



Nominations and Governance Committee 28th January 2021

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 28th January 2021 from 14.00pm-16.00pm.

Present: Amanda Clack [AC] (from 14.30pm)
Chris Costigan [CC]
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

- 2061** **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**
- 2062 There were no conflicts of interest declared.
- 2063** **1.2) APOLOGIES FOR ABSENCE**
- 2064 There were no apologies for absence.
- 2065** **1.3) TO APPROVE THE MINUTES OF THE MEETING HELD 4TH SEPTEMBER 2020**
- 2066 The minutes of the Nominations and Governance Committee held 4th September 2020 were **APPROVED** as a true record.
- 2067** **1.4) TO APPROVE THE REDACTED MINUTES OF THE MEETING HELD 4TH SEPTEMBER 2020**
- 2068 The Nominations and Governance Committee **NOTED** the proposed redactions from the minutes of the meeting held 4th September 2020. The minutes, with just a few redacted paragraphs, were **APPROVED** by the Committee for publication on the UCEM website.

2069 1.5) TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA

2070 An actions summary from the previous meeting was circulated as Paper 1.5 and the Committee **NOTED** that all matters were either closed or due to be discussed further during the course of the meeting.

2) GENERAL GOVERNANCE MATTERS

2071 2.1) TO CONSIDER THE NOTICE PERIODS OF SENIOR UCEM STAFF

2072 In follow-up to action 1856/1857 regarding the Committee's discussion in May 2020 on succession protocols for the Executive, the Director of HR presented a paper outlining typical notice periods in comparison to those of UCEM senior staff (paper 2.1).

2073 Jane Fawkes briefly left the meeting for this item to avoid any conflict of interest and so the Committee could discuss the matter freely.

2074 The Committee **NOTED** that the Deputy Principal is currently on a contract with 3-months' notice. The Committee discussed whether this should be 6 months and **AGREED** this was more appropriate for a Deputy Principal role. The Director of HR will be requested to open a consultation with the Deputy Principal to increase the notice period from 3 to 6 months.

2075 Jane Fawkes returned to the meeting following this discussion.

2076 Ashley briefly left the meeting for the matter of the Principal's notice period in order to avoid any conflict of interest and so the Committee could discuss the matter freely.

2077 The Committee **NOTED** that the Principal is currently on a contract with 6-months' notice, which does align with the benchmarking undertaken, at the lower end of the scale. The Committee discussed whether this should be 12 months and ultimately **AGREED** this was more appropriate for the Principal role to protect the Board and the institution. The Director of HR will be requested to open a consultation with the Principal to increase the notice period from 6 to 12 months.

ACTION Director of HR to commence consultations with the Principal and Deputy Principal to increase their notice periods from 6-12 months and 3-6 months respectively, following approval of the full Board on 25th March 2021. [LW]

2078 Ashley Wheaton returned to the meeting following this discussion.

2079 **REDACTED**

2080 2.2) TO RECEIVE AN UPDATE ON UCEM'S APPLICATION FOR PERMANENT DEGREE AWARDING POWERS

2081 The Committee received an update on UCEM's application for permanent Degree Awarding Powers and the OfS timescales for assessment of the application in paper 2.2.

2082 UCEM is still waiting for the OfS to confirm when will recommence the application review process. UCEM has until 2024 to secure this but it is integral to UCEM's strategy at this time and will form the first step in the process to achieving full University Title. CC/SJ have both reviewed the draft UCEM Self-Assessment Document.

2083 The Committee **NOTED** the progress made by UCEM in its application for indefinite degree awarding powers (DAPs), as summarised in the update.

2084 **2.3) TO CONSIDER HONORARY FELLOWSHIPS**

2085 The Committee was reminded that it had approved some nominations for Honorary and Associate Fellowships in September 2020. Further to those discussions, the University College Secretary was requested to further consider criteria for ex-staff becoming Honorary Fellows. This was presented in paper 2.3.

2086 The Committee **AGREED** that ex-members of staff (not just at the principal level) would be fully eligible for Honorary Fellowships and decisions would be based on length of service and contribution to the institution.

2087 **REDACTED**

2088 The Committee **APPROVED** the nomination of Albert So for an Honorary Fellowship of UCEM.

ACTION: Write to Albert So and inform him of his appointment as a UCEM Honorary Fellow. [LH]

2089 Finally, the Committee **AGREED** that nominations for further Honorary and Associate Fellowships would not open again until late summer or autumn of 2021.

