cap) Provider, UCEM must now publish all (redacted) minutes on its website. In preparation for this new obligation, UCEM has been preparing redacted versions of each set of minutes for the past year. There will be a new page on the governance area of the UCEM website created which will now publish all these documents once approved by the Chair of each meeting.

4) GENERAL GOVERNANCE MATTERS

1804 4.1/ TO RECEIVE AN UPDATE ON THE PLANS FOR THE EFFECTIVE GOVERNANCE REVIEW DAY

1805 The Committee was reminded that at its last meeting it agreed to hold a day or half day, externally facilitated, governance review. This is planned to take place on 20th January and was issued to all Trustees via Outlook in June. The primary aim of the workshop is to ensure the Board understands its role and the duties is required to perform that will be monitored by the OfS to ensure it can operate as effectively as possible.

1806 Advance HE prepared a proposal for the half day workshop which was included at paper 4.1a. The Committee **APPROVED** the proposals but **AGREED** that there was little additional value to be gained from running the survey element. The outputs should inform the Board of how it works in comparison to the rest of the sector and the expectation of the OfS and provide input as to how it should develop as a result of this evaluation. JEF/LH were requested to proceed to set up the workshop on the basis of the quotation provided.

ACTION Organise the Board Governance Day Review. [JEF/LH]

1807 4.2/ TO RECEIVE AN UPDATE ON TRUSTEE APPRAISALS AND THE CHAIRMAN'S REVIEW

1808 The Chair and the Chairman of the Board advised that the Trustee Appraisals process for the 2018 calendar year had been concluded in September, following the appraisal of the Chair by the Chairs of the Principal Sub-Committees. The Committee **NOTED** that the Executive has sought to address the main feedback provided through the process. This includes the launch of the new Trustee Portal and the full revision of format and size of Board and Committee meeting packs. Pre-meeting briefing sessions for the student and staff trustees with the Chair and/or Vice Chair are being considered.

1809 The Committee **AGREED** that although appraisals are due again for the 2018-19 full academic year, it was no longer appropriate to open the process immediately when it had only just closed. Therefore, the next appraisal period will be in August 2020 and will review the 2019-20 academic year, despite there being a gap from January to July 2019 that will not have been formally reviewed. It was proposed that for ease and swift processing that the Vice Chair could be involved in undertaking appraisals with the Chair.

1810 **4.3/ TO RECEIVE AN UPDATE ON THE DELEGATION OF BOARD MATTERS TO THE SUB-COMMITTEES**

1811 The Committee **NOTED** the plans to delegate more matters that have traditionally been approved by the Board to its sub-committees to allow for more strategic discussion time at the Board (see paper 4.3) and to ensure the appropriate degree of scrutiny for the matters that are delegated. Through this, the Chair's of Sub-Committees will need to ensure that business approved at the sub-committee is not repeated at the Board. All Trustees have access to all committee paperwork via the Portal. An overarching cycle of Board/Committee business will be developed to help in oversight of this.

ACTION **Prepare a Board and Committee cycle of business schedule overview. [LH/JEF]**

1812 **4.4/ TO RECEIVE AN UPDATE ON HONORARY AND ASSOCIATE FELLOWS**

1813 The Committee **NOTED** that the nomination period for Honorary & Associate Fellowships will be opened in mid-November. The Committee was encouraged to be more actively involved in making nominations and generating more nominations through their networks compared to previous years. All nominations will be considered by the Committee at its meeting in January 2020.

ACTION **Make nominations for Honorary and Associate Fellows. [ALL]**

1814 **4.5/ TO CONSIDER THE FUTURE OF THE PROPERTY AWARD**

1815 The 32nd UCEM Property Award event, a UCEM Trustee hosted event, was held in London on 10th October 2019. At a previous meeting of the Committee it was agreed that the effectiveness of the event given the budget it requires and the audience it attracts should be reviewed. It was reiterated that the event is a Board event and that the decision whether to continue with it or not lies with the Board and their appetite to continue to host a sector event annually, especially in light of the fact it now awards Honorary Degrees to similar personages.

1816 The Committee considered that UCEM hosting one high-profile event each year was desirable and that it would particularly not wish to lose the academic excellence and alumni awards that are now established. The Committee **REQUESTED** that the UCEM Marketing team develop a proposal for the Committee to consider at its next meeting which retains the best elements of the existing Property Awards event yet delivers more benefits to UCEM and attracts a wider audience and following, similar to the Crystal event held for the Centenary.

ACTION **Discuss options for the Property Award event with the Marketing Team. [AW]**

1817 **4.6/ TO REVIEW THE EFFECTIVENESS OF REMOTE MEETINGS OF THE SUB-COMMITTEES OF THE BOARD**

1818 In January 2019 the Nominations and Governance Committee agreed to trial the use of remote meeting technology for sub-committees of the Board to make the most effective use of Trustee time given their competing priorities and commitments. The Committee agreed it would review the effectiveness of these meetings at the end of 2019.

1819 The Committee considered a mix of feedback. The Flexibility that remote meetings offers is essential and the quality of Zoom for videoconferencing is appropriate. It was agreed, however, that some meetings have not been effective. In particular, remote chairmanship or members joining or chairing meetings via the telephone option alone does not work and as a minimum, participants need to join remotely via the video functionality.

1820 The Committee **REQUESTED** that some guidelines on use of Zoom for remote sub-committee meetings be put in place and circulated to all Trustees (also forming part of new Trustee induction). These guidelines should cover minimum technical requirements but also minimum expectations of participants joining in this way in order to support the effectiveness of meetings.

ACTION Prepare Zoom guidelines for Trustees. [LH]

5) ANY OTHER BUSINESS

1821 5.1/ ANY OTHER BUSINESS

1822 The Committee was advised that Jane Fawkes is attending an effective governance conference on 28th November 2019 and that trustees are welcome to attend this excellent and dedicated event with her. Trustees to advise LH if they wish her to book a space.

1823 No additional items of business were reported.

1824 5.2/ DATE AND TIME OF NEXT MEETING

1825 The date and time of the next Nominations and Governance Committee will be 20th January 2020 from 13.30pm at Horizons, Reading, with the Effective Governance Review workshop held in the morning.

Signed:



Name:

CHRISTOPHER TURLEY

Date:

22/1/2020