



Nominations and Governance Committee 4th September 2020

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 4th September 2020 from 10.00am-12.00noon.

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

Apologies:

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

1) GENERAL MEETING GOVERNANCE

1984 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

1985 There were no conflicts of interest declared.

1986 1.2) APOLOGIES FOR ABSENCE

1987 There were no apologies for absence.

1988 1.3) TO APPROVE THE MINUTES OF THE MEETING HELD 21ST MAY 2020

1989 The minutes of the Nominations and Governance Committee held 21st May 2020 were **APPROVED** as a true record.

1990 1.4) TO APPROVE THE REDACTED MINUTES OF THE MEETING HELD 21ST MAY 2020

1991 The Nominations and Governance Committee **NOTED** the proposed redactions from the minutes of the meeting held 21st May 2020. The minutes, with just one redacted paragraph, were **APPROVED** by the Committee for publication on the UCEM website.

1992 **1.5) TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA**

1993 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 immediate and ongoing operation of the institution. This includes the succession protocols amendments, and investigation into the low response rate on sexual identification in the staff data return which will come forward at the next meeting.

2) COMPOSITION OF THE BOARD

1994 **2.1) TO REVIEW THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES AND THE SKILLS MATRIX**

1995 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 remains 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.

1996 The Committee reviewed the skills mix across the Board and the outstanding gaps in expertise the Board would benefit from. The top priority remains for candidates with higher education and regulatory expertise, with potential for digital/technology/sustainability expertise after this or in tandem. The Committee also noted that through the appraisals process, some Trustees had considered the lack of 'construction' sector expertise on the Board a gap. JG confirmed that he has requested potential names of candidates that might fill this gap from Sir James Wates CBE. JEF confirmed that there is capacity to recruit trustees in all these categories and remain within the terms of the Royal Charter, although it was acknowledged that UCEM has significant inhouse expertise in construction and might benefit more from trustees with expertise in new areas which align to the ambition of the CX Strategy. The Committee also acknowledged that expertise and linkages into further education remain important, despite the closure of the level 3 provision.

1999 The Committee **NOTED** the ongoing challenges of identifying and recruiting trustees regardless of specific expertise UCEM seeks. All identified areas of expertise will therefore remain on the target list for recruitment.

1998 The Committee considered a proposal for a Board Apprentice Scheme. These Board attendees would not have voting rights, nor be formal Board members, but their skills and insight from the sector would benefit the Board and UCEM would be seen to be supporting and developing young talent through this career development opportunity. It may also lead to full trusteeship in the longer term. These candidates could be working in disciplines of the Built Environment that UCEM is yet to offer programmes in as a means to capturing this expertise on the Board for time limited periods. Similarly, guest participants on specialist subjects at Board meetings would

also provide insight and the Board will be encouraged to make suggestions of potential speakers at the next Board meeting.

- 1999 The Committee was supportive of the Board Apprentice proposal and requested that JEF prepare a full proposal of how the scheme would work for the January committee meeting to consider.

ACTION: Prepare a formal proposal for a Board Apprentice scheme. [JEF]

- 2000 The Committee **NOTED** that Chris Costigan had agreed to remain as Safeguarding Lead for further twelve months and through the run out of UCEM's Level 3 provision. The Committee thanked CC for this commitment.

- 2001 The Committee **NOTED** that sub-committee membership remains unchanged through 2020, and therefore Audit and Finance Committees continue to carry vacancies. The Committee also **NOTED** that JEF has two potential candidates to approach for the vacant role of External Representative on the Academic Review Committee.

2002 2.2) TO RECEIVE AN UPDATE ON INDEPENDENT TRUSTEE RECRUITMENT

- 2003 JEF reminded Trustees of the efforts to date to source new Trustees for the Board, including a failed open recruitment process in autumn 2019 and the inability to fund the support of an external agency. The Committee had agreed to make direct speculative approaches to five potential candidates in May 2020 but these two were ultimately unsuccessful (REDACTED). There are currently vacancies for three independent trustees on the Board, which will rise to four when John Gellatly steps down in December.

