Nominations and Governance Committee
6 September 2023

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 6 September 2023 from 14.00-16.00pm.

Present:	Amanda Clack [AC]
	Chris Costigan [CC]
	Stephen Jackson [SJ]
	Gareth Ralphs [GR]
	Chris Turley (Chair) [CT]
	Misa von Tunzelman [MvT]
	Ashley Wheaton [AW]
Apologies:	
In Attendance:	Jane Fawkes (University College Secretary) [JEF]
	Lyndsay Hughes (note taker) [LH]

1) GENERAL MEETING GOVERNANCE

2691   **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

2692   There were no conflicts of interest declared.

2693   **1.2) APOLOGIES FOR ABSENCE**

2694   There were no apologies for absence.

2695   **1.3) WELCOMES**

2696   The Chair welcomed Gareth Ralphs to his first meeting as a member of the Committee.

2697   **1.4) MINUTES OF THE MEETING HELD 2 FEBRUARY 2023**

2698   The minutes of the Nominations and Governance Committee held 2 February 2023 and the proposed redacted matters were **APPROVED** as a true record and signed by the Chair ahead of publication on the UCEM website.

2699   The Committee **NOTED** that the meeting scheduled for May 2023 had been cancelled and that an update email on the various workstreams was circulated to the Committee on 1 June 2023.

2700   **1.5) MINUTES OF THE PROPERTY AWARD PANEL MEETING HELD 21 MARCH 2023**

2701   The minutes of the Property Award Panel held 21 March 2023 (fully redacted) were **APPROVED** as a true record and signed by the Chair of the meeting (Misa von Tunzelman).

2702   **1.6) CHAIRS ACTIONS SINCE THE LAST MEETING**

2703   The Committee noted the Chair's Action approved via email in late February 2023 to recommend the appointment of Graeme Scott as Independent Trustee (Honorary Treasurer) for an initial three-year term of office to the Board of Trustees to approve at their meeting on 30 March 2023.

2704   The Committee noted the Chair's Action via the email update of May 2023 to recommend the re-appointment of Hazel Lobo as Academic Board Representative on the Academic Review Committee for a further three-year term of office to February 2026. The re-appointment was duly confirmed by the Academic Review Committee itself at its meeting in July 2023.

2705   **1.7) MATTERS ARISING AND ACTIONS SUMMARY**

2706   An actions summary from the previous meeting was circulated as Paper 1.7 and the Committee **NOTED** that all matters had either been completed or were due for further discussion within the course of the meeting.

2707   **1.8) NOMINATIONS AND GOVERNANCE COMMITTEE ANNUAL REPORT 2022-23**

2708   The Committee's draft annual report for 2022-23 was presented in paper 1.8 for the approval of the Committee ahead of being presented to the Board of Trustees for formal approval at its November 2023 meeting.

2709   The Committee **NOTED** the volume of work undertaken by the Committee in 2022-23 and its continued strong record of activity on governance. It noted that the primary ongoing challenge for the Committee is Trustee turnover and recruitment of suitable candidates that allow for continuity and diversity.

2710   There was some discussion on whether the report should also seek to evaluate the impact of the governance decisions/activities and the challenges and successes experienced, as well as potential comparison of UCEM's governance with that of the wider sector. There was also an opposing view that the reports should remain factual and objective, rather than err into the subjective. Overall, it was felt that a purely factual based report should be presented for the Committee to then comment upon ahead of it progressing to the Board for final review and approval.

2711   The Committee 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. There is positive self-evaluative feedback received

through the Trustee Appraisal discussions and UCEM always demonstrates a willingness to improve further and engage with positive governance initiatives. The Committee is also aware of its role in ensuring Board diversity and the depth and breadth of skills within the Board but recognised that diversity aims cannot always be met when making appointments and securing the required expertise. Work this year, particularly on succession planning within the Board, was considered invaluable.

2712   The Committee **APPROVED** that the draft Nominations and Governance Committee Annual Report 2022-23 be presented to the Board of Trustees on 30 November 2023 for formal approval, with some additional comments added by the Committee relative to the successes, challenges and impacts of governance over the year.

