



Nominations and Governance Committee 9th September 2021

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 9th September 2021 from 10.00am-12noon.

Present: Amanda Clack [AC]
Chris Costigan [CC]
Stephen Jackson [SJ] (Chair)
Chris Turley (Chair) [CT]
Ashley Wheaton [AW]

Apologies: Andrew Hynard [AH]
Misa von Tunzelman [MvT]

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

1) GENERAL MEETING GOVERNANCE

2256 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

2257 There were no conflicts of interest declared other than the Chair/Vice Chair for item 3.1b and the Principal for item 1.8, who will step out of the meeting for these items.

2258 1.2) APOLOGIES FOR ABSENCE

2259 There were apologies for absence from Andrew Hynard and Misa von Tunzelman.

2260 1.3) TO APPROVE THE MINUTES OF THE MEETING HELD 20TH MAY 2021

2261 The minutes of the Nominations and Governance Committee held 20th May and the proposed redacted matters were **APPROVED** as a true record.

2262 1.4) TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA

2263 An actions summary from the previous meeting was circulated as Paper 1.4 and the Committee **NOTED** that all matters had been completed or were in progress.

2264 The Committee particularly **NOTED** that the benchmarking data provided by Advance HE on the Trustee Equality Diversity and Inclusion survey undertaken by the UCEM Board in March 2021 prior to the Board workshop in April which was provided at paper 1.4a.

2265 1.5) CHAIRS ACTIONS SINCE THE LAST MEETING

2266 Following the conclusion of a second recruitment process for a second Student Trustee in June 2021, the Committee agreed by email on 30th June 2021 to recommend that the Board appoints Grant Alexander as Student Trustee for an initial one-year term of office from 1st September 2021. The Committee **NOTED** that this recommendation was endorsed by the Board at their meeting on 9th July 2021 and Grant was duly appointed.

2) GENERAL GOVERNANCE MATTERS

2267 2.1) UCEM'S APPLICATION FOR PERMANENT DEGREE AWARDING POWERS

2268 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.

2269 UCEM had been notified that the OfS was commencing assessment of UCEM's application in early summer 2021. At that time, OfS advised that they were likely to make their referral to the QAA confirming the type of assessment the QAA will be asked to undertake in late July 2021. UCEM received a letter from the OfS on 25th August 2021 confirming that they had referred UCEM to the QAA for a desk-based assessment (see paper 2.1a). A meeting will take place between the QAA and senior UCEM staff on 15th September to determine the timelines for the process.

2270 UCEM has completed final preparations of the Self- Assessment Document and this was shared with the Board on 23rd July 2021. Some trustees have provided constructive comment to date, but further input is welcome until submission on 6th October 2021.

2271 The Committee queried when the likely decision and outcome of the application would be known, and it was considered most likely to be Spring 2022. This gives UCEM time to prepare for making the announcement and integrating this into discussions on future strategic direction.

2272 The Committee **NOTED** the next steps in the process for UCEM in its application for indefinite degree awarding powers (DAPs) and that it will next receive a further update at the Board meeting on 23rd September 2021. The Committee thanked Helen Edwards for her work to prepare the high-quality and convincing Self-Assessment Document.

2273 2.2) TRUSTEE APPRAISALS

2274 The Committee was reminded that as part of good governance, UCEM runs a Trustee Appraisal process annually. UCEM adopted an appraisal form that reflects the Advance HE Effective Governance Toolkit alongside a process that involved both the Chair and Vice Chair meeting with all Trustees individually in July. This was followed by an overview/summary meeting in August in order for the Chair of Nominations

and Governance Committee to report back the collective outcomes to the Committee, such that it can consider actions it might take in the coming year to enhance overall board effectiveness and support for Trustees. Paper 2.2 provided this summary report.

2275 It was recognised that some items raised through the appraisal process have already been addressed in the course of the last two years and that the Board generally operates very effectively. The Committee **NOTED** that the proposed recommendations represent refinements for the future that will help the Board move from good to excellent but there are no fundamental issues and that the Board consists of a capable and diverse group.

2276 The recommendations were accepted to be taken forward as follows:

- 1) Executive will provide their input to the appraisals earlier in the process and the process for achieving signatures on final appraisal forms in 2022 will be formalised.
- 2) Main Board meetings (4 per year) will return to return to face-to-face meetings.
- 3) UCEM will adopt a more structured approach to Trustee mentoring for new appointees to the Board, particularly for those more junior appointees.
- 4) Trustees will be invited to submit questions to the Chair in advance of meetings (at the time of planning agendas) for the November 2021 meeting onwards. This may support increased constructive challenge.
- 5) More external speakers will be invited to address the Board at its quarterly meetings.
- 6) Trustees who have attended discretionary UCEM events / meetings (such as Quarterly Business Review) should be invited to articulate the benefits of having attended to encourage other Trustees to attend and get a better understanding of UCEM.
- 7) Where appropriate and helpful, Executive Summaries of lengthy board papers will be produced to help Trustees short of preparation time to focus in on the key matters.
- 8) Where appropriate, the wider use of Trustee sub-working groups on matters such as new course development, marketing and communication to feed into strategy revisions over the coming year will be established.