2090 **2.4) TO CONSIDER THE PROPERTY AWARD 2021 WINNER**

2091 The Committee **NOTED** that UCEM would be hosting the 2021 Property Award event on 14th October 2021. The intention is to return to a face to face luncheon event at Haberdasher's Hall but if this is impossible an event along the same format as that in 2020 will be staged. Paper 2.4 proposed a nomination process and the standard criteria for the 2021 winner, with the requirement that the final nominee be chosen by the 25th March 2021 Board date at the latest in order to secure their attendance at the event. It also outlined shortlisted nominees from recent years to commence the process of 2021 nominations.

2092 The Committee discussed how it might engage a wider group of people in collation of a shortlist and whether there might be links to the pandemic this year in particular that might merit recognition. The Committee **AGREED** to convene a focussed panel (potentially industry-led) to brainstorm a shortlist and provide breadth and depth.

ACTION Convene a panel to create a Property Award winner 2021 shortlist. [AW/JEF/LH]

2093 The Committee also considered how UCEM can gain increased profile from the event and get industry press involved. As with discussions in previous years, the Committee felt the event can be hugely successful and has significant credibility but

does not provide sufficient return or increased profile for UCEM. AW suggested that Donna Rourke-Hougue could revisit the work undertaken over a year ago on how to increase profile and publicity for the event, potentially through sponsorship opportunities. The immediate requirement remains, however, to ensure a winner is identified as soon as possible and voted on at the Board meeting on 25th March 2021.

2094 **2.5) TO REVIEW THE TERMS OF REFERENCE FOR THE BOARD AND SUB-COMMITTEES**

2095 The Committee was advised that all Terms of Reference for the Board of Trustees and the sub-committees had undergone their annual review. As a result, a small number of minor amendments had been made to each document, principally the updating of membership in light of the change in UCEM Chairmanship and the appointment of new Trustees (papers 2.5a-2.5g).

2096 The Board of Trustees Terms of Reference v10.01 were presented to the Committee in paper 2.5a with minor amendments proposed and updated membership information. The Committee queried the wording amend in the key purpose to include 'Ofsted' and agreed the wording should actually be updated to 'ensuring that UCEM meets the conditions of registration with the Office for Students, the requirements of the ESFA, the requirements of any other body to which UCEM is directly accountable and the expectations of the Higher Education Code of Governance.'

2097 The Board **APPROVED** the minor amendments to the Board of Trustees Terms of Reference which are to be finalised and published as the new V11.0, pending the minor wording amend agreed.

ACTION **Finalise and publish the Board Terms of Reference as V11.0. [LH]**

2098 The Finance Committee Terms of Reference v8.01 were presented to the Committee in paper 2.5b with updates to membership proposed. The Committee pointed out a typographical error in the membership which will be resolved before finalisation.

2099 The Committee **APPROVED** the proposed changes to the Finance Committee's Terms of Reference which are to be finalised and published as the new V9.0.

ACTION **Finalise and publish the Finance Committee Terms of Reference as V8.0 pending the correction of the small typographical error in the membership. [LH]**

2100 The Nominations and Governance Committee Terms of Reference v7.01 were presented to the Committee in paper 2.5c with minor amendments to membership proposed.

2101 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 V8.0.

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

- 2102 The Audit Committee Terms of Reference v7.01 were presented to the Committee in paper 2.5d with minor amendments proposed and updated membership information.
- 2103 The Committee **APPROVED** the proposed changes to the Audit Committee's Terms of Reference which are to be finalised and published as the new V8.0
- ACTION Finalise and publish the Audit Committee Terms of Reference as V8.0. [LH]**
- 2104 Remuneration Committee Terms of Reference v7.01 were presented to the Committee in paper 2.5e with updated membership information.
- 2105 The Committee **APPROVED** the proposed changes to the Remuneration Committee's Terms of Reference which are to be finalised and published as the new V8.0.
- ACTION Finalise and publish the Remuneration Committee Terms of Reference as V8.0. [LH]**
- 2106 The Academic Review Committee Terms of Reference 10.01 were presented to the Committee in paper 2.5f with no proposed amendments.
- 2107 The Committee **NOTED** the Academic Review Committee Terms of Reference V10.01 which required no further new changes from when they were approved in October 2020
- 2108 The Property Working Group Terms of Reference V1.01 were presented to the Committee in paper 2.5g with no proposed amendments.
- 2109 The Committee **NOTED** the Property Working Group Terms of Reference V1.00 which required no new changes from when they were first approved in Autumn 2020.