    ACTION: **Finalise the Nominations & Governance Committee Annual Report 2022-23 for review and final approval by the Board of Trustees in November 2023. [JEF/LH]**

2713   1.9) BOARD DECISIONS ANNUAL REPORT 2022-23

2714   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 1.9 provided the 2022-23 annual report of all decisions of the Board in 2022-23, categorised by types of decision.

2715   The Committee **NOTED** that the report provides an accurate demonstration of the role of governance within the institution and that the Board fulfils its role appropriately and diligently. Again, it requested that when it proceeds to the Board, a short comment be included (in the conclusion) of the Committee's overall view of the impact of the decisions on UCEM and whether UCEM is improving or not as a result of the activities of the Board.

2716   The Committee reflected on the Board's activities over the last year and expressed satisfaction at the activities it has undertaken and the impact of those upon the institution. The Committee **APPROVED** the Board Decisions Annual Report 2022-23 pending some additional comments to be added by the Committee relative to the positive impact of the Board's work and its role for the institution.

    ACTION: **Finalise the Board Decisions Annual Report 2022-23. [JEF/LH]**

2717   1.10) REDACTED

2718   REDACTED

2719   REDACTED

2720   REDACTED

2721   REDACTED

2722   REDACTED

2723   REDACTED

2) COMPOSITION OF THE BOARD

2724   **2.1) BOARD OVERVIEW, COMMITTEE MEMBERSHIP AND SKILLS**

2725   The Committee discussed paper 2.1 and 2.1a which provided context on the current composition of the current Board of Trustees, the sub-committee membership, skills and succession planning. The Committee was cognisant that the Board continues to be in a challenging period in terms of Trustee Turnover with four Trustees due to reach the end their terms over the course of 2023 and 2024 (Alastair Martin, Kenny Miller, Misa von Tunzelman and Chris Turley, with Stephen Jackson in early 2025). In addition, one Student Trustee is required currently, one External Representative to the Audit Committee, and the Board Apprentice Scheme recruitment is ongoing. 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.

2726   The Committee **NOTED** the updated skills matrix overview and appointments to sub-committees since the last meeting.

2727   The Committee **NOTED** the volume of Trustee recruitment required over the next 18 months.

2728   **2.2) INDEPENDENT TRUSTEE RECRUITMENT**

2729   Jane Fawkes outlined a plan for the recruitment of new Trustees in paper 2.2, with advertisements planned to go live from early September 2023.

2730   The Committee expressed a need to genuinely focus on EDI through this recruitment plan, given that UCEM's membership of the 30% club could become problematic without greater diversity in appointments. The Committee also considered that UCEM's Board is not currently reflective of its student body in terms of diversity. All Trustees were once again asked to promote the vacancies through their own networks.

2731   The Chair of the Board of Trustees also asked that in the relatively near future the Committee considers what it wants from its next Chair of the Board of Trustees in the future as it takes time to recruit into these positions. Whilst in recent years the Chair has been from the built environment sector, UCEM could easily consider the Chair being from higher education and the Vice Chair from industry instead.

   ACTION: **Consider recruitment and succession planning for the Chair of the Board of Trustees at a meeting of the Committee in 2024. [JEF]**

2732   The Committee **NOTED** the Trustee recruitment plan for 2023-24.

2733   The Committee **APPROVED** the identified skills areas for recruitment, commencing with a Senior figure with experience in the built environment (including finance and sustainability) to replace Alastair Martin.

2734   The Committee **APPROVED** the role specification for the recruitment commencing September 2023 for the role of Independent Trustee.

2735   **2.3) STUDENT TRUSTEE RECRUITMENT**

2736   Jane Fawkes outlined a plan for the recruitment of a new Student Trustee in paper 2.3. JEF outlined that the role will be advertised to all students through September/early October with a view to interviewing in late October 2023. An appointment in the autumn (ideally in time for the 30 November Board of Trustees meeting) will therefore need to be proposed by Chairs Action. UCEM will engage Adam Denton and the UCEM Student Community Manager in delivering a successful recruitment process and in generating sufficient student applicants for the role. It will be UCEM's aspiration to appoint a student who can serve for longer than one year to avoid the frequent turnover in this role that has been seen in recent years.