2277 In addition, it was agreed further Board time to contemplate UCEM's future direction, what it aspires to develop into and the opportunity to challenge the status quo should be scheduled to allow UCEM to refine its activities and be agile in the future.

ACTION: Take forward the recommendations in the Trustee Appraisals 2021 report. [JEF/LH]

2278 2.3) PROPERTY AWARD UPDATE

2279 Jane Fawkes outlined the plans for the Property Award event in 2021 and Ashley Wheaton summarised the proposals for working to develop a more meaningful relationship with the 2021 winner over the course of the coming year.

2280 Numbers registered to attend the Property Award had reached 74 as of this morning. AH/AC agreed to review the invite list and add further to this. AC also suggested inviting Property Week and Estates Gazette to attend as she has close contacts with these outlets. The Marketing team is asked to make the most of the opportunities of the event in the press and with the chosen winner.

ACTION: Send list of invitees to the Property Award to AC/AH so they can recommend further additions to this from their networks. [LH/JEF]

2281 AW reported that Julie Hirigoyen is flattered and humbled by the award and very willing to engage in all the activities outlined and more. AW believes it is a great opportunity to forge a better relationship between UCEM and UK Green Building Council, such as working on shared content together.

2282 The Committee **ENDORSED** the proposed activities to maximise the impact of Julie Hirigoyen winning the Property Award 2021 as outlined in paper 2.3.

2283 The Committee **NOTED** that the current plans for staging the event in person and the current number of registered attendees. The Committee also **NOTED** that short notice cancellation of the event is still a possibility pending increasing Covid-19 rates.

2284 2.4) BOARD AND COMMITTEE MEETINGS POST-PANDEMIC

2285 The Committee was advised that the Executive has approved plans for how all institutional governance meetings will be facilitated post-pandemic. For Board of Trustee meetings this will involve returning to in-person meetings for the four primary meetings each year from September. For Board Update meetings, sub-committee meetings and Board Leadership Group meetings these will continue to be held remotely, except for the Joint Audit and Finance Committee meetings to scrutinise the Audit Findings and Financial Statements. In addition, any meetings where the Chair wishes to attend Horizons to facilitate the meeting remains an option.

2286 The Committee **APPROVED** the Executive approach to the organisation of Board governance in 2021-22 post-pandemic.

2287 2.5) NOMINATIONS AND GOVERNANCE COMMITTEE ANNUAL REPORT

2288 The Committee's draft annual report for 2020-21 was presented in paper 2.5 for the approval of the Committee ahead of being presented to the Board of Trustees for formal approval at its September 2021 meeting.

2289 The Committee **NOTED** the volume of work of the Committee in 2020-21 and its strong record of activity on good governance. The new focus this year on Equality, Diversity and Inclusion was recognised as a particular positive. The Committee **NOTED** that securing nominations for Property Award, Honorary Fellows and Associate Fellows remains challenging and JEF will review the schemes to ensure they operate optimally during 2021-22.

ACTION: Review the nominations processes at UCEM for Property Award winner, Honorary Degrees, Honorary Fellowships and Associate Fellowships for enhancement during 2021-22. [JEF]

2290 The Committee **APPROVED** that the draft annual report be presented to the Board of Trustees on 23rd September 2021 for formal approval.

2291 2.6) BOARD DECISIONS ANNUAL REPORT 2020-21

- 2292 In 2020, 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 annual review of the decisions the Board takes each year in order to demonstrate the impact it has on the institution. Paper 2.6 provides the 200-21 annual report of all decisions of the Board in 2020-21, categorised by types of decision.
- 2293 The Committee **NOTED** the volume and quality of work undertaken by the Board in 2020-21, throughout the pandemic, which demonstrates its overall effectiveness, how it monitors UCEM compliance in various areas of the business and that it is an effective Board undertaking a significant and appropriate work.
- 2294 The Committee **APPROVED** that the Board Decisions Annual Report 2020-21 be presented to the Board of Trustees on 23rd September 2021 for formal approval.

