Nominations and Governance Committee
2 February 2023
REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 2 February 2023 from 14.00-16.00pm.

Present:	Amanda Clack [AC]
	Chris Costigan [CC]
	Stephen Jackson [SJ]
	Chris Turley (Chair) [CT]
	Misa von Tunzelman [MvT]
Apologies:	Gareth Ralphs [GR]
	Ashley Wheaton [AW]
In Attendance:	Jane Fawkes (University College Secretary) [JEF]
	Lyndsay Hughes (note taker) [LH]
	Lily Rogers (HR Analyst and Adviser) [LR] – for item 3.3 only
	Lisa Wilks (Director of HR) [LW] – for item 3.3 only

1) GENERAL MEETING GOVERNANCE

2600   **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

2601   There were no conflicts of interest declared.

2602   **1.2) APOLOGIES FOR ABSENCE**

2603   There were apologies for absence from Ashley Wheaton and Gareth Ralphs.

2604   **1.3) WELCOMES**

2605   The Chair had planned to welcome Gareth Ralphs to his first meeting as a new member of the Committee, but he sent late apologies.

2606   **1.4) MINUTES OF THE MEETING HELD 8TH SEPTEMBER 2022**

2607   The minutes of the Nominations and Governance Committee held 8th September 2022 and the proposed redacted matters were **APPROVED** as a true record and signed by the Chair ahead of publication on the UCEM website.

2608   **1.5) CHAIRS ACTIONS SINCE THE LAST MEETING**

2609   The Committee **NOTED** the Chair's Action approved via email in November 2022 to recommend the appointment of Adam Denton as Student Trustee for an initial one-year term of office and Jon Hubert as Staff Trustee for an initial three-year term of office from 1st January 2023 to the Board of Trustees to approve at their meeting on 1st December 2022.

2610   **1.6) MATTERS ARISING AND ACTIONS SUMMARY**

2611   An actions summary from the previous meeting was circulated as Paper 1.6 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

2612   **2.1) THE EXISTING BOARD OF TRUSTEES, SUB COMMITTEE MEMBERSHIP AND THE TRUSTEE SKILLS MATRIX**

2613   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. Six Trustees are due to end their terms over the course of 2023 and 2024, with more in 2025 (Jat Brainch, Alastair Martin, Chris Costigan, Kenny Miller, Misa von Tunzelman and Chris Turley, with Stephen Jackson in early 2025). 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.

2614   The Committee **NOTED** the updated skills matrix overview and appointments to sub-committees since the last meeting.

2615   The Committee **AGREED** it would consider which skills areas are priorities for recruitment, in line with those also being lost in the coming years, as it progresses discussions in the next two items on the agenda, such that a comprehensive succession plan, covering desired skills and recruitment processes can be prepared.

         ACTION: **Prepare a full succession plan for the Board covering priority skills areas and plans for recruitment processes. [JEF]**

2616   **2.2) TRUSTEE SKILLS SURVEY OUTCOMES**

2617   As agreed at the last meeting, a Board Skills Survey was issued to all Trustees and the Board Apprentices on 12th October 2022 as part of plans to be more strategic in recruitment and succession planning to the Board, as well as to gain a deeper insight of the skills and knowledge within the current Board. The survey sought a more detailed review of the areas of expertise of the current Board and was benchmarked against similar surveys in the sector. All Trustees completed the survey by November 2022 and the results were presented in paper 2.2.

2618   The Committee welcomed the new approach the survey results can bring to succession planning and noted the anticipated turnover in the Board. It was

acknowledged that some turnover is positive for good governance and securing fresh views, opinions and talent for the future. It was also noted that with limited numbers on the Board it would never be possible to secure every possible skill of value to the institution. The challenge for UCEM is more about finding the right people, so potential further review of recruitment processes might be valuable and acknowledging that a mixture of approaches (agency support, direct recruitment and use of existing networks) should all play a part. It was suggested that the skills survey could be issued as part of recruitment or induction in order to retain a solid overview of current board strengths and recognise those skills lost as Trustees step down from the Board. The Committee was also cognisant of the need to secure a diverse range of voices on the Board through all recruitment and to stagger the change required as far as possible.