2737   The Committee **NOTED** the retirement of Joe Orrell as Student Trustee and the recruitment process that will be held through autumn 2023 to replace him.

2738   The Committee **APPROVED** the role specification for the Student Trustee provided at paper 2.3a.

         ACTION: Commence recruitment for a new Student Trustee. [JEF/LH]

2739   **2.4) BOARD APPRENTICE SCHEME RECRUITMENT**

2740   The Committee was reminded that recruitment to the Board Apprentice Scheme commenced in June 2023. At the close of advertising, 11 applicants had applied. A two-stage selection process was then organised with four short-listed candidates. Stage one was held with the University College Secretary and the Clerk to the Board of Trustees. From this, three will be invited back to a second stage with Stephen Jackson and Chris Costigan, on behalf of the Committee, on 5 October 2023.

2741   It was **NOTED** that a recommendation on appointment(s) will be circulated to the Committee via email for approval by Chair's Action. It is intended this will be completed in time for the appointments to be formally approved by the Board on 30 November 2023 and for induction/handover to take place through late October and November.

2742   The Committee will undertake an evaluative discussion on the success of the scheme in January 2024, based on a paper that the outgoing Apprentices have been requested to draft covering their experiences on the Board. The Committee was invited to consider how the outgoing Board Apprentices can continue their relationship with the Board of Trustees and UCEM more generally ahead of the discussion to be held. It was also suggested the outgoing Apprentices could be asked to write a handover document for their successors.

         ACTION: Schedule an evaluative discussion about the Board Apprentice Scheme in January 2024. [JEF/LH]

2743   **2.5) RETURNING TRUSTEES**

2744   The Committee was reminded that given the volume of recruitment required in the next twelve months, it had been suggested that UCEM might consider whether any former Trustees might wish to return to the Board. The Royal Charter and Regulations are silent on this matter and the Charity Commission also offers no specific guidance.

2745   Following due consideration, the University College Secretary recommended UCEM considers co-opting individuals to the Board, if it would add value during the forthcoming period of high trustee turnover and transition, rather than full re-appointment. This would help to ensure independence.

2746   After discussion, the Committee **AGREED,** however, that amending the regulations to provide clarity that returning trustees can be an option after 6 years following their retirement would be useful, though the policy would only be used by exception and not as a rule. The option to co-opt members for fixed periods of time will also be used as necessary in the future, such as MvT remaining engaged with the Board in an advisory capacity on the brand strategy following her retirement in 2024 for a fixed period of time but with no voting rights.

ACTION: **Update the UCEM Regulations (if necessary) to allow for returning Trustees after 6 years from their point of retirement. [JEF]**

3) EQUALITY, DIVERSITY AND INCLUSION

2747   3.1) UCEM BOARD EDI PROFILE COMPARISON

2748   At the last meeting, the Committee recommended that UCEM undertakes analysis of the UCEM Board from an EDI perspective in comparison with other Boards, the student body and the staff body. Further work is still required to present a direct comparison with the UCEM student and staff bodies and this will be presented at the next meeting. However, UCEM has been able to secure data relative to the sector from Advance HE to allow for some initial and indicative comparison. This was presented to the Committee in paper 3.1.

2749   The Committee reviewed the comparison of UCEM's Board with those in the wider sector and the general student population. It was noted that UCEM's data is from January 2023 (and the Board has already changed since then) and that the Advance HE data is from the 2021-22 HESA data, so they are not directly comparable and are indicative only. The Committee was cognisant that UCEM's Board EDI profile is worsening, and this is worrying. Every effort to focus on diversity through recruitment will be undertaken. The Committee will continue to reflect on whether setting specific targets on the diversity profile of the Board would be helpful.

2750   The Committee **NOTED** UCEM's indicative EDI profile in comparison to the wider sector and **AGREED** that further focus must be undertaken to ensure the diversity of the Board is extended in the Trustee turnover taking place over the coming months.

