UCEM
UNIVERSITY COLLEGE
OF ESTATE MANAGEMENT

Patron: His Majesty King Charles III ucem.ac.uk

T +44(0)118 921 4696 E enquiries@ucem.ac.uk
Horizons, 60 Queen's Road, Reading, RG1 4BS

Nominations and Governance Committee
27 February 2025
REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 27 February 2025 from 10.00am-12.20noon.

Present:	Chris Costigan [CC] Nick Hughes [NH] Dr Stephen Jackson [SJ] Peter McCrea OBE [PM] (Chair) Jules Quinn [JQ] Ashley Wheaton [AW]
Apologies:	Prof. Michelle Jones [MJ]
In Attendance:	Kim Davies (Director of Marketing, Communication & Brand) [KD] – item 1 only Wider Board of Trustees – for item 1 only Jane Fawkes (University College Secretary) [JEF] Lyndsay Hughes (note taker) [LH]

1) UNIVERSITY TITLE AND NAME CHANGE

3080 The wider Board of Trustees was invited to the first item on the agenda – University Title and Name Change. The following Trustees were present:
Adam Denton
Ben McManus
Charlotte Thackeray
Gareth Ralphs
Graeme Scott
Jon Hubert
Jyotveer Gill
Liz Marr (Trustee Designate)
Lucy Gaitskell
Prof. Nick Braisby
Kim Davies also joined the meeting for item 1.
There were apologies from Dominic O'Rourke, Ros Kerslake CBE and Chrystal Augustine.

3081 1.1) UNIVERSITY TITLE UPDATE

3082 The Committee reviewed the update on this project provided at paper 1.1. JEF advised that there had been no update from the OfS on consent but, equally, no word that timeframes have changed from those originally advised. An external launch event is being planned for The Barbican Conservatory in London on Thursday 19 June 2025. All Trustees have a placeholder in diaries for this date and are requested to attend.

3083 The Committee **NOTED** the progress update on managing the UCEM University Name Change and Title Application process and project and the anticipated timescales from now to launch.

<u>3084</u> **<u>1.2) UNIVERSITY OF THE BUILT ENVIRONMENT BRANDING - PRESENTATION</u>**

3085 Kim Davies, Director of Marketing, Communications and Brand, presented to the Board the proposed new brand for the University of the Built Environment, which is an evolution and strengthening of the existing brand and not a full re-brand.

3086 KD talked the Board through the process of developing the new logo. Through stakeholder research it was identified that legacy was a very important aspect, as was the use of a crest. An initial seven concepts were considered alongside how the logos will be used and the colour palette. The team determined that the full name should be used (not UBE), that the established date should feature (to give the sense of legacy and history), and that use of lower-case writing and a monochrome colour should also be used. Ultimately, the new logo is therefore rooted in history but designed for the future and will resonate across time and audiences. KD then showed the new logo on screen and some mock-up up uses of it.

3087 KD explained the graphics within the crest design represent a tree, a commercial building and a residential building. A five-colour palette which evolves those of UCEM slightly was also shared, where the predominant change is that a green will replace grey. The palette is to represent wisdom, knowledge and the natural environment and they are all accessible and will work well across the website (which is being re-skinned and not fully re-designed).

3088 The Board was overwhelmingly positive about the new logo, considering it contemporary yet with reference to UCEM's heritage and stature as an academic institution.

3089 It was suggested that UCEM prepares an animation graphic to help illustrate the story of the shapes within the crest and what they represent when launching the brand. It was also suggested that the 'Est. 1919' be used in the short term and might be dropped once the brand is more established. It was noted that the crest alone would not be used in isolation, and that UBE (rather than full wording) may be used more in the future – the design gives flexibility for the future and for different uses and sub-brands. It was noted that the 'Built for…' tagline will still be used within the overall brand narrative.

3090 The Board **APPROVED** the new branding ready for launch on 9 June 2025.

3091 The Chair thanked KD for the presentation and work to date on UBE brand. The Chair invited KD and the wider Board members to leave the meeting.

<u>3092</u> **<u>1.3) EXCEPTIONAL AOB ITEM – THE LSA MERGER – AN UPDATE</u>**

3093 REDACTED

3094 REDACTED

3095 REDACTED

3096 Trustees who are not members of the Nominations & Governance Committee left the meeting at this time.

2) GENERAL MEETING GOVERNANCE

3097 2.1) DECLARATION OF ANY CONFLICTS OF INTEREST

3098 There were no conflicts of interest declared but it was noted that Ashley Wheaton would leave the meeting for agenda item 5.4. The Chair noted his involvement at item 3105.

