



Nominations and Governance Committee 27th January 2022

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 27th January 2022 from 14.00-16.00pm.

Present: Amanda Clack [AC]
Stephen Jackson [SJ] (Chair)
Chris Turley (Chair) [CT]
Misa von Tunzelman [MvT]
Ashley Wheaton [AW]

Apologies: Chris Costigan [CC]
Andrew Hynard [AH]

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

1) GENERAL MEETING GOVERNANCE

2338 **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

2339 There were no conflicts of interest declared.

2340 **1.2) APOLOGIES FOR ABSENCE**

2341 There were apologies for absence from Andrew Hynard and Chris Costigan.

2342 **1.3) TO APPROVE THE MINUTES OF THE MEETING HELD 9TH SEPTEMBER 2021**

2343 The minutes of the Nominations and Governance Committee held 9th September and the proposed redacted matters were **APPROVED** as a true record.

2344 **1.4) CHAIRS ACTIONS SINCE THE LAST MEETING**

2345 The Committee **NOTED** that following the conclusion of a two-stage recruitment process to the Board Apprentice Scheme in early October 2021, the Chair of Nominations & Governance Committee approved a Chairs Action on 12th October 2021 to recommend the appointment of Laura Bell McMillan and Rebekah Powley

as the first UCEM Board Apprentices and that the Board duly approved this recommendation and made the appointments for one-year terms on 25th November 2021.

- 2346 The Committee **NOTED** that, following the conclusion of a recruitment process through Autumn 2021 for an Independent Trustee, the Chair of Nominations & Governance Committee approved a Chair's Action on 16th November 2021 to recommend the appointment of Dominic O'Rourke as a UCEM Independent Trustee and that the Board duly approved this recommendation and made the appointment for a three-year term on 25th November 2021.

2347 1.5) TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA

- 2348 An actions summary from the previous meeting was circulated as Paper 1.5 and the Committee **NOTED** that all matters had been completed or were in progress.
- 2349 The Committee particularly **NOTED** that the action to extend the principal's notice period from 6 to 12 months had now been successfully concluded.

2) GENERAL GOVERNANCE MATTERS

2350 2.1) REVIEW OF UCEM ROYAL CHARTER AND REGULATIONS

- 2351 The Committee was advised that the UCEM Royal Charter and Regulations have been reviewed given the length of time since the last review was undertaken and in anticipation of UCEM securing permanent Degree Awarding Powers this Spring.
- 2352 The Committee **NOTED** and endorsed the recommendations from the Executive that no changes are currently required to UCEM's Royal Charter but that when changes are applied for in relation to University Title UCEM should consider adopting standard university terminology such as Vice Chancellor to help reflect its new status.
- 2352 The proposed changes to the UCEM Regulations were relative to more clearly defining the separate roles of University College Secretary and Clerk to the Board, and the inclusion of the most recent Academic Board Terms of Reference. The Committee considered comments submitted by Chris Costigan on this matter, including the lack of necessity in separating out the roles within the Regulations. The Committee was, however, content to make this change as recommended by JEF in order for the Regulations to reflect the reality of the difference in roles and how UCEM operates. CC's comments on Academic Board were to suggest clarity about the degree of strategic responsibility the Academic Board has and some further clarity on responsibilities compared to the Board of Trustees.. The Committee were content, however, that the Academic Board is the senior body with responsibility for academic standards and strategy and therefore the Terms of Reference were appropriate as presented.
- 2353 The Committee **APPROVED** the proposed changes to the UCEM Regulations as presented, which now reflect the approved Terms of Reference for the Academic Board and the differentiation between the University College Secretary and the Clerk to the Board of Trustees roles.

ACTION: Update the UCEM Regulations with the agreed changes and republish. [LH]

2354 2.2) UCEM’S APPLICATION FOR PERMANENT DEGREE AWARDING POWERS AND PROCESS FOR UNIVERSITY TITLE

2355 The Committee had been due to receive an update on UCEM’s application for permanent Degree Awarding Powers from the Office for Students. The Committee was advised, however, that the anticipated update from the OfS that was due on Friday 21st January 2022 had been delayed by one week – consequently the Board would be updated on Friday 28th January 2022 via email upon receipt of the OfS report.

2356 Jane Fawkes provided an overview of the process UCEM will go through to apply for University Title later this year. Upon receipt of permanent Degree Awarding Powers UCEM will then meet all eligibility criteria. The primary outstanding matter will be to agree the name the institution should adopt for the future as an application cannot be submitted until this is decided. JEF proposed the establishment of a Working Group consisting of members of the Board, members of the Executive and the Head of Marketing Communications and Brand. Misa von Tunzelman volunteered to be part of this group.