2619   It was noted that the UCEM Board does not currently have any specific cyber security skills but agreed that this would not be a priority skill set for recruitment. Trustees need to know and understand enough to ask the right questions, but the expertise is required in the UCEM staff body not the Board. It was **AGREED** a full Cyber Security update should be provided to a Board meeting during 2023 given its importance to all businesses today.

2620   The Committee noted that the Board is light on skills and experience in Continuous Professional Development / Business Development currently but that until the refreshed CX Strategy for 2025+ is agreed, securing Board skills in this area is not essential. It was **AGREED** that the priority overall should be to recruit skills required for the future of UCEM and therefore directly linked to its strategic goals, sustainability being one obvious area.

2621   The Committee was surprised at the low level of identified digital skills on the Board given UCEM's digital offering and it was felt this might be an area to focus on in future recruitment to help UCEM keep pace with the market and its competitors. The Committee was also surprised at the skill gap in leadership and governance and suggested some training in this area could be beneficial to the Board.

2622   The Committee **AGREED** that the split between trustees from higher education and from the Built Environment sector should be maintained but that UCEM might do more to support the knowledge gaps for trustees in the opposite areas, such as a buddying scheme. The Committee also **AGREED** that it is important to increase UCEM's network connections within professional bodies and the government where possible.

2623   **2.3) STRATEGIC REVIEW OF SUB-COMMITTEE CHAIRMANSHIP AND VICE CHAIR SUCCESSION PLANNING**

2624   As discussed at the last meeting, an in-depth review of the chairmanship and membership of the sub-committees is one way in which UCEM can be more strategic about succession planning on the Board and securing long service and continuity where it is most needed. Under the Royal Charter Chairs of Sub-Committees can have a further three-year extension past the standard maximum length of six years. In the past, this rule has allowed UCEM to secure both Stephen Jackson and Kenny Miller for nine-year terms rather than six. As requested, a review has now been undertaken and various proposals are presented in paper 2.3 and 2.3a for the Committee to consider.

2625   Amanda Clack left the meeting for part of the discussion.

2626	The Committee **AGREED** that Amanda Clack will be appointed as Chair Designate of Nominations and Governance Committee (date to be agreed), for when Chris Turley is at the end of his term.

2627	Amanda Clack returned to the meeting after this agreement was made.

2628	Stephen Jackson left the meeting for part of the discussion.

2629	The Committee **AGREED** that Stephen Jackson will be appointed as Chair of Academic Review Committee from March 2024 when Kenny Miller is at the end of his term, with the intention that Stephen chairs this Committee from March 2024-March 2025.

2630	Stephen Jackson returned to the meeting after this agreement was made.

2631	Chris Costigan left the meeting for part of the discussion.

2632	The Committee **AGREED** that Chris Costigan will be appointed as Chair of Audit Committee from September 2023, thereby allowing his term of appointment to be extended by a further three years from December 2023 and aiding continuity within the Board.

2633	Chris Costigan returned to the meeting after this agreement was made.

2634	The Committee **AGREED** that the University College Secretary should approach Michelle Jones to assess her interest in becoming the EDI Lead for the Board when Misa von Tunzelman comes to the end of her term in June 2024.

> **ACTION:** **Approach Michelle Jones about becoming EDI Lead for the Board. [JEF]**

2635	The Committee noted that Stephen Jackson will complete his maximum 9 years as a UCEM Trustee in March 2025 and that UCEM must therefore consider succession-planning to this role. The Vice-Chair role is ideally fulfilled by someone with educational experience, to complement the knowledge of the Chair who is from the built environment sector. REDACTED

2636	REDACTED

2637 **2.4) REMUNERATION OF TRUSTEES**

2638	The Committee acknowledged that the recruitment of a UCEM Treasurer over the last 12 months has been challenging, and as part of this UCEM had considered whether the role would be more attractive if it were renumerated. Legal advice has been obtained to confirm the position with the Charity Commission. Though the advice (paper 2.4a) is specifically in the context of the Treasurer, it would also apply to a Chair, Vice Chair, or any other trustee role agreed as appropriate.