2751   The Committee **AGREED** to continue to monitor and consider ways to encourage diversity through the recruitment process.

2752   The Committee **NOTED** that full analysis of UCEM's Board profile in comparison to its student and staff populations will be forthcoming after the HESA data return in autumn 2023.

2753   3.2) UCEM BOARD EDI TRAINING PROPOSAL

2754   The Committee was reminded that at its last meeting it had requested that UCEM investigates holding further Trustee EDI training in 2023-24. Paper 3.2 set out the proposal for how this should proceed, with the recommendation that Advance HE

hold a Trustee workshop in order to be Board focussed rather than generic. The firm www.doingdiversitydifferently.com was also recommended, potentially as a useful presenter to the Board. The Committee was also advised that Lisa Wilks, Director of HR, will be attending an Advance HE Member Project on EDI Culture this year and will report back to the Committee on the outcomes.

2755   The Committee **AGREED** that Advance HE should be invited to provide a workshop session to the Board on EDI in 2024.

        ACTION: **Organise a date for the Trustee EDI workshop during 2024. [LH]**

2756   3.3) LEAD TRUSTEE FOR EDI ROLE

2757   The Committee was reminded that, at the last meeting, it had agreed various new Committee roles given the volume of Trustee turnover anticipated in the next twelve months. One aspect of this was to secure a replacement for Misa von Tunzelman as Lead Trustee for EDI when she steps down in June 2024. The University College Secretary confirmed to the Committee that Professor Michelle Jones has agreed to take on the role from MvT from June 2024.

2758   The Committee **NOTED** that Prof. Michelle Jones will take on the Lead Trustee for EDI role from Misa von Tunzelman from June 2024. The Committee thanked MvT for her work as Lead Trustee for EDI to date.

        ACTION: **Organise a handover/transition meeting for early 2024 with Jane Fawkes, Misa von Tunzelman, Michelle Jones and Lisa Wilks. [LH]**

4) GENERAL GOVERNANCE MATTERS

2759   4.1) HONORARY AND ASSOCIATE FELLOWSHIP NOMINATIONS

2760   The nominations process for Honorary and Associate Fellowships in 2023 was opened from 14 July to 18 August 2023. This time the process yielded three nominations for Honorary Fellowship and seven 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. The Committee considered each nomination in turn.

2761   The Committee felt there was insufficient information available to take an informed judgement on some of the nominations. It was suggested more curation of the nominations ahead of the Committee discussions might be useful. JEF reminded the Committee that nominees for Honorary Fellowships have to have a strong connection and history with UCEM so curation is less possible than it is with, for example, Honorary Doctorate nominations. It would be possible to seek further information to support the nomination forms ahead of the decision-making meetings though. JEF was asked to consider how the decision-making can be made easier for the Committee in the future and make recommendations to the next meeting of the Committee in January 2024.

        ACTION: **Consider how the decision-making process for Honorary Fellowships can be better supported / enhanced in the future. [JEF]**

2762	REDACTED
2763	REDACTED
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2768	REDACTED.
2769	REDACTED
2770	REDACTED
2771	REDACTED
2772	REDACTED

2773   The Committee **NOTED** that those approved for Honorary Fellowships will ideally be presented their awards at the next Graduation Ceremony (December 2023) 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 2024 to be presented with their certificates (date TBC). Some PR and press around the appointments will be undertaken once they are confirmed.

ACTION: **Submit the approved nominees to the Board of Trustees on 27 September 2023 for their formal approval and then write to all nominees confirming their appointments as Honorary and Associate Fellows and organise for promotional activity to take place regarding the appointments. [JEF/LH]**

2774   4.2) OUTCOMES OF TRUSTEE APPRAISALS PROCESS 2023

2775   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 4.2 provided this summary report.

2776   The Chair and Vice Chair commented that they once again enjoyed the appraisals process and the opportunity to talk individually with UCEM Trustees and thank them for their work for UCEM. There is scope to make minor changes to the format of the appraisals in the future by guiding the discussions. In addition, one recommendation that arose that is worthy of further consideration is the appointment of Vice Chairs

to all the sub-committees. JEF will consider this further and report back to the Committee with a recommendation in due course if appropriate.

