UCEM UNIVERSITY COLLEGE OF ESTATE MANAGEMENT

Nominations and Governance Committee
26th May 2022

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 26th May 2022 from 11.00am-13.00pm.

Present:	Amanda Clack [AC]
	Chris Costigan [CC] (from 11.30am)
	Stephen Jackson [SJ] (until 12.30pm)
	Chris Turley (Chair) [CT]
	Misa von Tunzelman [MvT]
Apologies:	Ashley Wheaton [AW]
In Attendance:	Laura Bell McMillan (Board Apprentice – observing)
	Kasi Crane (Work Experience – observing)
	Jane Fawkes (University College Secretary) [JEF]
	Lyndsay Hughes (note taker) [LH]
	Rebekah Powley (Board Apprentice – observing)
	Lisa Wilks (Director of HR) for item 4.1 only

1) GENERAL MEETING GOVERNANCE

2437   **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

2438   There were no conflicts of interest declared.

2439   **1.2) APOLOGIES FOR ABSENCE**

2440   There were apologies for absence from Ashley Wheaton and Chris Costigan was noted as a late arrival to the meeting.

2441   The Chair welcomed Rebekah Powley, Laura Bell McMillan and Kasi Crane who were all observing the meeting.

2442   **1.3) TO APPROVE THE MINUTES OF THE MEETING HELD 27TH JANUARY 2022**

2443   The minutes of the Nominations and Governance Committee held 27th January 2022 and the proposed redacted matters were **APPROVED** as a true record.

2444   <u>**1.4) TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA**</u>

2445   An actions summary from the previous meeting was circulated as Paper 1.4 and the Committee **NOTED** that all matters had been completed.

2) COMPOSITION OF THE BOARD

2446   <u>**2.1) THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES, SUB COMMITTEE MEMBERSHIP AND THE SKILLS MATRIX**</u>

2447   The Committee discussed paper 2.1 which provided context on the composition of the current Board of Trustees and sub-committee membership. The Committee reviewed the current basic skills mix across the Board and the outstanding gaps in expertise the Board would benefit from (paper 2.1a). The Committee was cognisant that the Board was in a challenging period in terms of change in membership and recruitment challenges. Some Committees are lighter on membership than desirable, and though all Committees are still quorate additional members are needed. The Royal Charter allows for a minimum of eight Independent Trustees on the Board.

2448   The Committee **NOTED** the updated skills matrix overview and current sub-committee membership.

2449   The Committee noted that the CUC Code for Higher Education, which UCEM follows, recommends the appointment of a Senior Independent Governor on Board of Trustees. UCEM reviewed the role competencies in 2021 and noted the overlap with the current Vice Chair's role. As a result, UCEM did not appoint to the Senior Independent Governor role but agreed it would review this decision annually and specifically if/when the Vice Chair changed in the future. SJ confirmed his willingness to continue with the current arrangement.

2450   The Committee **AGREED** that UCEM does not need to appoint a Senior Independent Governor given the role overlap with the Vice Chair role, nor change its Chair of Audit Committee at this time but will keep this decision under regular review. SJ left the meeting for this section so there was no conflict of interest.

2451   The Committee also considered adoption of a more strategic approach to Trustee skills analysis which will support recruitment of new trustees. The University college Secretary proposed a Skills Survey be administered over the summer in line with sector best practice. Trustees would be invited to self-rate on a scale of 1-4 their experience in various areas of business importance to UCEM, with the data being analysed thereafter to inform recruitment of new trustees and appropriate membership of each sub-committee (which could mean moving Trustees to other Committees).

2452   The Committee requested that guidance be provided on the self-rating scales to help Trustees complete the survey (what excellence in each category really means) and to rationalise the list of potential skills included in the survey before it is issued, relative to what UCEM really does need across its Board of Trustees.

2453   The Committee **APPROVED** the proposal to develop and issue a Trustee Skills Survey subject to agreement on a rationalised list of questions (via email). The survey

should be completed across summer 2022 in order for the Committee to consider the results at the 8th September meeting.

ACTION: **Refine the question areas of the proposed survey and then issue Trustee Skills Survey over summer 2022. [JEF/LH]**

2454 **2.2) INDEPENDENT TRUSTEE RECRUITMENT**

2455 The Committee was reminded that there is capacity to recruit three Trustees to the Board at the current time following the retirement of Andrew Hynard and the resignation of Wendy Appleby in March 2022 (see paper 2.2). The Committee was also informed that Jat Brainch will not be renewing for a final three-year term when her current term ends in March 2023 and that therefore UCEM must recruit a new Honorary Treasurer within the next ten months.