2639	REDACTED

2640	REDACTED

2641	REDACTED

2642 **2.5) INDEPENDENT TRUSTEE HONORARY TREASURER RECRUITMENT**

2643 The Committee was reminded that there is capacity to recruit one Trustee to the Board at the current time following the appointment of Michelle Jones to the Board in autumn 2022. Given Jat Brainch's upcoming retirement from the Board, the focus has been on recruiting a successor Honorary Treasurer (see paper 2.2). This process was challenging throughout 2022 and unsuccessful after several attempts to recruit directly. As a result, the University College Secretary sought quotes from some recruitment agencies, but the costs were prohibitive to UCEM. REDACTED

2644 NuRole advertised the role in late November with a closing date at the beginning of January 2023. Four candidates applied, and all were invited to participate in a first stage interview with the Principal, Executive Director Finance and Deputy Principal on Friday 27 January 2023. The outcome of this first stage is that two candidates will proceed to a second stage with Amanda Clack and Jat Brainch on 16th February 2023.

2645 The Committee **NOTED** the progress update on recruitment for an Honorary Treasurer to succeed Jat Brainch from March 2023.

2646 The Committee agreed that further discussion on risk mitigation should the current round of recruitment prove unsuccessful will be paused for the time being given the positive outcome to stage one of the current recruitment process.

2647 The Committee **APPROVED** the offer from Professor Nick Braisby to chair the Finance Committee on an interim basis from March 2023 when Jat Brainch leaves the Board if the current recruitment round proves unsuccessful.

2648 **2.6) BOARD APPRENTICE SCHEME RECRUITMENT**

2649 The Committee was reminded that UCEM successfully recruited to its new Board Apprentice Scheme for the first time during 2021. The two-year terms of these first Board Apprentices will conclude at the end of 2023 and therefore UCEM will need to recruit to the scheme again during summer 2023.

2650 Time will be taken through Spring to capture feedback on process and experience from the current Board Apprentices and some of the Trustees to feed into the process for 2023. A strong case study on the scheme will raise its profile.

2651 The Committee **APPROVED** the Guidance Document for the UCEM Board Apprenticeship Scheme with the minor amendments proposed.

2652 The Committee **APPROVED** the proposed recruitment process to the Board Apprentice Scheme during 2023.

ACTION: **Initiate the Board Apprentice Scheme recruitment process as outlined in paper 2.6. [LH]**

3) EQUALITY, DIVERSITY AND INCLUSION

2653 **3.1) BOARD EQUALITY, DIVERSITY AND INCLUSION SURVEY OUTCOMES 2023**

2654 | As agreed at the last meeting, the Board was re-issued with the EDI Survey (first undertaken by Advance HE in 2021) at the end of 2022. The intention is to complete this survey every two years to provide a basis of tracking UCEM's progress in this key area of work. Sixteen responses were received in 2022.

2655 | The Committee reviewed the results of the updated EDI survey. It was noted that there are some clear areas of strength but that the Board visibility of EDI work across UCEM should be increased. It was also noted that UCEM compares favourably with other Boards. UCEM might increase activity in this area by ensuring its EDI policy is part of induction and onboarding of new Trustees (potentially all Trustees should have an induction to EDI with the Lead Trustee for EDI) and some additional Trustee training might be beneficial. It is also clear that bringing together activities taking place at Board, staff and student levels and properly resourcing activities is required in order for more coherence. MvT and JEF are meeting to discuss this further on Friday 3rd February 2023 and an update will be provided to the next Committee and to the wider Board later in 2023.

2656 | It was noted that the results represent a self-perception and are not independently benchmarked. Some greater externality might benefit UCEM. It would also be useful to benchmark some factual data, such as comparison of Board profile with that of UCEM staff and UCEM students to determine how well the Board reflects the makeup of the wider institution.