- 2004 In July 2020, UCEM made a further direct speculative approach to six more potential candidates and was put in touch with one other candidate through an extended network. As a result, three informal stage one interviews were held over the last two weeks. REDACTED. All come with significant higher education expertise at a senior level and the Executive recommended that all three have further discussions with a panel consisting of the Chair Designate and the Vice Chair in the anticipation that, given the calibre of all three, at least two could be appointed as soon as possible and the third potentially put on a delayed appointment. The Committee acknowledged that these appointments would provide further equality on the Board in terms of diversity but not meet any BAME aspirations.

- 2005 The Committee **AGREED** to proceed to interview as soon as possible with all three candidates with the intention of appointing two in the autumn and delaying the appointment of the third to avoid significant trustee rotation at any one time. The delayed appointee could still be invited to meetings to gain UCEM knowledge in preparation for their appointment commencing in 2021.

ACTION: Set up interviews for the three candidates with the Chair Designate and Vice Chair as soon as possible. [LH]

3) REGULATION AND COMPLIANCE

<u>2006</u>	<u>3.1) TO RECEIVE AN UPDATE ON UCEM COMPLIANCE WITH THE CUC CODE OF HIGHER EDUCATION GOVERNANCE 2020</u>
2007	The Committee reviewed paper 3.1 which provided a summary of UCEM compliance with the CUC Code of Higher Education Governance. The Committee NOTED the importance of the code as the sector standard for governance and that a further update to the code was expected in 2020 but has yet to be published. A further update against the new code will be provided once published.
2008	The Committee NOTED how much progress UCEM has made in the last two years with increasing its compliance with the code, in particular, with the creation of the Audit Committee and the Vice Chair role which have both added significant value to the Board.
2009	The area where further work could be done is around ethics and UCEM's lack of a formal policy or committee on ethics at Board level. The Committee agreed that ethics was currently covered by the UCEM Research Committee, and nothing further was required at Board level. However, the Terms of Reference for the Academic Review Committee could be adapted to encompass consideration of ethics and link to the Research Committee. In addition, UCEM could identify specific trustees as specialists on ethics who convene as and when necessary to advise the Board. ACTION: Verify if there is any content in the Royal Charter or UCEM Regulations pertaining to ethics. [JEF]
2010	It was also suggested that a more active management of Conflicts of Interest and the Register of Interests might demonstrate UCEM's approach to ethics.
2011	The Committee AGREED that the lack of a sub-committee is not a significant risk to UCEM in its current guise but that it will adapt the Terms of Reference for the Academic Review Committee until such a time as UCEM increases its research activities more significantly and then requires a sub-committee. Any sub-committee at that time would then actively support UCEM's application for Research Degree Awarding Powers. ACTION: Adapt Academic Review Committee Terms of Reference to reflect UCEM policy and requirements on ethics. [JEF]
2012	The Committee also NOTED that whilst UCEM has progressed work on equality and diversity, there is still more to be undertaken to enhance UCEM compliance with the CUC Code.
<u>2013</u>	<u>3.2) TO RECEIVE AN UPDATE ON UCEM COMPLIANCE WITH THE CHARITY COMMISSION CODE OF GOVERNANCE</u>
2014	The Committee was reminded that as part of its ongoing governance and compliance role and in light of UCEM's formal status as a charity, it must also have due regard to the Charity Commission Code of Governance. UCEM last reviewed its compliance with the code in September 2018 and agreed to review it every two years. Paper 3.2 provides an update on UCEM's ongoing obligations with regards to the Code and made recommendations for areas to enhance compliance.

2015 The Committee **NOTED** that UCEM had increased compliance with the code in the last two years but that the key area for further improvement is equality and diversity.

2016 The Committee **AGREED** to implement equality and diversity training for the Board during 2021 and JEF will provide proposals for the approval of the Committee in January 2021.

ACTION: Make a proposal for equality and diversity training for the Board. [JEF]

2017 3.3) TO RECEIVE AN OVERVIEW OF BOARD WORK IN 2019-20

2018 At its January meeting, the Committee agreed to adopt various principles of good governance outlined at the Advance HE Annual Governance conference in November 2019. This included undertaking an overview of the decisions the Board takes each year in order to demonstrate the impact it has on the institution. Paper 3.3 provides an overview of all decisions of the Board in 2019-20 to demonstrate this.

2019 The Committee **NOTED** the volume and quality of work undertaken by the Board in 2019-20 which demonstrated its overall effectiveness, how it monitors UCEM compliance in various areas of the business and that it is an effective Board undertaking significant work. The Committee requested that in future years the summary report be enhanced through categorisation of the types of decisions and actions the Board takes.

