



Nominations and Governance Committee 8th September 2022

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 8th September 2022 from 14.00-16.00pm.

Present: Chris Costigan [CC] (from 11.30am)
Stephen Jackson [SJ] (until 12.30pm)
Chris Turley (Chair) [CT]
Misa von Tunzelman [MvT]
Ashley Wheaton [AW]

Apologies: Amanda Clack [AC]

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

1) GENERAL MEETING GOVERNANCE

2517 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

2518 There were no conflicts of interest declared.

2519 1.2) APOLOGIES FOR ABSENCE

2520 There were apologies for absence from Amanda Clack.

2521 1.3) MINUTES OF THE MEETING HELD 26TH MAY 2022

2522 The minutes of the Nominations and Governance Committee held 26th May 2022 and the proposed redacted matters were **APPROVED** as a true record.

2523 1.4) MATTERS ARISING AND ACTIONS SUMMARY

2524 An actions summary from the previous meeting was circulated as Paper 1.4 and the Committee **NOTED** that all matters had either been completed or were due for further discussion within the course of the meeting.

2) COMPOSITION OF THE BOARD

2525**2.1) THE CURRENT COMPOSITION OF THE BOARD OF TRUSTEES, SUB COMMITTEE MEMBERSHIP AND THE SKILLS MATRIX**

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The Committee discussed paper 2.1 which provided context on the composition of the current Board of Trustees and sub-committee membership as per paper 2.1a. The Committee was cognisant that the Board continues to be in a challenging period in terms of frequent change in membership and the requirement for recruitment. This brings with it a challenge in continuity of Board knowledge and the need to secure the right expertise across the Board membership. The Royal Charter allows for a minimum of eight Independent Trustees on the Board and a maximum of thirteen. There are further Trustee retirements due during 2023 and 2024.

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

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The University College Secretary proposed that the Committee considers undertaking a strategic review committee chairmanship and membership. For example, by placing a trustee whose term may end in the near future in a chairmanship role their services can be extended for three further years (as is currently the case with Stephen Jackson and Kenny Miller). The Committee welcomed the concept of a strategic review of both chairmanship and membership of sub-committees and asked the University College Secretary to undertake initial exploratory conversations and to develop proposals for consideration. It was suggested that as part of this Sub-Committee Chair Designates should also be appointed to support succession planning. Furthermore, it was also recognised that membership should not remain static through any given term of office and should be subject to a full review on a regular basis, allowing Trustees to experience different committees during their terms. If necessary, an exceptional meeting of the Committee can be convened in the winter (given that the next meeting is not until February 2023) to specifically consider these proposals and the Board Leadership Group will also discuss them in the interim.

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The Committee queried whether there is any flexibility regarding extending terms of office and the University College Secretary clarified that any changes would require an amendment to the Royal Charter which is a lengthy process. Turnover with Student Trustees will always be higher given they must be current on a UCEM programme to serve on the Board. It was recognised that whilst turnover in the Board membership has been higher lately, this has also been due to personal circumstances and trustees not completing terms of office rather than natural succession requirements due to retirement.

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The Committee recognised that the entire higher education sector is finding governor recruitment challenging currently and that it takes a significant amount of time and effort for the UCEM team to frequently run recruitment processes.

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The Committee **AGREED** that a strategic review of Sub-Committee Chairmanship and membership should take place as part of succession planning.

ACTION: Initiate a strategic review of sub-committee Chairmanship and membership and present proposals to the Board Leadership Group and Committee for consideration. [JEF]

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The Committee was advised that Nick Braisby had expressed an interest in joining the Academic Review Committee and that Gareth Ralphs had expressed an interest

in joining the Nominations and Governance Committee. Both appointments were welcomed.

2533 The Committee **APPROVED** the appointments of Gareth Ralphs to Nominations and Governance Committee.

2534 The Committee **APPROVED** the appointment of Nick Braisby to Academic Review Committee.

2535 2.2) INDEPENDENT TRUSTEE RECRUITMENT

2536 The Committee was reminded that there is capacity to recruit two Trustees to the Board at the current time following the appointment of Gareth Ralphs to the Board in July 2022 and that the focus is now required on a Trustee with higher education expertise to fill the gap left by Wendy Appleby. The Committee was also reminded that Jat Brainch will not be renewing her appointment for a final three-year term when her current term ends in March 2023 and that therefore UCEM has sought to recruit a new Honorary Treasurer with urgency (see paper 2.2).

