



Nominations and Governance Committee 20th May 2021

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 20th May 2021 from 10.00am-12noon.

Present: Amanda Clack [AC]
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

2164 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

2165 There were no conflicts of interest declared.

2166 1.2) APOLOGIES FOR ABSENCE

2167 There were no apologies for absence.

2168 1.3) TO APPROVE THE MINUTES OF THE MEETING HELD 29TH JANUARY 2021

2169 The minutes of the Nominations and Governance Committee held 28th January and the proposed redacted matters were **APPROVED** as a true record.

2170 1.4) TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA

2171 An actions summary from the previous meeting was circulated as Paper 1.4 and the Committee **NOTED** that all matters bar one had been completed. The outstanding matter was the extension of the notice periods of the Principal and Deputy Principal

which the Director of HR had not had sufficient capacity to progress, but with which there were no emergent issues. This will be completed and notified to the Committee by its next meeting in September 2021.

ACTION: Extend the notice periods of the Principal and Deputy Principal and advise the Committee upon completion of this work. [Director of HR / LH]

2) GENERAL GOVERNANCE MATTERS

2172 2.1) UCEM'S APPLICATION FOR PERMANENT DEGREE AWARDING POWERS

2173 The Committee received an update on UCEM's application for permanent Degree Awarding Powers and the OfS timescales for assessment of the application and final decision in paper 2.1 and 2.1a.

2174 UCEM has now been notified that the OfS is now in a position to commence assessment of UCEM's application, and this should occur over the next two months. UCEM is completing final preparations of the Self- Assessment Document and risk-planning for workload peaks in the autumn should a QAA visit be undertaken at potentially the same time as an Ofsted Inspection.

2175 The Committee sought reassurance on the overall risk level of the application being unsuccessful. **REDACTED**

ACTION: Share the final version of the Self-Assessment Document for Permanent DAPS on the Trustee Portal once completed. [LH]

2176 The Committee **NOTED** the next steps in the process for UCEM in its application for indefinite degree awarding powers (DAPs), and the priority to complete UCEM's Self-Assessment Document over the course of the coming month.

2177 2.2) TRUSTEE APPRAISALS

2178 The Committee was reminded that as part of good governance it is expected that UCEM runs a Trustee Appraisal process annually. UCEM adopted an appraisal form in 2020 that reflected the Advance HE Effective Governance Toolkit alongside a process that involved both the Chair and Vice Chair meeting with all Trustees in July. This was followed by an overview/summary meeting in late August in order for the Chair of Nominations and Governance Committee to report back general findings to the Committee in September, such that it can consider actions it might take in the coming year to enhance overall board effectiveness and support for Trustees.

2179 It is proposed this process is repeated for 2021. The Clerk to the Board of Trustees will pre-complete forms and support organising the individual appraisal meetings, as well as the summary meetings to conclude the process.

2180 The Committee **NOTED** that the only change to the appraisal form since 2020 is the inclusion of a question on equality, diversity and inclusion. The Committee **APPROVED** the form for use in 2021.

2181 The Committee **NOTED** that the Executive will be asked for their feedback on the effectiveness of the Board, and opportunities for further Trustee involvement with UCEM initiatives. This addition to the process recognises the review is a two-way process.

2182 The Committee **AGREED** to launch the appraisal period in early July for completion by end August 2021 (and covering the 2020-21 academic year as the review period), to allow the Committee to review themes and outcomes at its meeting on 9th September 2021.

2183 The Committee **NOTED** that the Chair and Vice Chair will share the workload for this process and appraise half the Trustees each.

ACTION: Pre-populate attendance data in the Trustee appraisals form and organise appraisal meetings with the Chair and Vice Chair to the agreed timeframe. [LH]

2184 2.3) PROPERTY AWARD PANEL TERMS OF REFERENCE

2185 The Committee **NOTED** that the process of selecting a Property Award winner for 2021 had been much enhanced through the creation of a panel of industry experts alongside members of the Nominations and Governance Committee. Andrew Hynard was thanked for his role in facilitating this first panel meeting. If the Committee wishes to adopt a similar approach for future years, it is essential this panel is governed by Terms of Reference appropriate to its function and role. Draft Terms of Reference for the Panel were proposed in paper 2.3a.

