

## Nominations and Governance Committee 22<sup>nd</sup> January 2020

### 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 22<sup>nd</sup> January 2020 from 13.30-16.00pm.

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

Apologies: Andrew Hynard [AH]

In Attendance: Amanda Clack (Chair Designate) [AC]  
Jane Fawkes (University College Secretary) [JEF]  
Lyndsay Hughes (note taker) [LH]

## 1) GENERAL MEETING GOVERNANCE

### **1826            1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

1827            There were no conflicts of interest declared.

### **1828            1.2) APOLOGIES FOR ABSENCE**

1829            There were apologies for absence from Andrew Hynard.

### **1830            1.3) TO APPROVE THE MINUTES OF THE MEETING HELD 11<sup>TH</sup> OCTOBER 2019**

1831            The minutes of the Nominations and Governance Committee held 11<sup>th</sup> October 2019 were **APPROVED** as a true record.

### **1832            1.4) TO APPROVE THE REDACTED MINUTES OF THE MEETING HELD 11<sup>TH</sup> OCTOBER 2019**

1833            The Nominations and Governance Committee **NOTED** that there were no proposed redactions from the minutes of the meeting held 11<sup>th</sup> October 2019. The minutes, without redactions, were **APPROVED** by the Committee for publication on the UCEM website.

**1834**                    **1.5) TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA**

1835                    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.

## **2) COMPOSITION OF THE BOARD**

**1836**                    **2.1) TO REVIEW THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES AND THE SKILLS MATRIX**

1837                    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.

1838                    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 to support the governance requirements and expectations of the Office for Students (OfS) The current weighting of Trustees is 7 from industry vs 3 from education. With the retirement of Kenny Miller in March 2021 and the potential recruitment of a further industry skilled trustee in January 2020, balancing this ratio in future recruitment is crucial.

1839                    The Committee **AGREED** that OfS compliance and higher education knowledge is the key risk and skills gap on the Board. The Committee discussed the need to move towards a more education-focussed Board and acknowledged that whilst this is a significant change of philosophy, the externality from other institutions and the operational knowledge of how higher education institutions function (at a senior level) is invaluable in the new regulatory landscape. The OfS now regards the governing body as the responsible party so both they, and the Board itself, must be satisfied it can discharge this duty appropriately. The Committee also acknowledged the potential need to reverse the ratio of trustees in less than two years, given the importance of the higher education skill set, and that therefore not asking existing trustees to stand for a second term and the potential for advisory roles to support the Board should also be considered.

1840                    The Committee **AGREED** to implement a strategy to work towards securing an equal ratio of trustees from industry and trustees from education with higher education and regulatory compliance skills as soon as possible but certainly within the next two years. The Committee **AGREED** it would continue to consider diversity when making recruitment decisions.

1841                    The strategy will be to seek potential candidates through both existing networks such as GuildHE/JISC (with whom AW now has direct links) and existing Trustees contacts and through the use of specialist agencies (who can be briefed to help the institution realise it's aims for diversity through their search). It was **AGREED** that the key sort of people will be Academic Registrars, Secretaries, Chief Operating Officers and Senior Academics – all those with knowledge of how institutions are run at a senior level. The aim will be to appoint at least two Trustees from this skill set by the end of 2020, with further appointments during 2021 when further existing Trustees are due for renewal or retirement.

1842 Given the delegated authority of the Board to the Nominations and Governance Committee, JEF was requested to commence the required recruitment as soon as possible.

**ACTION Commence recruitment of appropriately skilled independent Trustees as soon as possible. [JEF]**

1843 AC requested that a column be added to the skills matrix identifying more clearly those trustees already on a second term of office and who therefore will not need further renewal.

## **1844 2.2) TO CONSIDER THE DIVERSITY PRINCIPLES FRAMEWORK**

1845 The Committee considered paper 2.2 and 2.2a which outlined the Advance HE Diversity Principles Framework. The Committee then considered how the framework might apply to UCEM and how the Committee can support the Board in promoting diversity.