2537 The Committee was advised that a process to recruit Trustees specifically with higher education expertise was launched in May 2022, alongside issuing letters of approach to identified candidates from within Trustee networks. This resulted in a total of 18 applications, 3 of which were offered interviews but only two were ultimately interviewed. The interview panel sat on 2nd August 2022 consisting of Stephen Jackson and Jane Fawkes. Kenny Miller also reviewed the applications. The panel wishes to recommend the appointment of REDACTED to the Committee. Her application details were provided on the Trustee Portal for the review of the Committee, alongside her presentation at interview.

2538 REDACTED

ACTION: REDACTED

2539 REDACTED

2540 It has been suggested that UCEM uses an Executive Search Agency for this important vacancy and following a recommendation from within the Committee a quotation for supporting UCEM through the recruitment process was sought from Gatenby Sanderson. The quotation was for £17,000 for a full competitive tendering process (excluding VAT and advertising costs) and £13,000 for a search only process. There has been no budget set aside for such fees within the year.

2541 The Committee considered whether the appointment of an agency would bring about the required outcome and some scepticism was expressed. The Committee agreed to support UCEM in exploring contacts within their networks once more.

2542 The Committee **AGREED** that the processes and options proposed for securing an Honorary Treasurer were the correct actions to follow at the current time and not to appoint an Executive Search Agency as yet.

ACTION: Initiate the Honorary Treasurer recruitment process as outlined in the paper and without the support of a Search Agency. [LH]

2543 2.3) STUDENT TRUSTEE RECRUITMENT

2544 The Committee was reminded that UCEM is able to appoint two Student Trustees. The roles were filled by Joe Orrell and Grant Alexander. The Committee was advised that Grant has resigned from the post following a period of ill health and that a recruitment process to find a replacement is therefore required (as proposed in paper 2.3).

2545 The Committee **NOTED** the resignation of Grant Alexander from the role of Student Trustee and that a recruitment process will be held from September 2022 for his replacement.

2546 The Committee **APPROVED** the role specification for the Student Trustee recruitment process as provided in paper 2.3a.

ACTION: Initiate the Student Trustee recruitment process. [LH]

2547 2.4) STAFF TRUSTEE RECRUITMENT

2548 The Committee was reminded that UCEM is able to appoint two Staff Trustees. The roles are currently filled by Helen Edwards and Harps Kaur. The Committee was advised that Helen Edwards will complete her 6-year term of office in December 2022 and therefore a further recruitment process for a second Staff Trustee will be held from September 2022 (see paper 2.4).

2549 The Committee considered whether it should be prescriptive in the advertising for the second Staff Trustee to be from the UCEM Academic community. There is nothing set out in UCEM's governing document that prescribes from which areas of the business the Staff Trustees should be drawn, but the Committee was comfortable that it could express a preference for this to help support the diversity of perspective and expertise on the Board.

2550 The Committee **APPROVED** the recruitment process proposed for a second Staff Trustee to be conducted through autumn 2022.

2551 The Committee **APPROVED** the role specification for the Staff Trustee recruitment process as provided in paper 2.4a subject to an amendment to indicate that a Staff Trustee from the UCEM Academic staff community would be desirable.

ACTION: Initiate the Staff Trustee recruitment process pending amendment to the role specification to make a Staff Trustee from the Academic community a desirable criterion. [LH]

2552 2.5) EXTERNAL REPRESENTATIVES TO SUB-COMMITTEES

2553 The Committee was reminded that UCEM appoints External Representatives to various sub-committees to help inform discussion. The Committee was advised that a vacancy has arisen on the Academic Review Committee following the retirement from the profession of Professor Tony Burke of Westminster University (see paper 2.5). A role specification for the vacancy has been prepared for the first time (see paper 2.5a).

2554 The Committee **APPROVED** the proposed recruitment process to the role of External Representative on the Academic Review Committee to take place through autumn

2022. The Committee endorsed the places in which the role will be advertised but recommended that UCEM also advertises through the External Examiners distribution lists.