3) COMPOSITION OF THE BOARD

- 2110 3.1) TO REVIEW THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES, THE SKILLS MATRIX AND TO AGREE THE RE-APPOINTMENT OF TRUSTEES AND EXTERNAL REPRESENTATIONS**
- 2111 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.
- 2112 Stephen Jackson stepped out of the meeting for the discussion on whether it was appropriate for the Vice Chair to continue as Chair of Audit Committee, following the publication of CUC Governance Code guidance on Audit Committees in 2020. The Committee **NOTED** that there was no suggestion of inappropriate conduct by the current Chair of the Audit Committee and that the code is silent on the matter of Vice Chair's undertaking this role. The principles in the Code suggest that Board leadership should be separate from leadership of the Audit Committee and this is where potential conflict may arise for UCEM.

- 2113 The Committee **AGREED** it would not take any immediate action on this matter and that SJ could remain Chair of the Audit Committee. It was felt the current incumbent brings integrity to the role. The Committee did, however, **AGREE** to keep the matter under regular review and certainly to review the decision when a new incumbent is required for any reason in the future. SJ returned to the meeting.
- 2114 The Committee reviewed the skills mix across the Board and the outstanding gaps in expertise the Board would benefit from (paper 3.1a). The key priorities and schedule for any further Trustee recruitment were considered at item 3.2. The Committee **NOTED** that the External Representatives of the sub-committees had been added to the matrix.
- 2115 The Committee **NOTED** the current membership of the sub-committees and the ongoing vacancy on Finance Committee.
- 2116 The Committee **PRE-APPROVED** the re-appointment of Misa von Tunzelman as Independent Trustee for a further 3-year term of office to June 2024. The appointment will be confirmed by the Board on 25th March 2021.
- 2117 The Committee **NOTED** that Kenny Miller can be re-appointed for a final 3-year term of office as a result of being Chair of a Sub-Committee. The Committee **PRE-APPROVED** the re-appointment of Kenny Miller as Independent Trustee for up to a further 3-year term of office to March 2024 (9-years in total). The Committee **NOTED** that KM may choose to retire before the full extent of the term of this renewal. The appointment will be confirmed by the Board on 25th March 2021.
- 2118 The Committee **APPROVED** the re-appointment of Alex Fraser to the Audit Committee as External Representative for a further 3-year term of office to December 2023.
- 2119 The Committee **APPROVED** the re-appointment of Nick Morton to the Academic Review Committee as External Representative for a further 3-year term of office to April 2024.
- 2120** **3.2) TO CONSIDER FURTHER INDEPENDENT TRUSTEE RECRUITMENT**
- 2121 JEF reminded Trustees of the efforts to date to source new Trustees for the Board, which whilst challenging during 2020 ultimately resulted in the appointment of two new academic Trustees in November 2020, thus also redressing the balance of trustees between academia and industry.
- 2122 The Committee discussed the type of skills UCEM may need to recruit next, noting that there are less vacancies to fill and there is now more time to seek to fill them. The Committee agreed the priorities likely lay in someone with a technology or PropTech background/insight or someone with skills linked to the direction of travel of UCEM relative to its agreed strategy. It was also suggested that whilst the balance between academia and industry was now improved, UCEM might still benefit from an academic Trustee with pedagogy skills.
- 2123 The Committee **AGREED** that the current Board makeup was at its strongest and most well-balanced in many years and there was no need to rush to recruit further new skills. The Board will undertake its strategy review in March and then seek to implement an open and fair recruitment process in line with the identified gaps. This will not preclude UCEM identifying potential ideal candidates itself too. A decision

at the Nominations & Governance Committee in May 2021, on the back of the March Board meeting, means this process can be implemented for the autumn and in a timely manner ahead of any further Trustee retirements from the Board in 2022.