1846 The Committee **AGREED** that a Chair's Statement on the institution's formal commitment to diversity at all levels (Board, Staff and Students) should be drafted for approval then published.

**ACTION Prepare a Chair's Statement on UCEM's commitment to diversity for publication. [JEF/JG/AC]**

1847 The Committee acknowledged the challenges with diversity within the higher education sector as a whole, but that the aim to increase diversity is the correct one for the institution, even if the Board itself is not diverse in its own make-up. Within this, UCEM will always be committed to recruiting the best candidates regardless. JEF should ensure the search firms engaged to source independent trustee candidates for UCEM are aware of the institutional commitment to and aspiration for diversity.

1848 The Committee **AGREED** that it would be useful for the Board to undertake training by an expert in the field of diversity in order for it to drive forward and embed an institutional culture of commitment to diversity. It would also demonstrate that the Board has oversight of this area of work within the institution and that it is taken seriously.

1849 AC agreed to discuss with Arun Batra, the CEO, of the National Equality Standard, his potential to deliver training to the Board or to facilitate a Board discussion that would inform the Chair's statement

1850 Other things the Committee considered were the inclusion of more standing agenda items on Board and Sub-Committee agendas regarding diversity. JEF also confirmed that UCEM already implements equality impact assessments for all new policies and for its Code of Practice reviews.

1851 Finally, the Committee **NOTED** that Board of Trustees diversity data is now being collected and an initial analysis can be presented to the next meeting of the Committee in May 2020. This is in tandem with UCEM collecting the HESA Staff Data required for the first time during 2020, initial results of which may also be reviewed.

**1852**                    **2.3) TO CONSIDER PROPOSED UCEM SUCCESSION PROTOCOLS**

1853                    The Committee had requested that the historic Succession Protocols (last reviewed by the Committee in 2013) be reviewed and made fit for purpose. JEF advised that there were previously protocols in place for Chairman, Vice-Chair and Treasurer but that since then a robust recruitment and appointment process for Board roles has been in place and is overseen three times a year in Nominations and Governance Committee meetings. In addition, the UCEM Regulations provide the specific protocols for covering the roles of Chair or Vice Chair in the event of any absence.

1854                    JEF reported that there are, however, no succession protocols in place for roles on the Executive - for resignations or short-term absences. Paper 2.3 provided suggested succession protocols for the roles of Principal and Deputy Principal.

1855                    The Committee **NOTED** the risk of the relatively short notice periods of the Principal (6 months) and the Deputy Principal (3 months) and that these would ideally be longer. The Committee also **NOTED** that there is no plan (internally or externally) for successors to either role.

1856                    The Committee **NOTED** that the role of University College Secretary (currently undertaken by the Deputy Principal) should also be included in the succession protocols as this would not be a straightforward replacement to secure either.

**ACTION                    Include the role of University College Secretary in the Succession Protocol revisions. [JEF]**

1857                    The Committee **AGREED** to ask Lisa Wilks, Director of HR, to appoint an external partner to undertake a third party review of both the Principal and Deputy Principal roles, job specifications and terms and conditions of contract, to benchmark these within the wider sector (including specifically the notice periods), and to propose any required amendments that the Committee can then approve.

**ACTION                    Ask HR to commission a third party review of the Principal and Deputy Principal roles, job specifications and terms and conditions of contract, proposing any pertinent amendments for Committee approval. [JEF/Lisa Wilks]**

1858                    The Committee **APPROVED** the principles proposed in the succession protocols for the Principal and Deputy Principal as outlined in paper 2.3.

**1859**                    **2.4) TO RECEIVE AN UPDATE ON INDEPENDENT TRUSTEE RECRUITMENT ACTIVITIES**

1860                    JEF informed Trustees that following the advertising period in the autumn and a first stage of interviews with AW/JEF, three candidates for independent trusteeship had been selected to meet a Trustee panel for a second stage interview (taking place 22<sup>nd</sup> January 2020).