2186 The Committee **AGREED** it would not name permanent individuals to the Panel in the Terms of Reference but would agree annually the three external participants at its January meeting. It was also **AGREED** that including the Board Apprentice in the Panel will bring a valuable new perspective from someone at a different stage of their career.

2187 The Committee **APPROVED** the Terms of Reference for the Property Award Panel V0.01 for finalisation as V1.0.

ACTION: Finalise the agreed Terms of Reference for the Property Award Panel, including the Board Apprentice in the membership, and publish on the Trustee Portal. [LH]

2188 The Committee **NOTED** that the 2021 chosen Property Award winner had been contacted and was delighted to accept the award and will attend the event in London on 14th October 2021.

2189 Some further ideas were shared on what might be achieved with the award and in particular this year's chosen winner in terms of PR and Marketing. These included a student interview with the winner, writing of articles or blogs on UCEM's behalf, and a high-profile lecture for students. The Committee was assured that conversations are already underway internally on how this can be maximised following the win announcement in October and a Marketing will be asked to prepare a vision statement for what this will look like for the next meeting of the Committee.

2190 2.4) HONORARY AND ASSOCIATE FELLOWS PROCEDURAL GUIDANCE

2191 The Committee was advised that the Honorary and Associate Fellows Procedural Guidance should be reviewed biennially by the Committee. It was presented to the Committee with no proposed changes in paper 2.5a for re-approval.

2192 The Committee **RE-APPROVED** the Honorary and Associate Fellows Procedural Guidance V2.0 with no amendments requested.

2193 The Committee **NOTED** that the nominations process would not be re-opened until 2022.

2194 2.5) UCEM DELEGATION FRAMEWORK

2195 The Committee was reminded that UCEM operates through a system of delegation from the Board to both the sub-committees and the Executive as a means to managing the volume of responsibilities and expectations of Trustees on the Board. UCEM reviews this framework annually to ensure it remains fit for purpose and relative to the needs of the institution in the context of increasing regulation. The latest review of the framework was presented to the Committee with a small number of minor changes in tracked changes in paper 2.5 and 2.5a.

2196 It was suggested the wording on Audit and Finance Committee having approval of the Annual Accounts be amended to their having responsibility to recommend approval to the Board of the Annual Accounts.

2197 The Committee **APPROVED** the updated UCEM Delegation Framework as presented in paper 2.5a with the one further agreed minor amendment and **AGREED** to remind the Board of the general principles of the framework at the next Board of Trustees meeting.

ACTION: Finalise the UCEM Delegation Framework with one further minor amendment and publish on the Portal for the information of the full Board. [LH]

3) COMPOSITION OF THE BOARD

2198 3.1) THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES AND THE SKILLS MATRIX

2199 The Committee discussed paper 3.1 which provided context on the composition of the current Board of Trustees, future trustee requirements on the Board and the membership of sub-committees.

2200 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 3.3.

2201 The Committee considered skills gaps remain in areas such as PropTech, sustainability, digital and data, online pedagogy and construction. It was also suggested UCEM would benefit from a trustee who can help UCEM to influence the CLC and the Adult Skills Agenda (likely to be ex-Civil Service).

2202 The Committee **NOTED** the current vacancies and succession planning to the Board, including the need to commence recruitment for at least one new independent

trustee by September 2021 and the need to consider equality and diversity through the recruitment process.

2203 The Committee **NOTED** the updated Skills Matrix, the membership of the sub-committees, the ongoing vacancy on Finance Committee and the vacancy on Academic Review Committee for an Apprenticeships External Representative.