- 2555 The Committee **APPROVED** the role specification for the External Representative to the Academic Review Committee recruitment process as provided in paper 2.5a.

ACTION: Initiate the External Representative to the Academic Review Committee recruitment process. [LH]

3) GENERAL GOVERNANCE MATTERS

2556 3.1) NOMINATIONS AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

- 2557 The Terms of Reference for the Nominations and Governance Committee were presented in paper 3.1a with minor changes only proposed to update the membership following a retirement from and an appointment to the Committee.

- 2558 The Committee **APPROVED** the revised Nominations and Governance Committee Terms of Reference V8.01 for finalisation and publication as the new V9.0.

ACTION: Finalise and publish the updated Terms of Reference for the Committee on the UCEM website and the Trustee Portal. [LH]

2559 3.2) NOMINATIONS AND GOVERNANCE COMMITTEE ANNUAL REPORT 2021-22

- 2560 The Committee's draft annual report for 2021-22 was presented in paper 3.2 for the approval of the Committee ahead of being presented to the Board of Trustees for formal approval at its September 2022 meeting.

- 2561 The Committee **NOTED** the volume of work undertaken by the Committee in 2021-22 and its strong record of activity on good governance. It concurred that it has met its obligations and responsibilities in terms of the matters it has dealt with and that the report represents an accurate record to take forward to the Board, one which focuses on the impact of the work across the institution. The Committee particularly welcomed the increasing focus on Equality, Diversity and Inclusion through the year and the establishment of the successful Board Apprentices Scheme.

- 2562 The Committee **APPROVED** that the draft Nominations and Governance Committee Annual Report 2021-22 be presented to the Board of Trustees on 29th September 2022 for formal approval.

2563 3.3) BOARD DECISIONS ANNUAL REPORT 2021-22

- 2564 In 2020, the Committee agreed to adopt various principles of good governance that had been 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 3.3 provides the 2021-22 annual report of all decisions of the Board in 2021-22, categorised by types of decision.

- 2565 The Committee **NOTED** that the report provides an accurate demonstration of the role of governance within the institution and the Board fulfils its role appropriately and diligently.
- 2566 The Committee **APPROVED** that the Board Decisions Annual Report 2021-22 be presented to the Board of Trustees on 29th September 2022 for formal approval.
- 2567 The Committee suggested that communications to staff should be undertaken using the report as part of demonstrating the work and role of the Board of Trustees within the institution.
- ACTION: Undertake staff communications on the role of the Board and its impact within the institution using the Board Decisions Annual Report. [JEF/LH]**

2568 3.4) UCEM HONORARY AND ASSOCIATE FELLOWSHIP NOMINATIONS

- 2569 The nominations process for Honorary and Associate Fellowships in 2022 was opened from 11th July to 19th August 2022. This time the process yielded seven nominations for Honorary Fellowship (five candidates in total) and four nominations for Associate Fellowship. The Committee noted that there are no limits to the numbers of appointments that can be made, and the University College Secretary confirmed that all nominations meet the eligibility criteria.
- 2570 The Committee considered each nomination in turn.
- 2571 The Committee **APPROVED** the nomination of Karen Ching for an Honorary Fellowship of UCEM.
- 2572 The Committee **APPROVED** the nomination of Denys Kwan for an Honorary Fellowship of UCEM.
- 2573 The Committee **APPROVED** the nomination of Bruce Broughton for an Honorary Fellowship of UCEM.
- 2574 The Committee **APPROVED** the nomination of Andrew Hynard for an Honorary Fellowship of UCEM.
- 2575 The Committee **APPROVED** the nomination of Gary Yeung for an Honorary Fellowship of UCEM.
- 2576 The Committee **APPROVED** the nomination of Phoebe Farrell for an Associate Fellowship of UCEM.
- 2577 The Committee **APPROVED** the nomination of Ella Campbell for an Associate Fellowship of UCEM.
- 2578 The Committee **APPROVED** the nomination of Lucy Gaitskell for an Associate Fellowship of UCEM.
- 2579 The Committee **APPROVED** the nomination of Nella Pang for an Associate Fellowship of UCEM.