2357 The Committee **NOTED** that the Board will need to allocate a budget for this work. Use of branding consultants for some targeted consultancy support may be possible within existing budgets for the 2021-22 financial year but UCEM will need to provide significant budget for the following financial year to accommodate the substantial costs of the actual rebrand and launch of the new institution.

2358 The Committee discussed the opportunity that rebranding provides to engage with UCEM students, alumni, employers and all key stakeholders so they are invested in and supportive of the evolution of UCEM. **REDACTED** It was also fully acknowledged that the core issue in the decision-making process by the Office for Students is the acceptability of the title to other higher education providers.

2359 The Committee **NOTED** the process UCEM will go through to apply for University Title and **AGREED** to form a smaller working group to work on the options for the UCEM title and branding during 2022 which will provide recommendations to the Board for their final approval.

ACTION: Establish and University Title and Branding Working Group to run through 2022. [JEF]

2360 2.3) UCEM HONORARY AWARDS AND NOMINATIONS

2361 The Committee was reminded of the various nomination criteria for UCEM Honorary Awards – Honorary Fellowship, Honorary Degrees and Property Award. The Committee had previously requested a review of the criteria for each award given the challenges of securing sufficient nominations in each category each year.

2362 The criteria for Honorary Fellowships had been deliberately narrowed in 2017 to only allow those people who had served UCEM or had a strong connection with it, however, this meant fewer nominations came forward. Honorary Degree recipients must have some academic credentials to receive this award and widening the

criteria for Honorary Fellowships could allow for those that are ineligible for an Honorary Degree to still become an Honorary Fellow.

- 2363 The Committee ultimately **AGREED** that it would edit the Procedural Guidance for the Honorary and Associate Fellowships to 'normally' award to those with strong connections to UCEM. This allows exceptions and discretion by the Nominations and Governance Committee where appropriate when decision-making on nominations, judging each nomination on its individual merit. Honorary Degrees should remain more sparingly used.

ACTION: Update the Honorary Fellows Procedural Guidance to reflect the agreed new wording. [LH]

- 2364 The Committee discussed how more nominations can be generated for each award and **AGREED** it could invite students and alumni to also make nominations in each category in order to widen the scope and increase numbers.

- 2365 The Committee **AGREED** that the criteria for the other awards should remain unchanged as there is sufficient differential.

- 2366 The Committee **AGREED** that the timing of nominations through any given year will be: Property Award in February/March, Honorary Degree in April and Honorary/Associate Fellowships in autumn in order to sufficiently spread them out.

- 2367 The Committee concurred that UCEM must ensure any honorary award recipients become fully engaged with UCEM as active ambassadors and that UCEM promotes the awards when they are given.

2368 2.4) PROPERTY AWARD 2022

- 2369 Jane Fawkes outlined the plans to date for the Property Award event in 2022. It was proposed UCEM runs a similar process to that of 2021 in order to secure nominations for the winner and for the Property Award Panel to assess these ahead of a Board of Trustees vote. The Committee **NOTED** that Andrew Hynard had agreed to chair this Panel once again, but that a replacement will be required in 2023.

- 2370 UCEM now needs to agree the other members of the Panel which should consist of three industry figures and will also include the Board Apprentices in order to bring a fresh perspective. AH suggested some candidates who might be approached via email.

- 2371 The Board and the Panel members will all be asked to provide nominees for the long list that the Panel will consider.

ACTION: The Board to be asked to submit nominations for the Property Award winner and for the industry experts to join the Property Award Panel – who will also be asked for their own nominations. [JEF]

ACTION: Set up the Property Award Panel meeting. [LH]

- 2372 The Committee **NOTED** that the format of the event may evolve for 2022 but that this would be considered in an 'Evolution of the Property Award' one-off working

group meeting in February 2022. Some members of the Board will be invited to join this meeting.

ACTION: Set up an 'Evolution of the Property Award' one-off working group meeting. [LH]

2373 2.5) PRINCIPAL'S STUDY LEAVE PROPOSAL

2374 The Committee **NOTED** that this item had been deferred to a separate meeting of Committee members (and selected others) to be held on 3rd February 2022.

3) COMPOSITION OF THE BOARD

2375 3.1) THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES, SUB COMMITTEE MEMBERSHIP, THE SKILLS MATRIX AND TRUSTEE RECRUITMENT

2376 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).

2377 The Committee **NOTED** that a recruitment process will shortly need to commence for a new Student Trustee.

2378 The Committee **NOTED** that recruitment will also shortly commence for an external representative to the Remuneration Committee.

2379 The Committee considered whether any existing Trustees might be invited to join either Finance or Nominations & Governance Committee given that both of these Committees would reduce in membership with the retirement of Andrew Hynard from the Board. The Committee **AGREED** that JEF should explore Trustee capacity for this through both direct conversations with those Trustees only serving on a single committee currently and through offering to the full Board the opportunity to join these committees.

