



Nominations and Governance Committee 21st May 2020

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 21st May 2020 from 10.00am-12.00noon.

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

Apologies: Chris Turley (Chair) [CT] (Chair)

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

1) GENERAL MEETING GOVERNANCE

1927 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

1928 There were no conflicts of interest declared.

1929 1.2) APOLOGIES FOR ABSENCE

1930 There were apologies for absence from Chris Turley.

1931 1.3) TO APPROVE THE MINUTES OF THE MEETING HELD 22ND JANUARY 2020

1932 The minutes of the Nominations and Governance Committee held 22nd January 2020 were **APPROVED** as a true record.

1933 1.4) TO APPROVE THE REDACTED MINUTES OF THE MEETING HELD 22ND JANUARY 2020

1934 The Nominations and Governance Committee **NOTED** that there were no proposed redactions from the minutes of the meeting held 22nd January 2020. The minutes, without redactions, were **APPROVED** by the Committee for publication on the UCEM website.

1935 **1.5) TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA**

1936 An actions summary from the previous meeting was circulated as Paper 1.5 and most matters were either closed or due to be discussed further during the course of the meeting. Some work has been delayed due to the impact of the Covid-19 pandemic on the operations of the institution. This includes the succession protocols amendments, the re-opening of the Honorary and Associate Fellowship nominations process and the invitation of external presenters to Board meetings. In addition, the Committee noted that the CUC Code of Higher Education Governance update had yet to be published so UCEM will map its performance against this for the next meeting of the Committee.

1937 With regards to action 1919 MvT reported that she had scheduled a meeting with Donna Rourke-Houguez to discuss the Property Award in March but due to the onset of Covid-19 this had not taken place.

2) COMPOSITION OF THE BOARD

1938 **2.1) TO REVIEW THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES AND THE SKILLS MATRIX**

1939 The Committee discussed papers 2.1 and 2.1a which provided context on the composition of the current Board of Trustees, future trustee requirements on the Board and the membership of sub-committees. Three vacancies remain for independent trustees and this will increase to four when JG retires at the end of the year, so further recruitment this year is essential. Recruitment of new Trustees is also essential for sub-committee membership, in order that they are able to remain quorate, and for overall compliance with the Royal Charter, which stipulates a minimum of eight independent trustees be appointed to the Board.

1940 The Committee reviewed the skills mix across the Board and the outstanding gaps in expertise the Board would benefit from. Priority remains for candidates with higher education and regulatory expertise, with potential for digital/technology expertise after this.

1941 The Committee **NOTED** that membership of the sub-committees remains unchanged except that the Academic Review Committee now requires a new External Member to be appointed. In addition, whether safeguarding remains an identified gap in expertise should be addressed later in the year in light of the probable decision on Level 3 provision at UCEM.

1942 The Committee **APPROVED** the re-appointments of Alastair Martin and Chris Costigan for second three-year terms of office from December 2020 to December 2023.

1943 **2.2) TO RECEIVE AN EQUALITY AND DIVERSITY UPDATE**

1944 The Committee considered papers 2.2, 2.2a and 2.2b which provided an update on UCEM's work on equality and diversity.

1945 The Committee considered a draft Equality and Diversity Statement to be published in the name of the Chair. The Committee agreed the statement was clear with a firm view and position statement expressed.

1946 The Committee **APPROVED** the draft Chair's statement on Equality and Diversity for publication on the UCEM website.

1947 The Committee **NOTED** the Board diversity data, collected earlier in 2020, recognising that the numbers are very small when reviewing percentages. The Committee welcomed the data because it reveals that UCEM's Board is more diverse than many across higher education and the built environment sector. The Committee requested that 'sexual identification' be revised to refer to 'gender' in all the data analysis.

ACTION **Revise the wording in the data analysis from 'sexual identification' to 'gender'. [JEF/LH]**

1948 The Committee **NOTED** the academic staff diversity data as collected earlier in 2020.

1949 The Committee **AGREED** it would be beneficial to explore why so many respondents withheld responses on sexual orientation and **AGREED** that UCEM may need to undertake further work to fully promote that diversity within the UCEM staff body is welcome. MvT and CC offered their support to UCEM in communicating this message effectively.