1861                    The Committee **NOTED** that all three candidates come with industry expertise and not educational, nor do they meet the Board's aspiration for increased diversity(although a more diverse pool of candidates was available for interview at the first stage of the process but could not be put forward to second stage). As a result, a maximum of one candidate will be appointed. Should the panel recommend

an appointment, the candidate's nomination will be approved by the Board on 26<sup>th</sup> March 2020.

**1862**                    **2.5) TO RECEIVE AN UPDATE ON STAFF TRUSTEE RECRUITMENT**

1863                    The Committee was reminded that interviews for the shortlisted applicants for the second staff trustee role had taken place in November 2020. Through this process Amanda Milambo became the recommended candidate for appointment.

1864                    The Committee **AGREED** to recommend to the Board that it formally appoints Amanda to the role of Staff Trustee for an initial three-year term of office on 26<sup>th</sup> March 2020. Amanda will be appointed in the first item of the agenda and can then attend for the duration of the meeting. A series of induction meetings and mentorship from Helen Edwards has been planned for February and March 2020.

**ACTION                    Confirm Amanda Milambo appointment and prepare her induction to role. [JEF]**

**1865**                    **2.6) TO RECEIVE AN UPDATE ON STUDENT TRUSTEE RECRUITMENT**

1866                    The Committee was reminded that advertising for a second Student Trustee from within the Postgraduate student community had taken place in autumn 2019. A first stage interview took place in December 2019 and one candidate was recommended for a Trustee interview panel. This candidate met with a trustee panel on 22<sup>nd</sup> January 2020.

1867                    The Committee **AGREED** that it should recommend to the Board that it formally appoints Ella Campbell to the Board on 26<sup>th</sup> March 2020 for an initial one-year term of office. Ella will be appointed in the first item of the agenda and can then attend for the duration of the meeting.

**ACTION                    Recommend Ella Campbell's appointment to the Board and proceed with induction to the role. [JEF]**

**1868**                    **2.7) TO REVIEW THE MEMBERSHIP AND CHAIRMANSHIP OF SUB-COMMITTEES OF THE BOARD**

1869                    The Committee reviewed paper 2.7 which highlighted the vacancies on sub-committees as at January 2020.

1870                    The Committee **NOTED** the vacancies on the Audit and Finance Committees and the need for recruitment activities to be mindful of these vacancies in terms of associated skills required.

1871                    The Committee **NOTED** the ongoing fulfilment of the Designated Safeguarding Lead role by Chris Costigan on a temporary basis and that a Trustee with applicable knowledge and skills is required to take on this role permanently. Chris confirmed he will continue in the role until a suitable replacement is found.

1872                    The Committee **NOTED** the increased responsibility of the Academic Review Committee given the required oversight for compliance with the Office for Students Conditions of Registration A and B. In addition, Kenny Miller has just one further year of office remaining, and that the Committee therefore needs to consider succession planning for the Chairmanship of this Committee during 2020.

- 1873 The Committee **NOTED** that a Property Working Group has been formed from Finance Committee membership to consider the future of the Shinfield Grange site.
- 1874 The Committee **NOTED** the ongoing risk to quoracy of sub-committee meetings until such time as new Independent Trustees are recruited.

### 3) REGULATION AND COMPLIANCE

#### **1875 3.1) TO RECEIVE AN UPDATE ON OFFICE FOR STUDENTS STRATEGIC PRIORITIES**

- 1876 The Committee reviewed paper 3.1, the planned schedule of committee business for the Nominations and Governance Committee. Following creation of the UCEM register of OfS compliance (for the Board meeting on 22<sup>nd</sup> November 2019) the business cycle and schedule for all committees and for the Board over each meeting in any given year has been created in order to help the institution plan for meetings and to ensure the Board and its sub committees are fulfilling their obligations of scrutiny and oversight of each condition of registration with the OfS.
- 1877 The Committee **NOTED** the planned business of the Committee across the year and in particular its new responsibility to monitor compliance with Office for Student Condition of Registration E2.