ACTION: Hold conversations with Trustees about their capacity to join more Committees and offer the vacancies on all sub-committees to all Trustees. [JEF]

2380 The Committee **NOTED** the change in Chairmanship of the Property Working Group on 1st April 2022 from Andrew Hynard to Alastair Martin. Andrew Hynard will continue as a contributor when his term as a Trustee concludes in March 2022.

2381 The Committee **NOTED** the appointment of Dominic O'Rourke to the Finance Committee and **AGREED** to also extend an invitation to him to join the Property Working Group.

2382 REDACTED

2383 REDACTED

2384 3.2) STAFF TRUSTEE RECRUITMENT

- 2385 The Committee was reminded that UCEM has provisions to appoint two Staff Trustees. The roles were filled by Helen Edwards and Amanda Milambo but Amanda resigned from the post in autumn 2021. Helen Edwards completes her second three-year term in December 2022 and therefore early recruitment is necessary to allow some handover and continuity.
- 2386 The intention is to commence advertising for the role on 1st February. All staff would be eligible to apply through the submission of a 500-word application on what they would bring to the role. Their applications would need to be endorsed by two other members of staff, one of whom must be a member of the Senior Leadership Team. The application deadline will be 18th February with interviews in early March. Depending on the number of applications this would include a first stage with the Principal and University College Secretary and a second stage with a panel of Nominations & Governance Committee members. An appointment could then be made at the March Board meeting.
- 2387 The Committee commented that it would not be prescriptive on the area of the business the candidates work but that in the appointment process it would have regard to this being a complimentary area of the business to the existing staff trustee. The primary criteria are for someone passionate, engaged and committed to the role. The panel will also ensure that expectations on time commitment are clearly set out ahead of appointment.
- 2388 The Committee **APPROVED** the role specification for the Staff Trustee vacancy and the proposed recruitment process. The Committee **AGREED** that a panel of members of Nominations and Governance Committee would be formed for the second stage,

4) EQUALITY, DIVERSITY AND INCLUSION**2389 4.1) EQUALITY, DIVERSITY AND INCLUSION OF THE BOARD OF TRUSTEES**

- 2390 The Committee was reminded that UCEM now routinely collects EDI data on of Trustees following appointment. Following further changes in the Board's composition during 2021, the overview of the Board's composition from an EDI perspective has been updated and shared at paper 4.1.
- 2391 The Committee discussed the results and whether the Board should adopt any formal targets relative to EDI in terms of how it recruits new members over the coming years. It concurred that the UCEM Board could improve from an ethnicity perspective, especially in light of the student community it currently represents and aspires to. The Committee also acknowledged, however, that setting specific targets may not help. It **AGREED** that setting an outline ambition (such as, UCEM aspires to the most diverse Board it can) and a level it will not fall below would be more constructive (such as, UCEM will not drop below 30% female membership or that it will not have an all-white Board).
- 2392 The Committee **AGREED** it should review how applications can be increased from a diverse range of applicants through the recruitment processes to ensure continued diversity of the Board.

ACTION: Review UCEM recruitment processes and the opportunities to attract a greater diversity of candidates from an EDI perspective. [JEF]

2393 The Committee **NOTED** the updated Board diversity data.

2394 4.2) EQUALITY, DIVERSITY AND INCLUSION OF ACTIVE UCEM STUDENTS

2395 Gethin Edwards, Director of Regulatory Compliance, and Gavin Dellman, Business Analyst, joined the meeting for this item.

2396 The Committee was presented with an overview of UCEM's active student community with categorisation onto all standard EDI classifications, giving a number in each category versus overall totals over a five-year view. The data shows there has been a gradual increase in female students' year-by-year over the five-year period from 27.9% in 2017-18 to 32.1% in 2021-22. The diversity of UK-domiciled students' ethnicity has increased, as 13.3% of current students were identified as BAME in 2017-18, and this figure has risen to 15.9% in 2021-22. There is, however, greater diversity amongst the group of students who are outside of the OfS scope in this category. In terms of the proportion of current students who are recorded as having a disability, this has seen little change over the five years. UCEM now intends to continue monitoring these trends year on year.

2397 The Committee discussed how comparable the data is to both other Higher Education providers and to industry data. UCEM's data compares favourably to both CIOB and RICS data (membership registrations – though further analysis on when those registrations took place may provide further context). How UCEM can use this data to drive further participation into the industry must now be the focus, alongside securing more entrants into education with UCEM and ensuring they progress successfully.