2295 **2.7) GOVERNANCE MATURITY FRAMEWORK**

- 2296 At the Advance HE Governance Conference in November 2020, Advance HE introduced their new framework for reviewing the effectiveness of governing bodies. Papers 2.7 and 2.7a provide an overview of the framework and how UCEM currently functions against it.
- 2297 The Committee considered and discussed the effectiveness of the Board against the maturity framework. The Committee noted that the Board had significantly matured over the last two years and that further enhancements would be minor in order to move from good to excellent. A focus on culture and behaviours is as important as the structures put in place but the Committee felt the Board meetings are already a respectful and open environment and the composition of the Board representative of diverse skills and backgrounds, all of which contribute to its effectiveness.
- 2298 The Committee noted that the critical relationship is between the Trustees and the Executive and that the UCEM Board has a genuine desire to act in an advisory capacity without stepping over into institutional management. Trustees do, however, have a desire to understand more of UCEM's day-to-day functioning and opportunities exist for this, such as attending Quarterly Business Reviews. It was suggested that including attendance at one of these early on should form a structured part of the Trustee induction programme. There are also opportunities for Trustees to address staff and build connectivity with them through All Staff meetings
- 2299 The Committee **AGREED** that the Advance HE Governance Framework provides the right model for the UCEM Board to continually aspire to and it should regularly review itself against this. The Committee **AGREED** to share the framework with the wider Board in this context.

ACTION: Share the Advance HE Governance Framework with the wider Board. [LH]

2300 **2.8) NOTICE PERIODS FOR THE PRINCIPAL AND DEPUTY PRINCIPAL**

- 2301 Lisa Wilks joined the meeting for this item.
- 2302 LW advised the Committee that consultations with the Principal and Deputy Principal regarding extension of their notice periods (as requested by the Committee

in January 2021) from 6 to 12 months and 3 to 6 months respectively were held in June 2021. As a result, the Deputy Principal has now signed the revised contract with new notice period of 6 months. For the Principal, a new contract clause around flexibility on reducing the notice period is requested, and this requires the consideration of the Committee.

2303 Ashley Wheaton left the meeting for the remainder of this agenda item.

2304 The Committee discussed the proposal and challenges why a new clause would need to be put in place given that the principle of both parties being able to exit an agreed notice period early is already within the contract clauses and inclusion of a clause specific to flexibility would be very unusual. The Committee continue to believe that a 12-month notice period for the seniority of the role is appropriate and reflects the value in which it holds the current Principal yet protects the institution, that any additional clause would be overcomplicated and unnecessary, and that negotiation to reach a mutually acceptable position would happen regardless of a new clause.

2305 The Committee **AGREED** it would decline the request to negotiate an additional clause in the Principal's Contract of Employment around notice period flexibility. The Committee noted in making this decision that there is a risk that the Principal may now decline to sign the variation of contract to 12-months' notice.

ACTION: The Chair of Board will discuss the Committee's decision with the Principal and the rationale for it. [AC]

ACTION: A variation to contract for the new twelve-month notice period to be issued to the Principal for his signature and report back the outcome to the Chair of the Board. [LW]

2306 The Chair thanked LW for her contribution and invited her to leave the meeting. Ashley Wheaton returned to the meeting.

3) COMPOSITION OF THE BOARD

2307 3.1) THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES, SUB COMMITTEE MEMBERSHIP, THE SKILLS MATRIX AND TRUSTEE RECRUITMENT

2308 The Committee discussed paper 3.1 which provided context on the composition of the current Board of Trustees, sub-committee membership, and future trustee requirements on the Board. The Committee reviewed the skills mix across the Board and the outstanding gaps in expertise the Board would benefit from (paper 3.1a).

2310 The Committee **NOTED** that an open recruitment process for new Trustees had commenced on 6th September 2021 as agreed at the previous meeting and through all the forums listed in paper 3.1. The Committee **AGREED** that the immediate priority in this round is to replace Andrew Hynard and his skill set, other areas can be considered thereafter for the remaining two vacancies on the Board. These areas include PropTech, sustainability, digital and data, online pedagogy, construction and someone who can include the CLC and the Adult Skills Agenda. Trustees were requested to promote the vacancies through their networks.

2311 JEF informed the Committee that she had received some expressions of interest already and will have calls with these people. It was **AGREED** that AC should be involved in the initial sift of applicants to take to interview with JEF/AW. AC will also seek to promote the vacancies with her Estates Gazette contacts as it was not possible to advertise the roles directly with them due to high costs.

ACTION: Seek support from Estates Gazette to advertise the UCEM Trustee vacancies through direct contacts in AC network. [AC]

ACTION: Invite AC to participate in the candidate sift for interview. [JEF]

2312 The Committee **NOTED** that Grant Alexander has agreed to join the Academic Review Committee and Muhammad Ahmed has agreed to become the Student Observer on the Remuneration Committee.