2456 REDACTED

2457 REDACTED

2458 Of the other REDACTED applications, all were relevant to built environment and not to higher education. Therefore, a further recruitment process for trustees with higher education experience will run through June 2022. Proactive letters are also being issued to invite applications from specific contacts.

2459 Interviews were held with five of the candidates on 17th, 18th and 19th May 2022 with a panel consisting of the Chair and the University College Secretary. From this, the Panel recommends the appointment of Gareth Ralphs and his CV was circulated to the Committee on the Trustee Portal ahead of the meeting taking place. The Panel recommend Gareth as his passion for UCEM as an institution and as an alumnus was clear, alongside his current role for Thames Valley Chamber of Commerce and the breadth and network this brings.

2460 The Committee **AGREED** to recommend to the Board the appointment of Gareth Ralphs as Independent Trustee for an initial three-year term of office from 7th July 2022, to receive final approval by the Board of Trustees at their meeting on this date. Gareth would attend his first Board meeting on 7th July 2022.

ACTION: **Initiate induction processes for Gareth Ralphs. [LH]**

2461 **2.3) STAFF TRUSTEE RECRUITMENT**

2462 The Committee was reminded that UCEM is able 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.

2463 A recruitment process was held in March/April 2022 that resulted in four applications for the role. All four candidates had first round interviews with Ashley Wheaton and Jane Fawkes. From this, three were put forward to stage two with Stephen Jackson and Chris Costigan. REDACTED

2464 The Committee discussed appointing Harps only for one year rather than a full three-year term. The Committee was content to make a full three-year appointment

and to ensure Harps receives mentoring and support in the role, especially from Helen Edwards before her term ends.

2465   The Committee **AGREED** to recommend to the Board that it appoints Harps Kaur as Staff Trustee for an initial three-year term of office from 7th July 2022. Harps would attend her first Board meeting on 7th July 2022.

      ACTION: **Initiate induction processes for Harps Kaur. [LH]**

2466   The Committee **APPROVED** a further recruitment process for the second staff trustee role be held through autumn 2022 with an encouragement for applications from staff representatives on the academic side of the institution.

      ACTION: **Undertake further staff trustee recruitment through autumn 2022.**

2467   **2.4) STUDENT TRUSTEE RECRUITMENT**

2468   The Committee was reminded that UCEM is able to appoint two Student Trustees. The roles are currently filled by Muhammad Ahmed and Grant Alexander. Muhammad Ahmed will cease to be a UCEM student in summer 2022 and therefore his term as Student Trustee will end in July 2022.

2469   A recruitment process was held in March/April 2022 that resulted in three applications for the role of Student Trustee. Two of these candidates were put forward for a panel interview. As a result, the panel recommends that Joe Orrell be appointed as Student Trustee for an initial one-year term of office (he is also being appointed as Lead Student Representative). Joe is expected to complete his studies at UCEM in October 2023 which means her can serve for up to two years on the Board if successful in the role.

2470   The Committee **AGREED** to recommend to the Board that it appoints of Joe Orrell as Student Trustee for an initial one-year term of office from 7th July 2022, renewable once in summer 2023. Joe would attend his first Board meeting on 7th July 2022.

      ACTION: **Initiate induction processes for Joe Orrell. [LH]**

2471   The Committee **NOTED** that Grant Alexander is re-appointable as Student Trustee for a further year in September 2022 REDACTED. REDACTED and a further recruitment process will be required. REDACTED

2472   **2.5) BOARD APPRENTICES**

2473   RP and LBM left the meeting at the start of this item.

2474   The Committee was reminded that UCEM has appointed two Board Apprentices in November 2021, Laura Bell McMillan and Rebekah Powley, for initial one-year terms. The scheme allows for renewal of appointments for a further year and even allows for appointment as a full Trustee in mutually attractive circumstances.

2475   It was proposed that both Apprentices have their current terms extended for a further year to November 2023 and that re-opening of recruitment to the scheme is delayed until Summer 2023. Both Board Apprentices have confirmed their desire to continue in the roles for this period and believe their ability to contribute will be

enhanced by this as it does take time to initially understand UCEM well enough. An evaluation and review of the scheme will take place in Spring 2023 ahead of further recruitment.