#### **1878 3.2) TO REVIEW UCEM COMPLIANCE WITH OFFICE FOR STUDENTS CONDITION OF REGISTRATION E2**

- 1879 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 demonstrate its compliance with Condition E2 and ensure the Board has sufficient oversight and scrutiny of this each year. The full extract for Condition E2 was provided to the Committee in paper 3.2a.
- 1880 The Committee **NOTED** the behaviours of compliance for Condition E2 and that UCEM is compliant with the minimum requirements. The Committee reviewed each behaviour and the evidence of UCEM's current compliance with it and was reassured that the evidence is in place to demonstrate this.
- 1881 The Committee thanked JEF for her work on OfS monitoring and the clear detail that provides comfort to the Committee that it is in compliance with condition E2.
- 1882 The Committee was advised that as UCEM has been in receipt of public money since August 2019, it must now also meet public interest governance principles in order to demonstrate overall that it is meeting Condition E2. The Committee considered the three elements that will demonstrate this compliance – an opinion by an external auditor that the provider is using the funds for the purposes given, publishing information on Value for Money for public grant funding, and an opinion from the Audit Committee on the adequacy and effectiveness of arrangements for securing value for money from such funding.
- 1883 In order to demonstrate compliance in 2019-20, UCEM is currently putting in place a Control Process to ensure that funds received from OfS are used for the purposes

for which they were received. In addition, a Value for Money statement is shortly to be published.

1884 In order to ensure UCEM demonstrates the public interest governance principles, the Committee **AGREED** to ask the Audit Committee to assure itself and provide the evidence base on the internal controls put in place for the audit of public money and how value for money has been achieved through the use of these funds.

**ACTION**            **Ensure Audit Committee assures itself on internal controls put in place for audit of public money and value for money. [JEF]**

1885 CC stated some concern regarding transparency of decisions and paperwork through the Remuneration Committee which should be visible to the entire Board. JEF/LH were **REQUESTED** to ensure this Committee is managed in the same rigorous way as all other Committees and to ensure the paperwork is fully accessible to all Trustees on the Trustee Portal.

**ACTION**            **Ensure all Remuneration Committee paperwork is available on the Portal for all Trustees to review. [LH]**

1886 The Committee **NOTED** the significant additional burden to UCEM in meeting all the Conditions of Registration of the OFS. Recruitment to the approved roles in this area has been delayed due workload but is now underway.

**1887**            **3.3) TO RECEIVE AN UPDATE ON THE OUTCOMES OF THE ADVANCE HE ANNUAL GOVERNANCE CONFERENCE**

1888 JEF informed the Committee that she attended the Advance HE Annual Governance Conference on behalf of UCEM in November 2019. The conference is specifically aimed at Chairs, Vice Chairs and Trustees as well as Principals and University Secretaries. LH will circulate the 2020 conference date as soon as it is published and UCEM should aim to have members of the Board at this event too.

**ACTION**            **Circulate Advance HE Conference date 2020 to committee once known to ensure UCEM representation. [LH]**

1889 The day provided a number of recommendations relative to overall governance in the new regulatory environment, diversity and ensuring the effectiveness, value and impact of the Board. Paper 3.3 highlighted a number of actions the Board could implement as a result which the Committee considered in full.

1890 The Committee **AGREED** to undertake a mapping exercise of UCEM performance against the new CUC Code of Higher Education Governance for review by the Committee at its next meeting in May 2020.

**ACTION**            **Map UCEM against the new CUC Code of Higher Education Governance. [JEF]**

1891 The Committee **AGREED** to implement mentoring and training initiatives for the new student and staff trustee roles to ensure the new incumbents understand the requirements of their roles ahead of their first meetings. These should not be the current student and staff trustees respectively but trustees in alternative roles on the Board.

**ACTION            Ensure mentors are assigned for new Trustees appointed. [JEF]**

1892            The Committee **AGREED** to provide opportunities for the Chair/Vice Chair (and other trustees as appropriate) to meet with the student and staff trustees prior to formal board meetings to facilitate greater informal feedback. In particular, the establishment of a good and close working relationship with the Chair is paramount in order that the Student and Staff Trustees feel confident, comfortable and able to fully participate in meeting. The Committee **AGREED** that ahead of all Board meetings, time for the Chair with the student and staff trustees should be formally scheduled but that it should be informal in terms of format, such as over a lunch.