2124 **3.3) TO CONSIDER STUDENT TRUSTEE RECRUITMENT**

2125 **REDACTED**

2126 The Committee **AGREED** that the process for recruiting two new student trustees (with one of them also taking the role of Lead Student Representative) will commence in March 2021. Candidates for approval for appointment will be brought to the May 2021 Nominations and Governance Committee meeting, following a selection process, which will involve a meeting with either the Chair or Vice Chair of the Board. This will allow for the appointments to be confirmed at the Board meeting in June 2021.

2127 **3.4) TO CONSIDER A BOARD APPRENTICE SCHEME**

2128 The Committee was reminded that in September 2020 it asked the University College Secretary to prepare a formal proposal on the potential for Board apprentices for this meeting. JEF outlined the two possible options for pursuing this scheme in paper 3.4 and outlined the benefits such a scheme might bring to UCEM.

2129 The Committee fully endorsed the concept and agreed it would give great strength to the Board. The full terms of the scheme and how it will operate will now be drafted for approval ahead of implementation. This will include ensuring any Apprentice is not automatically entitled to a trusteeship on the Board through participation in the scheme.

2130 The Committee **AGREED** to pursue a Board Apprentice scheme and that it would do this through a UCEM scheme targeted at UCEM Alumni and Associate Fellows. The Committee **AGREED** to present the final scheme proposal to the Board for approval in March 2021.

ACTION Draft the terms and operational procedures for the UCEM Board Apprentice scheme for approval by the Board of Trustees on 25th March 2021, ahead of implementation thereafter. [JEF]

2131 **3.5) TO REVIEW THE DIVERSITY OF THE BOARD**

2132 The Committee was reminded that UCEM now routinely collects Equality and Diversity data on appointment of new Trustee following the instigation of this process with all existing Trustees in early 2020. Following changes to the Board membership in late 2020, the data has been reviewed for an annual refresh for the Committee to note and was presented in papers 3.5 & 3.5a.

2133 MvT suggested in the future it would be worth including social mobility within the diversity data set, to enable a comparison of how the Board composition reflected the composition of the student body. It was agreed it would be considered how this could be incorporated into the review of future data.

2134 The Committee **NOTED** the Board diversity data update and that UCEM now has a 50:50 split between male and female on the Board. The Committee **AGREED** it did

not need to set a formal target in this area at this time given its current diversity. It would do so in the future if the Board ever becomes less diverse.

2135 3.6) TO REVIEW THE UCEM ACADEMIC STAFF DIVERSITY DATA

2136 The Committee was reminded that at its meeting in May 2020 it had reviewed the academic staff diversity data for the first time and recommended that UCEM explores why some respondents withheld responses on sexual orientation and undertakes further work to fully promote that diversity within the staff body is welcomed. The Committee was presented with an update on the data and on this action in papers 3.6 and 3.6a.

2137 In reviewing the data once more, the Committee still believed that there may be an issue with LGBTQ community feeling comfortable in their sexual identity at UCEM. It was suggested that the LGBTQ Trustees might be willing to support UCEM in ensuring all staff feel comfortable in declaring their personal information in the survey and in the UCEM workplace. MvT stated her willingness to work with UCEM Champions for LGBTQ across HR and internal communications.

2138 The Committee **NOTED** the final HESA data submission on equality and diversity of UCEM's academic staff in 2020 and the likely reasons suggested as to why staff withhold some information in relation to closing off action 1949 from the Actions Summary.

2139 The Committee **NOTED** that instead of seeking to find out reasons for withholding information in the survey, UCEM will do more to enable staff to feel comfortable in fully disclosing their information in the survey.

4) REGULATION AND COMPLIANCE

2140 4.1) TO RECEIVE AN UPDATE ON UCEM COMPLIANCE WITH OFS CONDITION OF REGISTRATION E2

2141 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 4.1a.

2142 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 and was reassured that the evidence is in place to demonstrate this. This includes having put in place a Control Process in 2019-20 to ensure that funds received from OfS are used for the purposes for which they were received. In addition, Value for Money statements have been published and the Audit Committee has fully satisfied itself that UCEM is meeting the condition and has the evidence to demonstrate this in place.

2143 4.2) TO RECEIVE AN UPDATE ON UCEM COMPLIANCE WITH THE UPDATED CUC CODE OF HIGHER EDUCATION GOVERNANCE 2020

2144 The Committee reviewed paper 4.1 which provided a summary of UCEM compliance with the newly updated CUC Code of Higher Education Governance. The Committee **NOTED** the importance of the code as the sector standard for governance.