2476   The Committee **APPROVED** the extension of the current Board Apprentices terms of office by a further year to November 2023.

2477   The Chair welcomed RP and LBM back to the meeting and congratulated them on their extended terms. The Board Apprentices were thrilled to continue in role and looked forward to being able to contribute further. They have particularly found value in undertaking the role together and would recommend this continues with future appointments. LBM queried whether her mentor should now change given Andrew Hynard's retirement from the Board.

         ACTION: Determine whether LBM should be assigned a new Board mentor. [JEF]

2478   2.6) EXTERNAL REPRESENTATIVES TO SUB-COMMITTEES

2479   The Committee was reminded that UCEM appoints External Representatives to various sub-committees to help inform discussion. The roles carry no voting rights. In August 2021 the Remuneration Committee agreed it should appoint an External Representative to provide unbiased advice and perspective in deliberations.

2480   A recruitment process was held in February/March 2022 but did not result in any applications. A direct approach was then made to a known contact and discussions held with the University College Secretary. It is recommended that the Committee approves the appointment of Andy Macdonald, Group HR Director at JISC, to the role from August 2022 for an initial period of three years.

2481   The Committee **APPROVED** the appointment of Andy Macdonald to the role of External Representative to the Remuneration Committee from August 2022 for an initial period of three years.

2482   The Committee was also advised that an External Representative to the Academic Review Committee, Tony Burke of University of Westminster, is retiring from Higher Education and will therefore no longer be eligible to serve on the Committee. The Committee **NOTED** that Tony's last meeting will be on 19th June 2022 and after this time UCEM will need to recruit to the role before the subsequent meeting of the Committee to be held in January 2023.

3) GENERAL GOVERNANCE MATTERS

2483   3.1) TRUSTEE INDUTION AND TRAINING

2484   The Trustee induction process has been subject to numerous enhancements over the last four years and a summary of the support provided was presented in paper 3.1 for the Committee to review.

2485   JEF outlined some proposed enhancements to induction processes which included stronger input from the Clerk to the Board in establishing mentoring relationships at the outset, compulsory attendance at a QBR meeting, facilitation of meetings between new Trustees and relevant UCEM leaders, demonstrations of the Virtual

Learning Environment, pre-meets with Chair of assigned sub-committees and attendance at more external training.

2486   The Committee welcomed the proposals and the application of enhanced and consistent process to Trustee induction. They also recommended that a VLE demonstration would be beneficial for all of the Board.

ACTION: Organise a Trustees VLE demonstration later in 2022. [LH]

2487   The Committee **APPROVED** the proposed enhancements to the Trustee induction process.

2488   3.2) TRUSTEE APPRAISALS

2489   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 both 2020 and 2021 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.

2490   It was proposed this process be repeated for 2022. The Clerk to the Board of Trustees will pre-complete forms as far as possible and support organising the individual appraisal meetings, as well as the summary meetings to conclude the process.

2491   The Committee **APPROVED** the proposed appraisal form at paper 3.2a for use in 2022, noting that the forms will require completion in conjunction with the Skills Survey approved at agenda item 2.1.

2492   The Committee **NOTED** that the Executive will be asked for their feedback on the effectiveness of the Board, and opportunities for further Trustee involvement and support with UCEM initiatives and their areas of work for the institution. A form will be created focused on the value the Board brings to the Executive and their roles and what opportunities there are for Trustee input. This will be completed ahead of appraisal meetings starting so they can be discussed with Trustees.

2493   The Committee **AGREED** to launch the appraisal period in early July for completion by end August 2022 (and covering the 2021-22 academic year as the review period), to allow the Committee to review themes and outcomes at its meeting on 8th September 2022.

2494   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, organise appraisal meetings with the Chair and Vice Chair to the agreed timeframe and gather Executive feedback before the process commences. [LH]

2495   2.3) UCEM HONORARY AND ASSOCIATE FELLOWSHIP NOMINATIONS

2496   The Committee was reminded that the annual process for nomination of Honorary and Associate Fellowships of UCEM was traditionally opened at the end of the calendar year for the Committee's consideration at the January meeting. In January 2020, the process did not result in any appointments, due primarily to lack of nominations. Whilst three Honorary Fellow appointments and eight Associate Fellow appointments were made in late 2020, just one appointment was made in 2021 and the process has not been opened for eighteen months now.