ACTION: **Undertake analysis on the UCEM Board from an EDI perspective and determine how reflective it is of the wider UCEM institution (staff and student make-up). [JEF]**

2657 | The Committee **AGREED** a further training session for the Board on EDI would be beneficial.

ACTION: **Organise further Trustee training on EDI. [JEF]**

2658 | The Committee **AGREED** to continue to monitor and consider ways to encourage diversity through the recruitment process.

2659 | **3.2) UCEM BOARD EQUALITY AND DIVERSITY UPDATE**

2660 | The Committee was reminded that UCEM now routinely collects EDI data of Trustees on appointment. Following further changes in the Board's composition during 2022, the overview of the Board from an EDI perspective has been updated and shared at paper 3.2a. UCEM's composition has also been compared to statistics provided in the Advance HE Diversity of Governors in HE 2022 report.

2661 | The Committee **NOTED** that UCEM compares broadly favourably with the Advance HE report findings, with a lower number of governors aged 55+ and a higher ethnic diversity. The Committee also **NOTED** UCEM's decreasing gender split trend between male and female Trustees from when it was 50% in 2021 to 37% female in 2023. Retaining a focus on EDI, as well as the overall skills and expertise required, through recruitment processes is essential, especially as part of ensuring the Board is representative of staff, students and the sector.

ACTION: **Share the EDI report with the full Board of Trustees. [LH]**

2662   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 was acknowledged that setting targets can drive change but may still be unhelpful. Securing the appropriate skills to the Board has to remain the priority. It could be more helpful to consider setting targets in a different way relative to EDI, such as regarding Board training in EDI or the number of Board discussions to be held about EDI, rather than a purely numeric target on the Board's composition. MvT agreed to consider this further with JEF at their meeting taking place on 3rd February 2023.

2663   3.3) UCEM STAFF DIVERSITY DATA UPDATE

2664   The Chair welcomed Lily Rogers and Lisa Wilks to the meeting for item 3.3.

2665   LR reminded the Committee that it last reviewed UCEM Staff diversity data in early 2021. This data was the UCEM HESA Academic Staff data relating to equality and diversity and was a new data reporting requirement as a result of UCEM being registered with the Office for Students under the Approved (Fee Cap) status. Whilst UCEM continues to report Academic Staff data to HESA annually as part of these requirements, in business plan year 2021-2022 there was a desire for more focus on all staff Equality, Equity, Diversity, and Inclusion. Shortly thereafter, the internal Staff EDI working group was formed (Autumn 2021) and in 2022 it adapted the existing HESA Academic Staff online questionnaire for relaunch to all staff. 88% completion was achieved from the internal staff group, and 76% completion was achieved from the AT population - only 41% of which were new completions or updates to previously completed records. This is the first year UCEM has sought to collect this information from all staff. LR presented some of the live data reports collected as part of this project to the Committee via shared screen.

2666   After explaining some of the data and trends, LR emphasised that UCEM will be doing further work to develop how it can use this data to inform action. Some of this will include comparing staff data to student data and determining how reflective the staff body should be of the student body. Further work will also involve some benchmarking.

2667   The Committee **WELCOMED** the update provided on the internal EDI work underway at UCEM and the staff data on EDI.

2668   The Chair thanked LR and LW for their contributions and invited them to leave the meeting.

4) GENERAL GOVERNANCE MATTERS

2669   4.1) PROPERTY AWARD 2023

2670   The Committee was advised that the Property Award 2023 will take place on 12th October 2023 at the Institute of Directors in London. The Committee needs to commence the Board selection process for a winner. As a Board of Trustees-owned event, the proposed winners are traditionally nominated by members of the Board, but the Committee should consider whether it wishes to seek nominations through alternatives means in parallel, given the significant challenges in recent years of securing sufficient nominations from the Trustee body.