2204 3.2) RE-APPOINTMENT OF TRUSTEES

2205 CT stepped out of the meeting for this item and the Chairmanship was undertaken by the Vice Chair.

2206 The Committee **PRE-APPROVED** the re-appointment of Chris Turley as Independent Trustee for a further 3-year term of office to September 2024. The appointment will be confirmed by the Board on 9th July 2021.

2207 CT re-joined the meeting and was congratulated on his re-appointment.

2208 3.3) TO CONSIDER FURTHER INDEPENDENT TRUSTEE RECRUITMENT

2209 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.

2210 The Committee discussed the recruitment UCEM now needs to undertake in the context of the recent strategic discussions yet noting that whilst there are less vacancies to fill the next retirement from the Board will occur in less than 12 months (March 2022 – Andrew Hynard).

2211 It was **AGREED** that replacing Andrew would be challenging given his seniority and his roles on the sub-committees of the Board and that a replacement, regardless of new skills to ideally be recruited, is the first priority. It was suggested that Committee members provide names from their own networks who might be approached alongside an open recruitment process (which might be more likely to secure a diverse range of applicants) to start as soon as possible. All Trustees should be expected to promote the vacancies through their LinkedIn profiles.

ACTION: Commence recruitment of a at least one new Trustee as soon as possible through a review of contacts in existing Trustee network and direct approaches to them and an open recruitment process.
[JEF]

2212 3.4) STUDENT TRUSTEE RECRUITMENT

2213 The Committee was reminded that under the Royal Charter two student trustees may be appointed to the Board, and that the term of appointment ends 'within 12 months of where such member of the Board ceases to be a registered student of the University College'. The terms of office of both Phoebe Farrell and Ella Campbell will both end in July 2021. A process to recruit to these vacancies, with one Trustee also taking on the role of Lead Student Representative, was undertaken in April 2021 as agreed at the last meeting of the Committee.

2214 As a result of the recruitment process, one candidate is presented to the Committee for pre-approval ahead of formal appointment on 9th July 2021. A two-stage recruitment process was held with the University College Secretary, Principal and Vice Chair all involved. The candidate's application information is presented in paper 3.4a. The candidate has been offered the Lead Student Representative role but their appointment as Student Trustee is subject to Committee and Board approval. It is intended the time up to 9th July can be used for handover between the existing Student Trustees and the new candidate and that the candidate can observe the Board meeting on 9th July. MA will also be assigned a mentor.

2215 The Committee **PRE-APPROVED** the appointment of Muhammad Ahmed as Student Trustee for a one-year term from July 2021-July 2022 ahead of formal Board approval on 9th July 2021.

2216 The Committee **NOTED** that the recruitment process for a further Student Trustee has re-opened and will close late May 2021. UCEM Tutors are supporting the process alongside some other new initiatives in order to attract more candidates and promote the opportunities and benefits for career development that come with the role.

2217 3.5) TO CONSIDER A BOARD APPRENTICE SCHEME

2218 The Committee was reminded that that the University College Secretary had been asked to prepare a formal proposal on the agreed UCEM Board Apprentice Scheme for this meeting (following the Board's formal endorsement of the concept in March 2021). A full Guidance Document for the scheme was presented in paper 3.5a and a proposed process for recruitment of apprentices presented as part of paper 3.5.

2219 It was suggested that adding in details on declaration/conflicts of interest and the fit and proper persons tests be added to the scheme terms. The Committee discussed the one-year appointments and felt these may be too short to have genuine impact, though noted they can be extended. It was agreed the terms of the scheme should be kept under review annually.

2220 The Committee **APPROVED** the proposed terms for the UCEM Board Apprentice Scheme as presented in the Guidance Document at paper 3.5a with the small amendments requested on conflicts of interests and fit and proper persons tests.

ACTION: Finalise the UCEM Board Apprentice Scheme document for publication. [LH]

2221 The Committee **AGREED** the proposed timescales for recruitment of the first apprentices to the scheme, such that recommendations can come to the Nominations & Governance Committee in early September for approval by the Board in late September 2021.