ACTION **Investigate why responses were significantly withheld on sexual orientation and promote diversity within UCEM to reduce this number at the next survey point. [JEF]**

1950 2.3) TO RECEIVE AN UPDATE ON INDEPENDENT TRUSTEE RECRUITMENT

1951 JEF informed Trustees that following the failed open recruitment for independent trustees in January 2020, UCEM had sought the support of an agency to help UCEM undertake further recruitment. The quotation received for this support was prohibitive in terms of budget. There are currently vacancies for three independent trustees on the Board, which will rise to four when John Gellatly steps down in December.

1952 UCEM has now collated a list of potential independent trustees from known networks (the appointment of an internal recruiter role has had to be postponed due to Covid-19). The list of new nominees was provided in paper 2.4a and UCEM proposes to make direct contact with at least two of the candidates flagged in green (by AW/JEF) about a potential trusteeship. This would take the form of an initial screening meeting to assess interest in UCEM and fit, followed by a formal interview with representatives of the Board. None of the candidates know they have been identified as yet so UCEM currently has no indication of their willingness be approached or their capacity to become a trustee. The aim is to conclude this process in time for a formal appointment by the Board in September 2020.

1953 The Committee **APPROVED** the proposed process for the identification of new trustees that can be appointed to the Board from within higher education by September 2020.

1954 The Committee considered the candidate list in paper 2.4a and praised the quality of candidates in this initial list. CC suggested the names on the list may only provide Learning and Teaching expertise and not OfS/Regulatory expertise. However, it was **AGREED** that UCEM should proceed making contact to explore opportunities with those identified as green on the list. If those candidates are unable or uninterested in joining UCEM they may be able to suggest alternative names for consideration, helping to expand the list further.

ACTION Contact the candidates identified as green on the list of potential trustees to have exploratory conversations with a view to interview and appointment where mutually agreeable. [JEF/AW]

1955 **2.4) TO CONSIDER THE STUDENT TRUSTEE ROLE**

1956 The Committee was informed that Phoebe Farrell would no longer be eligible to be re-appointed as a Student Trustee in June 2020 when her term of office ends, due to successful completion of her studies with UCEM. PF is, however, able and willing to continue in her role as Lead Student Representative for one further year, bringing experience and continuity to UCEM and its students, particularly as the Transform project comes to fruition.

1957 It was proposed that PF continue to serve the Board of Trustees for a further year by invitation to meetings, not as a formally appointed Student Trustee. This will link well with her role as LSR and provide the handover and overlap period whilst Ella Campbell settles into her role as Student Trustee. As an invited member, PF would receive the meeting papers (except where deemed confidential) but would be ineligible to vote. During the one-year period, UCEM would work to appoint a new undergraduate Student Trustee to work alongside Ella Campbell.

1958 The Committee **APPROVED** that Phoebe Farrell could continue to attend Board meetings as an invitee until June 2021.

3) REGULATION AND COMPLIANCE

1959 **3.1) TO RECEIVE THE ADVANCE HE GOVERNANCE REPORT**

1960 The Committee reviewed paper 3.1 which provided a summary of the recently published Advance HE Governance report, highlighting UCEM performance against the sector in matters of governance. UCEM was not a part of the sample of institutions from which the data was drawn. The Committee **NOTED** the importance of being aware of sector approaches to governance and how UCEM compares. The report shows that there were clearly issues of pertinence to UCEM but that there are no material problems at Board level.

1961 The Committee **NOTED** the Advance HE Governance Report and **AGREED** to retain a focus on Board equality and diversity, as well as to emphasise to all Trustees the importance of the upcoming appraisals process.

1962 **3.2) TO REVIEW THE UCEM DELEGATION FRAMEWORK**

1963 The Committee was reminded that as part of its ongoing governance, UCEM has put in place a delegation framework (see paper 3.2), the purpose of which is to ensure the Board has sufficient time to consider strategic issues.

- 1964 The diagram in the framework provides a helpful summary of how UCEM is working in terms of delegation to the Executive and delegation to the sub-committees and will be kept under regular review. The work in late 2019 to prepare a cycle of business for each committee helped significantly with meeting planning and ensuring all relevant items of business are covered in the correct forums.
- 1965 The Committee **NOTED** the overarching delegation framework in place at UCEM and **AGREED** that it should move further towards sub-committee meeting summaries being taken as read to save time for the Board itself to focus on strategic matters, thereby showing full trust in how the sub-committees operate and function.