**ACTION            Provide agreed but informal times for Student and Staff trustees to meet with the Chair and Vice Chair ahead of Board meetings. [JEF/LH]**

1893            The Committee discussed whether to set diversity targets for the recruitment of new trustees to the Board and **AGREED** that it would consider this again once analysis of the current data collection exercise is completed.

**ACTION            Consider whether to set diversity targets in recruitment of new Trustees. [JEF]**

1894            The Committee **AGREED** that the Board should receive a staff diversity report in autumn 2020 following the collection of HR related data for the HESA Staff Return. The Committee also **AGREED** it will review student diversity data, which clearly varies by programme and location.

**ACTION            Committee should review staff, trustee and student diversity data in autumn 2020. [JEF]**

1895            The Committee **AGREED** to recommend to the Board that it invites external speakers to its meetings whenever appropriate to the business and skills development of the Board, making a focussed choice through what has come up in the work of the Board and its committees. CT will ensure that all trustees are aware of this and can provide ideas to the Executive and Chair for when they schedule agenda items. Externality for the strategy day discussions was considered essential.

**ACTION            Invite external speakers into Board meetings at least annually. [JEF]**

1896            The Committee **AGREED** to ask the Audit Committee to undertake more sophisticated risk register discussions at its meetings, focussing on scenario planning and the reputational impact of each risk.

**ACTION            Undertake more sophisticated and scenario-based risk discussions at Audit Committee. [JEF/SJ]**

1897            The Committee **AGREED** that an audit of decisions made at Board meetings should be collated annually in order to demonstrate the impact and effectiveness of the Board on the running of the institution.

**ACTION            Collate an annual audit of decisions made by the Board to help demonstrate the impact and effectiveness of the Board in the running of UCEM. [JEF/LH]**



## 4) GENERAL GOVERNANCE MATTERS

### 1898            4.1) TO APPROVE THE REVISED TERMS OF REFERENCE FOR THE BOARD OF TRUSTEES AND ALL SUB-COMMITTEES

1899            The Committee was advised that all Terms of Reference for the Board of Trustees and the sub-committees had been reviewed in light of the increased responsibility of each committee and the Board itself for compliance with the requirements of the Office for Students. As a result, minor amends had been made to each document (papers 4.1a-4.1f).

1900            The Board of Trustees Terms of Reference v8.01 were presented to the Committee in paper 4.1a with minor amendments proposed and updated membership information.

1901            The Board **APPROVED** the removal of item 2.12 as the Board does not establish a HR strategy for the institution, this sits with the Executive, and to update the wording in point 2.10 to Principal from CEO.

1902            The Committee **APPROVED** the proposed changes to the Board of Trustees Terms of Reference which are to be finalised and published as the new V9.0.

**ACTION**            **Update wording in Board Terms of Reference and finalise and publish as V9.0. [LH]**

1903            The Nominations and Governance Committee Terms of Reference v6.01 were presented to the Committee in paper 4.1b with minor amendments proposed.

1904            The Committee **APPROVED** the proposed changes to the Nominations and Governance Committee's Terms of Reference which are to be finalised and published as the new V7.0.

**ACTION**            **Finalise and publish the Nominations and Governance Committee Terms of Reference as V7.0. [LH]**

1905            The Finance Committee Terms of Reference v6.01 were presented to the Committee in paper 4.1c with minor amendments proposed.

1906            The Committee **APPROVED** the proposed changes to the Finance Committee's Terms of Reference which are to be finalised and published as the new V7.0.

**ACTION**            **Finalise and publish the Finance Committee Terms of Reference as V7.0. [LH]**

1907            The Audit Committee Terms of Reference v5.01 were presented to the Committee in paper 4.1d with minor amendments proposed and updated membership information.