2398 The Committee requested UCEM prepares a similar suite of data but focused on student outcomes and how successful these categories of students are in terms of continuation, completion, achievement, award and graduate outcomes. GE confirmed UCEM is now starting to review this data internally and can present this to the Committee in the future. He also confirmed that the OfS focus is shifting toward successful outcomes (noting that OfS only monitors UK-domiciled students).

2399 The Committee **NOTED** the current EDI analytics of the UCEM student population and looked forward to further data on successful outcomes coming forward later in the year.

ACTION: Present the Committee with Student EDI data from a student outcomes perspective. [GE/GD]

2400 The Chair thanked GE/GD for their contributions and invited them to leave the meeting.

5) REGULATION AND COMPLIANCE

2401 5.1) ADVANCE HE GOVERNANCE CONFERENCE OUTCOMES

2402 The Committee was advised that the Vice Chair had attended the annual Advance HE Governance Conference on behalf of UCEM during autumn 2021. The Vice Chair

summarised the key outcomes from the event and the various aspects of good governance UCEM may wish to take forward.

- 2403 SJ reported that the event had been reassuring in that the wider sector is dealing with the same challenges as UCEM. One of the key focus areas had been on risk, particularly in the aftermath of the Covid-19 impact. Risk should now form a core part of governing bodies deliberations, in particular future risks in the context of strategic planning. In parallel, monitoring and management of risk should become more routine and embedded in daily management of the institution, becoming a live issue with a dashboard approach.
- 2404 The Vice Chair made the following recommendations as a result of attendance at the conference: UCEM should undertake identification and evaluation of risk more specifically within the planning process; UCEM should review the Terms of Reference for the Audit Committee to include consideration of future risks; UCEM should undertake an internal audit of collective responsibilities across the institution and approaches to social and environmental factors; and, UCEM should monitor and report on the progress of students from Access and Participation backgrounds.
- 2405 The Committee **NOTED** that UCEM is currently reviewing its CSR policy and in a year-18 months could consider commissioning an internal audit on social and environmental factors at UCEM. The Committee also **NOTED** that the Audit Committee had already held discussions in late 2021 about an enhanced approach to risk management within UCEM, particularly with regards to strategy and planning, which are being implemented for 2022. The Committee also **NOTED** that as per agenda item 4.2 it would like to see enhanced monitoring of progress / outcomes of students for Access and Participation backgrounds.

2406 5.2) COMPLIANCE WITH CONDITION OF REGISTRATION E2

- 2407 The Committee was reminded of its responsibilities in overseeing UCEM's ongoing compliance with Condition of Registration E2: Management and Governance. The Committee reviewed paper 5.2 which outlined the behaviours of compliance with the condition and how UCEM meets each one and has clear evidence to demonstrate this.
- 2408 The Committee **NOTED** UCEM's ongoing compliance with Condition of Registration E2 – Management and Governance.

6) ANY OTHER BUSINESS

2409 5.1) ANY OTHER BUSINESS

- 2410 No additional items of business were reported, and the meeting concluded at 15.59pm.

2411 5.2) DATE AND TIME OF NEXT MEETING

- 2412 The date and time of the next Nominations and Governance Committee will be Thursday 26th May 2022 from 14.00-16.00pm via Zoom.

7) MATTERS FOR NOTING AND APPROVAL

The following matters were circulated prior to the meeting and were approved by the Committee.

2413 **7.1) ANNUAL REVIEW OF ALL BOARD AND SUB-COMMITTEE TERMS OF REFERENCE**

2414 There were minimal changes proposed to the Terms of Reference following annual review, and where changes were proposed these were relative to membership of the sub-committees.

2415 The Committee **APPROVED** the Finance Committee Terms of Reference V9.01 for finalisation and publication as the new V10.0. The Committee **APPROVED** the Property Working Group Terms of Reference V1.01 for finalisation and publication as the new V2.0. The Committee **APPROVED** the Property Award Panel Terms of Reference V1.01 for finalisation and publication as the new V2.0.

ACTION: **Update the agreed changes to the Terms of References for the Finance Committee, Property Working Group and Property Award Panel and republish. [LH]**

2416 The Committee **NOTED** that no other changes were proposed to all other existing and approved Terms of Reference for the Board and its sub-committees.

2417 **7.2) COMPLIANCE WITH THE CHARITY CODE OF GOVERNANCE**

2418 The Committee reviewed UCEM's compliance with the Charity Commission Code of Governance, which is continues to have due regard to. The review demonstrates enhanced compliance with the code compared to the last review undertaken in 2018 and in particular in the three areas of weakness identified at that time.

2419 The Committee **NOTED** UCEM's compliance with the Charity Code of Governance but continues to adopt the CUC Higher Education Code of Governance as its primary guiding document.

Signed



Name

Chris Turley

Position

Chair, Nominations & Governance Committee

Date

27th January 2022