ACTION Commence recruitment to the Board Apprentice Scheme as soon as possible. [JEF]

4) EQUALITY, DIVERSITY AND INCLUSION

2222 4.1) EQUALITY, DIVERSITY AND INCLUSION

2223 The Committee reviewed paper 4.1 which provided a summary of UCEM's ongoing work to increase its focus on Equality, Diversity and Inclusion (EDI). The Committee was also presented with UCEM student EDI data (at point of access) in paper 4.1a.

2224 The Committee reviewed the data and was pleased with the diversity presented, particularly for mature students and in the context of the industry UCEM serves. It provides a very useful baseline position and the next steps in terms of data should be to review diversity in the context of retention, award rates and graduate outcomes in comparison to the access data to illustrate the success or not of a student's journey with UCEM.

ACTION: Prepare data on student retention and outcomes in the context of EDI for comparison to the access data provided. [JEF]

2225 The Committee **NOTED** the activity that has occurred on EDI over the last six months and the student EDI data presented.

2226 4.2) ADVANCE HE REPORT AND OUTCOMES/RECOMMENDATIONS OF BOARD EDI WORKSHOP

2227 Advance HE held a workshop on 22nd April 2021 for the UCEM Board of Trustees which was designed specifically for UCEM following a tested model used by Advance HE with other Institutions. The training directly responded to a pre-questionnaire all Trustees completed in March, ahead of the event and looked at three core areas of focus - Barriers to Progress, EDI at UCEM and Board culture and Practice. There was a strong focus on discussion through the event on how EDI was monitored and embedded within UCEM. The outcomes of the event in the form of a written report by Advance HE, with recommendations, was presented to the Committee in paper 4.2a. The results of the pre-event survey, including comments made by the Board members, were also provided for information in Paper 4.2b.

2228 The report contained recommendations for action and the majority of these are in train already. Lisa Wilks will take on a Lead Staff Member for EDI role and work with the Lead Trustee for EDI and a group of champions across UCEM. The Committee **AGREED** it would monitor the completion of these recommendations and report outcomes to the Board.

2229 The Committee **AGREED** that a good baseline position for UCEM has been set and that UCEM is becoming more deliberate about EDI in all its activities. The survey results show a Board that is positive about EDI at UCEM but requires more information. The Committee was reminded, for example, that at the time of the survey the Trustees had not yet seen the UCEM EDI Strategy. Through the workshop and the work of the Committee this is now changing, and the Committee recommended re-issuing the survey in eighteen months to re-measure the position then.

2230 It was **AGREED** that the Outcomes report, the survey results and comments and the student data should all be shared in a full Board update paper on 9th July, with a particular focus on the areas for development identified on the last slide of the survey analysis.

ACTION: Prepare a full Board update on EDI drawing on the various data and reports presented at this meeting. [JEF/LH]

2231 It was **AGREED** that UCEM should request sector-benchmarking for the Trustee survey results from Advance HE such that the UCEM results can be set in the wider context.

ACTION: Request sector benchmarking for the Trustee survey from Advance HE. [LH]

2232 It was **AGREED** that UCEM should re-run the Trustee survey in 18 months for comparison and evidence of impact of the work being undertaken and the increasing transparency of this.

2233 4.3) LEAD TRUSTEE FOR EDI REPORT AND DRAFT COMMITMENT STATEMENT

2234 Misa von Tunzelman was appointed as Lead Trustee for EDI following the last meeting of the Committee. MvT has reviewed UCEM's existing EDI statement and strategy and drafted an EDI commitment statement to be signed by all Trustees upon appointment, as presented in paper 4.3.

2235 MvT recommended that the new internal working group of EDI Champions be tasked with further reviewing all the EDI documentation for consistency and recommend any changes back to the Committee.