2497   Given that nominations are sought in Spring for Honorary Degree recipients, alongside the Property Award winner it was decided the Honorary and Associate Fellowships process should operate on an alternative timescale. The nomination window was therefore proposed as 11th July 2022 to 26th August 2022, allowing for nominees to be considered by the Committee on 8th September 2022.

2498   The Committee **APPROVED** the proposed nomination window of 11th July 2022 – 26th August 2022 for Honorary and Associate Fellowships of UCEM.

    ACTION: **Open the nominations process for Honorary and Associate Fellowships on 11th July 2022. [LH]**

2499   The Committee welcomed and **NOTED** the summary of each type of Honorary Award UCEM offers and the criteria for each in paper 3.3a. There was some debate about whether it could be more prescriptive on the differences between Honorary Doctorates and Honorary MBAs but ultimately it was agreed eminence in field is the core requirement and this should not be overly narrowed down.

2500   **3.4) UCEM DELEGATION FRAMEWORK**

2501   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 one minor change proposed in tracked changes at section 3.3 in papers 3.4 and 3.4a.

2502   The Committee **APPROVED** the updated UCEM Delegation Framework as presented in paper 3.4a 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 and publish on the Portal for the information of the full Board. [LH]**

4) EQUALITY, DIVERSITY AND INCLUSION

2503   **4.1) EQUALITY, DIVERSITY AND INCLUSION UPDATE**

2504   Lisa Wilks, Director of HR, UCEM, joined the meeting for this item of business.

2505   LW shared presentation that was copied in the pack at paper 4.1. LW explained that she has led work to increase focus on EDI since autumn 2021 and that there are currently fifteen voluntary staff members in the working group that has been established. The staff interest in the work and what is achievable at UCEM is

growing. The work is inked to three questions in the new Employee Engagement Survey, which already showed positive results for UCEM. The presentation outlined the main areas of focus of the group, mapped to the UN Sustainable Development Goals (demonstrating clear links to the GLOBE programme). The four areas where the group aims to have the most impact are recruitment and selection processes, internal awareness and education, data and insights, and staff resource groups/networks.

2506   Since April and launching the initiative in full through an All Staff meeting, more members of staff have requested to join the working group, the group has prepared a LinkedIn Learning collection for staff, the group has finalised an external speaker brief, the group has secured time from Advance HE to present to an All Staff in the summer, an intranet page and resource is being built, the group has decided its Community Circles and EDI data collection from all staff has been initiated.

2507   The Committee **NOTED** the excellent work now underway internally on EDI and its links to the GLOBE programme. The Committee recommended that each Community Circle be sponsored by an Executive member to bring it weight. The purpose of the groups should also be fully aligned with UCEM''s strategy.

2508   The Chair thanked LW for her contribution, for leading this initiative internally, and then invited her to leave the meeting.

5) ANY OTHER BUSINESS

2509   **5.1) ANY OTHER BUSINESS**

2510   The minutes of the Exceptional Nominations and Governance Committee held 3rd February 2022 regarding the Principal's proposed Leave of Absence from UCEM were **APPROVED** as a true record. The Committee **AGREED** that these minutes were redacted from publication in full.

2511   No additional items of business were reported, and the meeting concluded at 12.42pm.

2512   **5.2) DATE AND TIME OF NEXT MEETING**

2513   The date and time of the next Nominations and Governance Committee will be Thursday 8th September 2022 from 14.00-16.00pm via Zoom.

6) MEETING CLOSE

7) MATTERS FOR REPORT

2514   The following matter was not discussed in the meeting, but a paper was circulated in advance for the Committee to review.

2515   **7.1) ANNUAL REVIEW OF UCEM COMPLIANCE WITH THE CUC CODE OF HIGHER EDUCATION GOVERNANCE**

2516   The Committee reviews UCEM's compliance with the CUC Code of Higher Education Governance annually. The Committee **NOTED** that UCEM continues to be fully

compliant with all aspects of the revised Code (2020) apart from two areas: UCEM does not opt to appoint a Senior Independent Governor (though it reviews this decision annually) and UCEM has further work to develop on Equality, Diversity and Inclusion (though this is now well underway across the institution and the Board).

Signed

Name   Chris Turley

Position   Chair, Nominations & Governance Committee

Date   8th September 2022