2145 JEF undertook a full UCEM compliance audit with the new code. The Committee **NOTED** UCEM's overall compliance with the CUC Higher Education Code of Governance (2020), noting further work is still required related to Equality and Diversity.

2146 The Committee considered whether the role of a Senior Independent Governor would be of value to the UCEM Board of Trustees and **AGREED** that UCEM would not appoint a Trustee to this role at the current time. The Committee felt the Vice Chair role at UCEM provided this function and that it would not add any further value with the current make-up and culture of the Board. The Committee **AGREED** it would reconsider this decision annually and review the success of the role within the sector to support the ongoing decision-making.

2147 4.3) TO NOTE THE OFS CONSULTATION ON REPORTABLE EVENTS

2148 The Committee **NOTED** in paper 4.3 that the OfS launched a consultation on reportable events on 15th December 2020 which is open until 19th February 2021 and the proposed governance changes to Reportable Events from Spring 2021.

2149 The Committee also **NOTED** that the UCEM Reportable Events Procedure will be updated and prepared for Board approval in March 2021 assuming the proposals of the consultation are adopted in full.

2150 4.4) TO RECEIVE THE OUTCOMES OF THE DIVERSITY AND INCLUSION TRAINING EVENT

2151 Chris Costigan gave a brief overview of the Advance HE training event entitled *Diversity and Inclusion – the critical governance role that he had attended on behalf of the Committee on 22nd October 2020*. CC made various recommendations as outlined in paper 4.4 as a result of attending the training.

2152 The Committee **AGREED** that the current UCEM data sets on EDI sufficiently cover equality and diversity.

2153 The Committee **AGREED** that UCEM should appoint a Trustee as a champion for diversity and equality. Whilst it was acknowledged this is the responsibility of all Trustees, it was felt it would add value because the nominee could actively engage more broadly with the UCEM staff and student body under this specific remit, assuring the Board that EDI is embedded within the cultural DNA of the institution. It also demonstrates the seriousness with which the UCEM Board takes the EDI agenda. The appointee will be added to the UCEM Widening Participation Working Group.

ACTION **Facilitate the appointment of a lead Trustee for Equality and Diversity and invite them to join the Widening Participation Working Group. [JEF]**

2154 The Committee also **AGREED** that joining the Advance HE 30% Club (a commitment to ensure that at least 30% of the Board are women) would be sensible and bring

profile to UCEM as an exemplar given that the UCEM Board now has 50% women on it.

ACTION Sign UCEM up to join Advance HE's 30% Club. [JEF]

2155 The Committee **AGREED** that ensuring open and fair recruitment processes should remain in place when appointing new Trustees to the Board, including advertising on the CUC website. The Committee will continue to reflect on how access to a diversity of candidates can be assured.

2156 The Committee **AGREED** not to implement a reverse mentoring scheme at the current time (whereby a student mentors a governor about their lived experiences up to and including higher education to give the Board better insight into the student body). It was considered inappropriate timing in the current context UCEM is operating within and the volume of other activities under way. It may also be possible for a reverse mentoring scheme to run between the Board and staff in the future, as well as students.

2157 4.5) TO RECEIVE THE OUTCOMES OF THE ADVANCE HE GOVERNANCE CONFERENCE

2158 Jane Fawkes provided an overview (in paper 4.5) of outcomes and recommendations from the annual Advance HE Governance Conference held remotely in November 2020 and attended by Jane Fawkes, Amanda Clack and Stephen Jackson of UCEM.

2159 The Committee **NOTED** that the incoming Chair, Vice Chair and University College Secretary agreed during the day that over the next 12 months there would be discussion on Board maturity and culture, with a possible Board/Executive joint day to focus on this when the pandemic is over, as well as a discussion with the Board on the evolution of the UCEM brand.

5) ANY OTHER BUSINESS

2160 5.1) ANY OTHER BUSINESS

2161 No additional items of business were reported, and the meeting concluded at 16.01pm.

2162 5.2) DATE AND TIME OF NEXT MEETING

2163 The date and time of the next Nominations and Governance Committee will be Thursday 20th May 2021 from 10.00am-12.00noon via Zoom.

Signed:



Name:

Chris Turley

Position:

Chair of Nominations & Governance Committee

Date:

20th May 2021