2236 MvT also recommended that the staff policy for EDI be woven into the EDI Strategy as the staff perspective is missing currently. It was deliberately decided to focus on students in the external EDI Strategy at the time it was drafted but it may be worth reviewing this decision and bridge the two together. Finally, MvT recommended (as also noted in minute 2225) widening the data and metrics reviewed by the Board to include student outcomes by diversity.

2237 The Committee endorsed the recommended activities related to the Board's oversight of EDI at UCEM and the role that the Lead Trustee for EDI, the Lead Staff Member for EDI and the EDI Working Group will play in driving these activities forward.

2238 The Board reviewed the proposed Commitment Statement draft for Trustees to sign up to, recognising that at its heart is an acknowledgement of the Board leadership role in this important work stream.

2239 The Committee **APPROVED** the proposed Board Commitment Statement for EDI – to be part of standard Trustee onboarding and induction and to be placed front and centre on the UCEM EDI webpage in such a way that it is a clear Board statement and not a general UCEM policy position.

ACTION: Secure Board approval for the draft Commitment Statement on 9th July and then ensure it is formally signed up to by all Trustees and suitably published on the UCEM website. [JEF/LH]

2240 4.4) UCEM EQUALITY, DIVERSITY AND INCLUSION STRATEGY

2241 The UCEM Senior Leadership Team adopted the first draft of UCEM's Equality Diversity and Inclusion Strategy in early 2020. It is presented to the Committee in paper 4.3a and is published on UCEM's Equality and Diversity web page. The session

led by Advance HE for the UCEM Board of Trustees has recommended that the Board further considers this strategy, alongside relevant KPIs and evaluation plans to be measured over a defined timescale.

2242 In reviewing the strategy the Committee **AGREED** that the internal working group does need to review the strategy in line with other policies and ensure the full suite is fit for purpose. The group should focus on the associated KPIs so that delivery of the strategy can be monitored and measured.

2243 4.5) OFS EXPECTATIONS ON HARASSMENT AND SEXUAL MISCONDUCT

2244 Gethin Edwards, Director of Regulatory Compliance, joined the meeting for this item.

2245 GE presented paper 4.4 to the Committee, outlining new expectations from the OfS on harassment and sexual misconduct. The seven clear expectations do not represent a Condition of Registration, but it is clear OfS will want to learn about the changes each institution puts in place and the role of the governing body in monitoring and oversight. An internal Working Group has been convened to review UCEM policies and procedures against the seven expectations next week and will provide an outcomes report on this to the Committee in September such that the Board can be fully reassured on UCEM's compliance with expectations.

2246 It was noted that the guidance is somewhat ambiguous on the extent to which it will apply for UCEM students, for example, does UCEM need to consider this from the perspective of the workplaces its students operate in or would the individual workplaces policies of the employer apply in that environment instead. GE assured the Committee the working group would consider this point in its review and when it reports back.

2247 The Chair thanked Gethin for his contribution and invited him to leave the meeting.

5) ANY OTHER BUSINESS

2248 5.1) ANY OTHER BUSINESS

2249 There were two matters presented to the Committee in paper 7.1 and 7.2 for noting only and for which there was no discussion time:

2250 The Committee **NOTED** that John Gellatly had been removed from the Companies House records for Directorship of UCEM Courses Ltd and that Amanda Clack had been added as a Director in April 2021 following the AGM of the company in November 2020.

2251 The Committee was advised that Independent HE had produced a draft Code of Governance for small and specialist institutions and released this to consultation in March 2021.

2252 The Committee **NOTED** that UCEM would undertake a full review of compliance with the Code once the final version is published and report this to the Committee.

2253 No additional items of business were reported, and the meeting concluded at 11.55am.

2254

5.2) DATE AND TIME OF NEXT MEETING

2255

The date and time of the next Nominations and Governance Committee will be Thursday 9th September 2021 from 14.00-16.00pm via Zoom.

Signed



Name

Chris Turley

Position

Chair, Nominations & Governance Committee

Date

9th September 2021