3099 2.2) APOLOGIES FOR ABSENCE

3100 There were apologies for absence from Prof. Michelle Jones.

3101 The Chair of the Board advised that he would be chairing the meeting today as a one-off and that the new Chair of the Committee would be agreed during the course of the meeting and would be in role for the next meeting in October 2025.

3102 2.3) MINUTES OF THE MEETING HELD 5 DECEMBER 2024

3103 The minutes of the Nominations and Governance Committee held 5 December 2024, and the proposed redacted matters were **APPROVED** as a true record and signed by the Vice Chair of the Board ahead of publication on the UCEM website.

3104 2.4) CHAIRS ACTIONS SINCE THE LAST MEETING

3105 The Committee noted the Chair's Action approved via email in December 2024 to recommend the appointment of Peter McCrea OBE as Chair of the Board of Trustees for initial three-year term of office with effect from 1 February 2025. This was subsequently approved by the Board at their meeting on 17 December 2024.

3106 2.5) MATTERS ARISING AND ACTIONS SUMMARY

3107 An actions summary from the previous meeting was circulated as Paper 2.5 and the Committee **NOTED** that all matters had been completed and closed or were due for further discussion within the course of the meeting.

3) COMPOSITION OF THE BOARD

3108 3.1) BOARD OVERVIEW AND COMMITTEE MEMBERSHIP

3109 The Committee discussed paper 3.1, 3.1a and 3.1b which provided context on the composition of the current Board of Trustees and sub-committee membership and proposals on committee membership going forwards to secure continuity of Board knowledge and the right expertise across each meeting. The Royal Charter allows for a minimum of eight Independent Trustees on the Board and a maximum of thirteen. There is currently one vacancy.

3110 The Committee welcomed the proposals for appointing Vice Chairs as previously discussed and reviewed the full list of proposed membership changes contained in paper 3.1b.

3111 The Committee **APPROVED** the appointment of Peter McCrea OBE to Finance Committee and to Property Working Group. The Committee also **APPROVED** him becoming Vice Chair of Property Working Group.

3112 The Committee **APPROVED** the appointment of Dominic O'Rourke as Vice Chair of Finance Committee, pending his agreement to the proposal.

3113 The Committee **APPROVED** the appointments of Dr Liz Marr and Ros Kerslake CBE to Audit Committee, pending their agreement to the proposal. Ros Kerslake CBE would become the link member also serving on the Finance Committee. The Committee **APPROVED** the invitation to Prof. Michelle Jones to become the Vice Chair of Audit Committee, pending her agreement to the proposal.

3114 REDACTED

3115 The Committee **APPROVED** the proposals to allow Prof. Nick Braisby to step down from Audit Committee and Chris Costigan to step down from Nominations & Governance Committee.

3116 The Committee **APPROVED** the appointment of Prof. Nick Braisby as Chair of Nominations & Governance Committee, with Jules Quinn as Vice Chair of the Committee.

3117 The Committee **APPROVED** the appointments of Peter McCrea OBE and Prof. Nick Braisby to the Remuneration Committee as direct replacements of the previous Chair and outgoing Vice Chair.

3118 The Committee **APPROVED** the appointment of Dr. Liz Marr as Chair of the Academic Assurance Committee (with support and handover from Dr. Stephen Jackson until June 2025) and Jyotveer Gill to the Committee as Vice Chair, pending their agreement to the proposals. Prof. Nick Braisby will remain a Trustee member of the Committee.

3119 The Committee **APPROVED** the appointment of Nick Hughes to the Trustee role on the UCEM Asia Ltd Board (replacing Dr. Stephen Jackson).

3120 The Committee **APPROVED** the appointment of Jules Quinn as Lead Trustee for Safeguarding, replacing Chris Costigan.

3121 The Committee **NOTED** that the two Student Trustees had been appointed to the Honorary Degrees Panel for 2025 to ensure sufficient student representation in this forum.