2020 The Committee **REQUESTED** that the current report be amended to include the decisions on the Property Award winner and the appointment of new auditors, Mazars, in the 'approved' section rather than the 'agreed' section.

ACTION: Make minor amendments to Board decisions report. [LH]

2021 3.4) TO APPROVE NEW TRUSTEE TRAINING IN SAFEGUARDING AND PREVENT

2022 UCEM is subject to the Prevent Duty and as part of this all staff and all governors/trustees of the institution should undertake regular training and keep this refreshed every other year as a minimum (for staff this is annually). UCEM has developed its own e-learning module on the knowledge required and in the context of UCEM. UCEM Trustees are not currently requested to undertake refresher training after their initial certified programme on appointment. In order to demonstrate good governance and compliance with OfS and Ofsted expectations Trustees should undertake refresher training every year.

2023 The Committee **AGREED** to request that all Trustees are provided with access to the e-learning modules on Safeguarding and Prevent on the VLE and complete the training and assessment by end November 2020 to ensure UCEM's ongoing compliance with the Prevent Duty.

ACTION: Organise for Trustee access to the VLE to complete e-learning modules on Safeguarding and Prevent. [LH]

4) GENERAL GOVERNANCE MATTERS

2024 4.1) TO APPROVE THE NOMINATIONS AND GOVERNANCE COMMITTEE ANNUAL REPORT

- 2025 The Committee's draft annual report for 2019-20 was presented in paper 4.1 for the approval of the Committee ahead of being presented to the Board of Trustees for formal approval at its September 2020 meeting.
- 2026 The Committee **NOTED** the work of the Committee in 2019-20 and its strong record of activity on good governance. The Committee acknowledged its main area of challenge, that of recommending appropriate and sufficient nominations for suitable new trustees, property award winners, Honorary and Associate Fellows and Honorary Degree recipients. The Committee needs to further consider how this can be improved.
- 2027 The Committee thanked JEF and LH for their work to improve the functioning of the Committee and ensure it is focussed on the appropriate matters. The Committee was impressed with the overall professionalism of staff and trustees with regards to the functioning of the Board and sub-committees.
- 2028 The Committee **APPROVED** that the draft annual report be presented to the Board of Trustees on 24th September 2020 for formal approval.

2029 4.2) TO RECEIVE THE BOARD EFFECTIVENESS WORKSHOP REPORT

- 2030 The Board held an Effective Governance Review workshop, facilitated by Advance HE, on 2nd July 2020 on the recommendation of the Nominations and Governance Committee. The workshop outcomes report and recommendation were shared at paper 4.2a.
- 2031 The Committee discussed the values of the day, particularly in comparison to its own Strategy Day held only three weeks earlier, which had been considered exceptional by all Trustees. The Committee acknowledged the usefulness of having had some externality through the day in support of UCEM's permanent Degree Awarding Powers application.
- 2032 The Committee **AGREED** that the key next step is to consider the outcomes of the Advance HE report in tandem with the outcomes of UCEM's own strategy day and demonstrate the next steps it has taken as a result of all the discussions and recommendations.

ACTION: **Collate the outcomes and proposed next steps as a result of both the Advance HE workshop and the UCEM Strategy Day. [JEF]**

2033 4.3) TO REVIEW THE OUTCOMES OF THE TRUSTEE APPRAISALS PROCESS 2020

- 2034 The Committee was reminded that it had approved a revised appraisal form and process at its last meeting for the 2019-20 year. The process was then scheduled by the Clerk to the Board and all Trustees met with either the Chair or Vice Chair during June/July/August 2020. The Chair was appraised by the Chairs of the Principal Sub-Committees. The process concluded in August 2020 and paper 4.3 represents a

summary of the key thematic outcomes of the process for the consideration of the Committee.

2035 The Committee discussed each of the key themes and recommendations in the paper, acknowledging the overall positivity of both the process and the opportunity to undertake individual discussions this year. REDACTED

2036 REDACTED. The first step in this process will be to increase visibility of the management structure to the Board so they understand who is on the team and the responsibilities they have in order to be able to objectively consider resource requests for additional support.