2313 **REDACTED**

2314 Amanda Clack and Stephen Jackson briefly left the meeting for the remainder of this item.

2315 The Committee **PRE-APPROVED** the re-appointment of Amanda Clack as Chair of the Board / Independent Trustee for a further 3-year term of office to December 2024. The appointment will be confirmed by the Board on 23rd September 2021.

2316 The Committee **PRE-APPROVED** the re-appointment of Stephen Jackson as Vice Chair / Independent Trustee for a further 3-year term of office to March 2025 noting that Stephen is permitted a final additional 3-years on the Board due to being chair of a principal sub-committee.

2317 AC/SJ re-joined the meeting and were congratulated on their re-appointments.

2318 3.2) THE BOARD APPRENTICE SCHEME

2319 The Committee was reminded that at the last meeting it had approved the terms of the new UCEM Board Apprentice Scheme. As a result, recruitment to the scheme commenced in July 2021 with the creation of a new web page and promotion via social media activity and direct messaging to UCEM alumni and Associate Fellows. The application window closed on 18th August 2021.

2320 In total, 11 applications were received and the first stage interviews commenced today. It is clear that the challenge will be deciding who is chosen from the exceptional field of candidates and keeping others positive about UCEM and applying again in future years. All shortlisted candidates are women and all candidates show a great interest in and understanding of UCEM.

2321 The Committee **NOTED** the number and quality of applicants to the Board Apprentice Scheme. The Committee also **NOTED** the planned process for interview and appointment through September 2021.

4) EQUALITY, DIVERSITY AND INCLUSION

2322 4.1) EQUALITY, DIVERSITY AND INCLUSION (EDI)

- 2323 The Committee was reminded of its agreement to increase activity in the area of EDI and reviewed paper 4.1 which provided a summary of proposals for an annual report on Student EDI data to be presented every January. The proposal proposes including data on student access to programmes (applications and enrolments) and on student success (continuation rates, module success rates and degree outcomes). The data is being collated currently and will be presented first to internal Committees before coming to Board level.
- 2324 CC requested that the report also includes performance against the targets currently in the APP and articulates spend against access and participation to demonstrate what UCEM has spent, whether this in line with what was agreed and whether it is having the desired impact. JEF cautioned that UCEM must be mindful of how it monitors APP vs EDI generally and not mix up the two. Academic Review Committee will continue to monitor against APP performance and ensure UCEM has evidence of how it has sought to meet any targets it has missed, and the Nominations and Governance Committee role needs to be wider and focus on students and staff diversity.
- 2325 The Committee reviewed undergraduate access data for 2020-21 in paper 4.1a in advance of the annual report being prepared.
- 2326 The Committee **NOTED** the planned content for the Annual Report and the timescale for it coming forward to the Committee in January 2021.
- 2327** **4.2) OFS EXPECTATIONS ON HARASSMENT AND SEXUAL MISCONDUCT**
- 2328 Gethin Edwards, Director of Regulatory Compliance, and Helen Edwards, Director of Academic Quality, joined the meeting for this item.
- 2329 The Committee had been informed of the seven new expectations from the OfS on harassment and sexual misconduct at its last meeting. UCEM has now completed the institutional review of how UCEM meets the seven expectations and identified where enhancements can be made, and this was presented in paper 4.2 and 4.2a, having been presented to QSEC in August 2021. The Committee was reminded that the seven 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.
- 2330 HE reported that the primary actions related to policy and procedural updates and that these have been put in place for the new academic year. Outstanding actions relate to awareness raising, communications and training around the changes adopted with staff and student ambassadors, and impact assessments of the policy changes after a year.
- 2331 The Committee **NOTED** the outcomes of the working group to review UCEM's policies and procedures and how the institution meets the seven OfS expectations on Harassment and Sexual Misconduct. The Committee was fully reassured on UCEM compliance, recognising that UCEM's focus is on strengthening of what it already does and adoption of some best practice.
- 2332 The Chair thanked GE/HE for their contributions and invited them to leave the meeting.

5) ANY OTHER BUSINESS

2333 **5.1) ANY OTHER BUSINESS**

2334 **REDACTED**

2335 No additional items of business were reported, and the meeting concluded at 11.44am.

2336 **5.2) DATE AND TIME OF NEXT MEETING**

2337 The date and time of the next Nominations and Governance Committee will be Thursday 27th January 2022 from 14.00-16.00pm via Zoom.

Signed 

Name Chris Turley

Position Chair, Nominations & Governance Committee

Date 9th September 2021