2671   In 2021 and 2022, the Nominations & Governance Committee set up a Property Award Panel to review and agree a shortlist of candidates prior to a Board of Trustee vote to determine the final winner. It was proposed and **APPROVED** that the same process be followed in 2023 as the externality of panel representatives added value to the selection process. The meeting will be organised for early March. There will be a call for immediate nominations to all Trustees such that a long list can be collated by end February 2023. The Panel members will also be invited to make nominations for the long list. The Committee also **AGREED** that UCEM should ask staff and members of the Honorary Awards community to make nominations in order to secure a wider pool of candidates to consider.

2672   The Committee was asked to propose potential candidates for the final external panellist to the Property Award Panel 2021 and AC/MvT recommended that Sam McClary (editor of Estates Gazette) be approached. The Committee also asked that Kim Davies be tasked with ensuring increased PR for the award in 2023.

> **ACTION:**   **Organise the nominations process and Property Award Panel meeting for identification of a 2023 winner. [LH]**

> **ACTION:**   **Approach Sam McClary to be part of Property Award Panel 2023. [MvT]**

2673   The Committee **APPROVED** the revised Property Award Panel Terms of Reference V2.01 for finalisation and publication as the new V3.0.

> **ACTION:**   **Finalise and publish the updated Terms of Reference for the Property Award Panel. [LH]**

2674   4.2) ASSOCIATE FELLOWSHIP PROGRESSION CRITERIA

2675   The Committee was reminded that it had agreed a review of Associate Fellowships and the progression criteria to Honorary Fellowships should occur in 2023 as the scheme was always intended to be a route to progression and has been in operation since 2019.

2676   The University College Secretary proposed three criteria against which progression to Honorary Fellowship would be assessed – a minimum length of time of 3-years as an Associate Fellow, the degree of contributions made to UCEM and the impact of those contributions. The Committee **APPROVED** the criteria as proposed.

> **ACTION:**   **Update the Procedural Guidance for the schemes to reflect the agreed progression criteria. [LH]**

2677   REDACTED

5) ANY OTHER BUSINESS

2678   5.1) ANY OTHER BUSINESS

2679   For governance purposes, the Committee **NOTED** that Ashley Wheaton had been appointed as Chair of Young Citizens with effect from May 2023. The appointment helps fulfil his objectives set with the Chair for the year and will contribute to Ashley's personal development. The majority of meetings are held in the evenings

and will not impact on his UCEM role. The Committee congratulated Ashley on the appointment and confirmed their support.

2680   No additional items of business were reported and all matters at item 7 were duly noted.

2681   5.2) DATE AND TIME OF NEXT MEETING

2682   The date and time of the next Nominations and Governance Committee will be Thursday 18th May 2023 from 14.00-16.00pm via Zoom.

6) MEETING CLOSE

2683   The meeting concluded at 15.58pm.

7) MATTERS FOR NOTING AND REPORTING ONLY

2684   The following matters were circulated for noting only and for comment via email in advance of the meeting. They were not discussed in the meeting.

2685   7.1) EXTERNAL REPRESENTATIVE RECRUITMENT UPDATE

2686   The Committee **NOTED** the appointment of Paula Shaw to the External Representative (Higher Education) vacancy on the Academic Review Committee.

2687   7.2) COMPLIANCE WITH CONDITION OF REGISTRATION E2 (GOVERNANCE)

2688   The Committee **NOTED** that UCEM remains fully compliant with Condition of Registration E2 (Governance).

2689   7.3) HEPI REPORT ON *OPPORTUNITIES TO IMPROVE UNIVERSITY GOVERNANCE IN ENGLAND* PUBLISHED NOV 2022

2690   The Committee **NOTED** the publication of the HEPI report on *Opportunities to Improve University Governance in England* published in November 2022 and that it will be reviewed by the University College Secretary for good practice UCEM might wish to adopt or learn from. Proposals would come to the next Committee for consideration.

Signed

Name   Chris Turley

Position   Chair, Nominations & Governance Committee

Date   6 September 2023