2777   The Committee **NOTED** the themes and outcomes that came out of the appraisals process in 2023, that there are no fundamental issues on the functioning of the Board and that it consists of a capable and diverse group of willing and committed individuals.

2778   The Committee **NOTED** the broad outcomes and themes from the appraisals process in 2023 and requested that further thought be given to the extent to which the discussions are not just about board effectiveness and the potential for the appointment of Vice Chairs to the sub-committees.

ACTION: **Consider, then report back to the Committee with recommendations if appropriate, the extent to which the appraisal discussions should be wider than just board effectiveness and the potential for the appointment of Vice Chairs to the sub-committees. [JEF]**

5) ANY OTHER BUSINESS

2779   **5.1) ANY OTHER BUSINESS**

2780   No additional items of business were reported and all matters at item 7 were duly approved or noted.

2781   **5.2) DATE AND TIME OF NEXT MEETING**

2782   The date and time of the next Nominations and Governance Committee will be Thursday 25 January 2024 from 10.00am-12.00noon via Zoom.

6) MEETING CLOSE

2783   The meeting concluded at 15.58pm.

7) MATTERS FOR APPROVAL, NOTING AND REPORTING ONLY

2784   The following matters were circulated for approval and noting only and for comment via email in advance of the meeting. They were not discussed in the meeting.

2785   **7.1) ANNUAL REVIEW AND RE-APPROVAL OF ALL BOARD AND SUB-COMMITTEE TERMS OF REFERENCE**

2786   The Committee **NOTED** there were no proposed changes to the Terms of Reference for the Finance Committee and the Audit Committee.

2787   The Committee **APPROVED** the Board of Trustees Terms of Reference V17.01 (updated membership only) for finalisation and publication as V18.0.

2788   The Committee **APPROVED** the Nominations & Governance Committee Terms of Reference V9.01 (updated membership and chairmanship only) for finalisation and publication as V10.0.

2789   The Committee **APPROVED** the Remuneration Committee Terms of Reference V10.01 (updated membership only) for finalisation and publication as V11.0.

2790   The Committee **APPROVED** the Academic Review Committee Terms of Reference V14.01 (updated membership and chairmanship only) for finalisation and publication as V15.0.

2791   The Committee **NOTED** that any proposed revisions to the Property Working Group Terms of Reference that emerge through ongoing discussions will be presented to the Committee or the Board for approval in due course.

       ACTION: **Finalise and publish all updated Terms of Reference. [LH]**

2792   7.2) PROPERTY AWARD 2023 UPDATE

2793   The Committee received and **NOTED** an update on the Property Award event for 2023 covering award winners and anticipated attendees.

2794   7.3) UCEM DELEGATION FRAMEWORK

2795   The Committee **APPROVED** the minor update to the UCEM Delegation Framework V3.01 for finalisation as the new V4.0 and agreed to remind the Board of the general principles of the Framework at the next meeting.

       ACTION: **Finalise and publish the update Delegation Framework. [LH]**

2796   7.4) UCEM COMPLIANCE WITH CUC CODE OF HE GOVERNANCE

2797   The Committee **NOTED** that overall UCEM can demonstrate continued compliance with the CUC Higher Education Code of Governance (2020), though further work can still be undertaken related to Equality, Diversity and Inclusion.

2798   The Committee **AGREED** that is still would not wish to appoint to a Senior Independent Governor role at UCEM.

2799   7.5) ADVANCE HE GOVERNANCE CONFERENCE 2023: GOVERNANCE CULTURE – NAVIGATING POLICY, POLITICS AND PEOPLE

2800   The Committee **NOTED** that the Advance HE Governance Conference 2023 will take place on 23 November in London and that should any Committee members wish to attend they should advise the Clerk to the Board of Trustees who will reserve them a place.

Signed	
Name	Chris Turley
Position	Chair, Nominations & Governance Committee
Date	22 February 2024