2037 It was **NOTED** that the outcomes were also shared with the Chair Designate as part of her transition into full Chairmanship of UCEM in autumn 2020.

2038 4.4) TO CONSIDER NOMINATIONS FOR HONORARY AND ASSOCIATE FELLOWSHIPS OF UCEM

2039 The nominations process for Honorary and Associate Fellowships in 2020 had been re-opened in July 2020, with a closing deadline of early August. This time the process had yielded four nominations for Honorary Fellowship and seven for Associate Fellowship. The Committee noted that there are no limits to the numbers of appointments made and that the high number of applications from Hong Kong is reflective of their engagement in the process in comparison to the UK.

2040 The Committee considered the awarding of Honorary Fellowships to ex-staff members and **NOTED** the scheme can be appropriately used for this purpose (as per the Procedural Guidelines) and in fact many institutions use such schemes precisely for this. The Committee requested that UCEM reviews which other ex-staff members might be appropriate candidates for a nomination and ensures it is clear on how it justifies 'distinguished' in each case.

ACTION: Review list of ex-staff of UCEM to consider if there are other candidates that might also be considered to have provided distinguished service to UCEM and that might therefore also be nominated for Honorary Fellowships. [JEF]

2041 The Committee considered each nomination in turn.

2042 The Committee **APPROVED** the nomination of Sir James Wates CBE for an Honorary Fellowship of UCEM.

2043 The Committee **APPROVED** the nomination of Graham Hough for an Honorary Fellowship of UCEM.

2044 REDACTED

2045 The Committee **APPROVED** the nomination of Peter McCrea for an Honorary Fellowship of UCEM.

2046 The Committee **APPROVED** the nomination of Jack Ung Sio Hong for an Associate Fellowship of UCEM.

- 2047 The Committee **APPROVED** the nomination of Joe Siu Kai Chan for an Associate Fellowship of UCEM.
- 2048 The Committee **APPROVED** the nomination of Nathan Jarman for an Associate Fellowship of UCEM.
- 2049 The Committee **APPROVED** the nomination of Stanley Kong Wing-Kin for an Associate Fellowship of UCEM.
- 2050 The Committee **APPROVED** the nomination of Jessica Austen for an Associate Fellowship of UCEM.
- 2051 The Committee **APPROVED** the nomination of Judi Greenwood for an Associate Fellowship of UCEM.
- 2052 The Committee **APPROVED** the nomination of Laura Wilson for an Associate Fellowship of UCEM.
- 2053 The Committee **NOTED** that those approved for Honorary Fellowships would be presented their awards at the next Graduation Ceremony (likely to be February 2021 at the earliest) but would be informed of their award in the coming weeks via letter from Ashley Wheaton on behalf of the Board. Those approved for Associate Fellowships would be invited to an event in 2021 to be presented with their certificates (normally the annual Honorary and Associate Fellowship luncheon, date TBC). Some PR and press around the appointments will be undertaken in autumn 2020 ahead of these events in 2021.

ACTION: Write to all nominees confirming their appointments as Honorary and Associate Fellows and organise for press activity to take place regarding the appointments. [JEF/LH]

2054 4.5) TO RECEIVE A PROPERTY AWARD WINNER UPDATE

- 2055 The Committee **NOTED** that the event date of 15th October 2020 had now been formally postponed to 2021 but that an alternative style online event is planned for 2020 so the awards can still be made this year. Paper 4.5 provided a summary overview of the plans for 15th October itself and the run-up to this date.
- 2056 The Committee **NOTED** the aims of the revised format event and endorsed the plans being made for build up during late September and a series of asynchronous pre-recorded announcements on social media during 15th October 2020. Event brochures will also be produced and send in hard and e-copy to traditional event attendees. Trustees were invited to join in the social media activity on the day and congratulate all nominees. The revised format provides an opportunity to continue the awards in 2020 yet may help evolve them for future years.

5) ANY OTHER BUSINESS

2057 5.1) ANY OTHER BUSINESS

- 2058 No additional items of business were reported, and the meeting concluded at 11.56am.

2059

5.2) DATE AND TIME OF NEXT MEETING

2060

The date and time of the next Nominations and Governance Committee will be Thursday 28th January 2021 from 14.00-16.00pm via Zoom.

Signed:

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

Name:

Chris Turley

Date:

28th January 2021