4) GENERAL GOVERNANCE MATTERS

1966 **4.1) TO APPROVE THE TRUSTEE APPRAISAL PROCESS AND FORM**

- 1967 The Committee was advised that UCEM should, as part of good governance, be undertaking annual appraisals with all trustees and that therefore the process to appraise trustees for the 2019-20 calendar year should commence in June 2020, for conclusion by end August, and with a review of outcomes to be held by the Committee at its next meeting on 4th September 2020. It was proposed that the Vice Chair be involved in carrying out some appraisals to support the workload of the Chair and ensure timely completion. Members of the Committee expressed their willingness to receive any constructive criticism of their contributions and any areas for development through the process, despite undertaking the role pro bono, in order to feel they are adding value and making a positive contribution.
- 1968 The Committee **APPROVED** the proposed timescales of early June to end August for the 2019-20 Trustee Appraisal process.
- 1969 The Committee **APPROVED** the involvement of the Vice Chair in undertaking some of the Trustee appraisals in order to share the workload and ensure timely completion.
- 1970 The Committee reviewed the proposed appraisal form to be used during the process, which had been updated to reflect Advance HE Effective Governance guidance. The Committee **APPROVED** the updated Trustee Appraisal form.

ACTION Pre-populate the individual appraisal forms with attendance data and issue to all Trustees. [LH]

ACTION At the close of the process, share the individual and collective outcomes with AC as she prepares to become Chair of the Board. [LH]

1971 **4.2) TO NOTE DEFERRED WORKSTREAMS**

- 1972 JEF informed the Committee that due to the impact of the Covid-19 pandemic on priorities and workload at UCEM, the nominations process for Honorary and Associate Fellowships in 2020 had yet to be re-opened.
- 1973 The Committee **NOTED** that the nominations process for Honorary and Associate Fellowships would be re-opened in mid-summer 2020 to allow for nominations to be considered at the 4th September 2020 meeting of the Committee. This in turn

would allow any nominees chosen to be informed of their appointment in good time to attend Graduation in December 2020 to receive their certificates.

ACTION **Re-open the Honorary and Associate Fellows nominations process in time for consideration of submissions at the next meeting of the Committee on 4th September 2020. [JEF/LH]**

1974 The Committee **NOTED** that the Honorary and Associate Fellows annual luncheon, which was scheduled for 4th September 2020 at Shinfield Grange, had been postponed in light of the Covid-19 pandemic.

1975 JEF informed the Committee that Effective Governance Review day was currently scheduled for 2nd July 2020 but in light of the impact of Covid-19 might best be delayed until at least Autumn 2020 as it might be a more effective event, with better outcomes, if held in person, rather than remotely.

1976 The Committee **AGREED** to explore whether a postponement of the planned Effective Governance Review until at least Autumn 2020 is possible with the consultants. If a rescheduled event cannot happen later this year, UCEM will reconsider running this remotely as the delay should not be indefinite.

1977 **4.3) TO RECEIVE A PROPERTY AWARD WINNER UPDATE**

1978 **REDACTED**

1979 The Committee also **NOTED** that the event date of 15th October 2020 is subject to review in light of the impact of Covid-19. Whilst there is appetite internally to move the event to the Spring permanently, the Committee suggested it might be run in a hybrid format in autumn 2020 as so many other major sector events are being postponed to Spring 2021 already. This could take the form of announcing Annie's, the student and the alumni wins via video interview, with the aim of reaching a significant and much wider UCEM audience remotely - including all staff, students and wider sector partners. The event might also look thematically at the impact of Covid-19 on the future of the built environment as a topical theme of relevance to the entire sector.

ACTION **Develop a full Property Award event proposal for remote awards on the original 15th October 2020 date. [AW]**

5) ANY OTHER BUSINESS

1980 **5.1) ANY OTHER BUSINESS**

1981 The Committee thanked AW/JEF for their work to lead UCEM through the current Covid-19 pandemic so effectively. No additional items of business were reported, and the meeting concluded at 11.02am.

1982 **5.2) DATE AND TIME OF NEXT MEETING**

1983 The date and time of the next Nominations and Governance Committee will be Friday 4th September 2020 from 10.00am-12noon via Zoom.

Signed:

A handwritten signature in black ink, appearing to read 'Chris Turley', written over a horizontal line.

Name:

Chris Turley

Date:

4th September 2020