2580 The Committee **NOTED** that those approved for Honorary Fellowships will ideally be presented their awards at the next Graduation Ceremony (December 2022) and they would be informed of their award in the coming weeks via letter from the UCEM Board. Those approved for Associate Fellowships would be invited to the Honorary Awards Community luncheon in Spring 2023 to be presented with their certificates (date TBC). Some PR and press around the appointments will be undertaken once they are confirmed.

ACTION: Write to all nominees confirming their appointments as Honorary and Associate Fellows and organise for press activity to take place regarding the appointments. [JEF/LH]

2581 The Committee suggested that the means by which an Associate Fellow becomes an Honorary Fellow be reviewed and consideration given to any current Associate Fellows who might now be eligible to make this progression.

ACTION: Review the progression criteria and eligibility of current Associate Fellows to become Honorary Fellows. [JEF]

2582 **3.5) TRUSTEE APPRAISALS**

2583 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 3.5 provided this summary report.

2584 The Committee **NOTED** the themes and outcomes that came out of the appraisals process in 2022, that there are no fundamental issues on the functioning of the Board and that it consists of a capable and diverse group of individuals. Some of the potential enhancements that could be made were Trustees understanding each other's expertise and experience better and an enhanced understanding of UCEM's programme offering and staff.

2585 There was a discussion about the boundaries of Trustees between governance and Executive and the nature of some of the discussions at the appraisals having been focused on appraising UCEM's performance rather than the effectiveness and functionality of the Board itself. The Executive concerns were related particularly to comments regarding the financial sustainability of the institution. Further discussion will be required through the Finance Committee regarding the priorities for UCEM finances and clarity on this in the context of the wider agreed strategy which the Executive is working to deliver. The Committee reassured UCEM that there is no lack of trust in the Executive and that some of the comments would have stemmed from enthusiasm for UCEM and the opportunity to be involved and engaged. The breadth of conversation is not limited solely to the questions in the appraisal form, yet a full precis of the discussions held were presented to the feedback meeting for inclusion in the report to the Committee – this potentially needs some review ahead of the process running in 2023 and greater input from the Chair of Nominations and Governance Committee in summarising the outcomes ahead of the Committee so they are presented appropriately and fairly.

2586 The Committee **NOTED** the broad outcomes and themes from the appraisals process in 2022 and did not propose any specific new actions to be taken forward as a result.

2587 3.6) TRUSTEE SURVEYS

2588 Jane Fawkes outlined the proposed approach to completing the Trustee Skills Survey in autumn 2022 and the Trustee EDI Survey in winter 2022/23. The proposals were summarised in papers 3.6, 3.6a and 3.6b.

2589 The Committee **APPROVED** the list of areas and self-rating scales to be included in the Trustee Skills Survey to be issued in autumn 2022, noting that whilst detailed and extensive it was necessary in order to secure sufficient value from the process.

2590 The Committee **AGREED** there would be benefit in re-issuing the Trustee EDI survey in winter 2022/23 to evaluate progress in this area over the last two years.

ACTION: Issue the Trustee Skills Survey over autumn 2022. [JEF/LH]

ACTION: Issue the Trustee EDI Survey over winter 2022/23. [JEF/LH]

4) EQUALITY, DIVERSITY AND INCLUSION

2591 4.1) EQUALITY, DIVERSITY AND INCLUSION UPDATE

2592 Jane Fawkes advised that a full EDI update and discussion is scheduled for the Board meeting on 29th September 2022.

2593 The Committee was advised that following its request in January 2022 that data on UCEM Student outcomes by protected characteristics also be provided (subsequently to the student access data which was reviewed at that meeting) the report providing this data was collated in July 2022 and provided to the Academic Review Committee for greater depth scrutiny at their meeting on 19th July 2022.

2594 The Committee **NOTED** that the Student Outcomes by Protected Characteristics report was presented to the Academic Review Committee for full review in July 2022. The Committee also **NOTED** the report content.

5) ANY OTHER BUSINESS

2595 5.1) ANY OTHER BUSINESS


2596 No additional items of business were reported.

2597 5.2) DATE AND TIME OF NEXT MEETING

2598 The date and time of the next Nominations and Governance Committee will be Thursday 2nd February 2023 from 14.00-16.00pm via Zoom.

6) MEETING CLOSE

2599 The meeting concluded at 15.55pm.

Signed	
Name	Chris Turley
Position	Chair, Nominations & Governance Committee
Date	2 February 2023