1908            The Committee **APPROVED** the proposed changes to the Audit Committee's Terms of Reference which are to be finalised and published as the new V6.0

**ACTION**            **Finalise and publish the Audit Committee Terms of Reference as V6.0. [LH]**

1909 The Academic Review Committee Terms of Reference 7.01 were presented to the Committee in paper 4.1e with minor amendments proposed and updated membership information.

1910 The Committee **APPROVED** the proposed changes to the Academic Review Committee's Terms of Reference which are to be finalised and published as the new V8.0.

**ACTION Finalise and publish the Academic Review Committee Terms of Reference as V8.0. [LH]**

1911 Remuneration Committee Terms of Reference v5.01 were presented to the Committee in paper 4.1f with minor amendments proposed and updated membership information.

1912 The Committee suggested that one or other Student Trustee should be invited to observe the Remuneration Committee meeting as part of demonstrating Value for Money.

**ACTION Invite a Student Trustee to observe the Remuneration Committee. [JEF]**

1913 The Committee **APPROVED** the proposed changes to the Remuneration Committee's Terms of Reference which are to be finalised and published as the new V6.0.

**ACTION Finalise and publish the Remuneration Committee Terms of Reference as V6.0. [LH]**

1914 The Committee reviewed the UCEM Regulations V3.01 which were presented for re-approval with no proposed amendments required. The Committee last reviewed and approved the UCEM Regulations in June 2017.

1915 The Committee **APPROVED** the UCEM Regulations with no amendments required for re-publishing as V4.0.

**ACTION Publish the re-approve UCEM Regulations as V4.0. [LH]**

#### **1916 4.1) TO AGREE A PROPERTY AWARD 2020 WINNER**

1917 AW introduced Paper 4.2 to the Committee, which outlined potential nominees for the honour of 2020 Property Award winner and asked the Committee to make further nominations and then agree the shortlist to present to the Board for a vote on 26<sup>th</sup> March 2020 to secure the agreed winner.

1918 The Committee discussed the names in the paper. The Committee agreed that the initial list was once again disappointing and that greater Trustee input into the creation of an initial list for consideration at the Committee is required in future years. JG agreed to send a communication to all Trustees requesting more engagement and some nominees to be put forward ASAP. This will then enable a long list email discussion by the Committee to still be finalised into a shortlist for a Board vote at the 26<sup>th</sup> March 2020 meeting.

**ACTION Request more engagement in the nominating of a Property Award winner from the Trustee body. [JG]**

1919 The Committee **AGREED** that MvT would have a conversation with Donna Rourke-Houguez regarding her ideas for maximising the impact of the Property Award event in the future and the potential to change and open up the nominations process to external input.

**ACTION Discuss with Donna Rourke-Houguez her ideas for the future of the Property Award event. [MvT]**

## **1920 4.3) TO REVIEW HONORARY AND ASSOCIATE FELLOWSHIP NOMINATIONS**

1921 JEF introduced Paper 4.3 to the Committee, which gave an overview of the nominations for Honorary Fellowships received following the opening of the annual process in late 2019. It was agreed that the small number of nominations was disappointing. It was confirmed that all nominees meet the criteria in the Procedural Guidance.

1922 The Committee **AGREED** to postpone decisions on any of the nominees at the current time and to re-open the nomination window in advance of the next meeting of the Committee. JEF to carefully communicate this decision to nominators who did engage with the process to date.

**ACTION Re-open the nomination process for Honorary and Associate Fellowships in 2020 and feedback to nominators from the December period the decision of the Committee to postpone the appointments process. [JEF]**

## **5) ANY OTHER BUSINESS**

### **1923 5.1) ANY OTHER BUSINESS**

1924 No additional items of business were reported, and the meeting was closed.

### **1925 5.2) DATE AND TIME OF NEXT MEETING**

1926 The date and time of the next Nominations and Governance Committee will be Thursday 21<sup>st</sup> May 2020 from 13.00-15.30pm at Horizons, Reading and via Zoom for remote attendance.