ACTION: **Agree appointments not yet discussed individually with the relevant Trustees. [JEF]**
Induct new members into new roles. [JEF]
Update all Terms of References to reflect the agreed changes and republish on the UCEM website and the Trustee Portal. [LH]
Update all Trustee profiles that refer to current committee memberships and republish (website, Trustee Portal and Wells Suite photo board). [LH]
Ensure all Trustees now have relevant meetings in their diaries. [LH]

3122 REDACTED

ACTION: **REDACTED**

3123 REDACTED

3124 REDACTED

3125 The University Secretary confirmed that diversity is encouraged at every round of Board recruitment, but UCEM has always focused on the 'right' candidate with the right competences. Diversity was also considered in making the appointments to sub-committees agreed above but has been limited due to those in various leadership roles currently. There will be further opportunity to review the Chair and Vice Chair roles of sub-committees in 2026 ahead of Chris Costigan leaving the Board and this should become an annual process considered by the Committee.

3126 REDACTED

ACTION: **REDACTED**

3127 The Committee **AGREED** to recommend to the Board the re-appointment of Prof. Michelle Jones for a second three-year term of office from September 2025 to September 2028.

3128 The Committee **AGREED** that it should look to undertake recruitment to the Board vacancies during the second half of 2025 given the volume of other strategic initiatives underway in the next 4 months. A further review of skills requirements will take place first, as will Trustee Reviews so that the process can be well informed when it commences around September 2025.

ACTION: **Prepare for Trustee recruitment to take place from September 2025. [PM/JEF/LH]**

3129 3.2) BOARD SKILLS SURVEY OUTCOMES

3130 As agreed at the last meeting, UCEM re-ran the Trustee Skills Survey in early 2025 (last carried out in early 2023) to support the induction of the new Chair of the Board and in recognition of the strategic plan ambitions and how these can best be supported and facilitated by Trustees. The results of the survey were presented in paper 3.2.

3131 The Committee **NOTED** the results of the survey and **AGREED** they will be considered in more detail by the Chair and University Secretary upon completion of 1-1's the new Chair is having with all Trustees and the Trustee Reviews process in summer 2025. This will include specific consideration of whether Trustees with key specialisms associated with UCEM's strategic vision, such as in professional training and artificial intelligence, are required. Further thought will be given to how to continue increasing knowledge on the board between the built environment sector specialists and the higher education specialists.

3132 3.3) HANDOVER WITHIN BOARD LEADERSHIP GROUP

3133 Jane Fawkes outlined the handover that has taken place over the last two months within the Board Leadership Group and the roles of Chair and Vice Chair following the retirement from the Board of Amanda Clack and the forthcoming retirement of Dr Stephen Jackson on 3 April. Activities that have supported transition were outlined in paper 3.3 and paper 3.3a provided new Terms of Reference for the Board Leadership Group to ensure transparency for the wider Board.

3134 It was **AGREED** that the BLG should not be chaired by the Vice Chancellor but by the Chair of the Board as a matter of good governance. The existence of the group was otherwise welcomed and considered valuable to the effective working of the Board. The existence of the Terms of Reference and transparency of the Group's role (no decision-making powers) was welcomed.

3135 The Committee **NOTED** the process of transition and handover from the outgoing Chair to the new Chair and the outgoing Vice Chair to the Vice Chair Designate.

3136 The Committee **NOTED** the role of the Board Leadership Group and that it carries no formal role or decision-making powers within UCEM's governance structures. The Committee therefore **APPROVED** the Board Leadership Group Terms of Reference.

ACTION: **Finalise and publish on the Trustee Portal the Board Leadership Group Terms of Reference pending the one minor amendment on Chair of the group. Share with the wider Board in the papers for 3 April 2025. [LH]**

3137 3.4) BOARD APPRENTICE SCHEME RECRUITMENT

3138 The Committee was reminded that the Board Apprentice Scheme was first launched in 2021, and two Board Apprentices were successfully recruited. During their tenure, their terms of office were extended to two years as standard. A second two Board Apprentices were then recruited in 2023 on the same basis. Their terms of office will conclude in December 2025 and therefore UCEM must look to recruit to the scheme again this summer, if it wishes to continue to have this role on its Board of Trustees.

3139 The Committee **AGREED** that the scheme brings value and diversity of thought to the Board and so should therefore continue. Feedback will be sought from the outgoing Apprentices, which to date has included a suggestion to improve/formalise the mentoring aspects of the scheme to help Apprentices make a more effective contribution.

3140 The Committee **APPROVED** the proposed recruitment process to the Scheme during 2025.

3141 The Committee **APPROVED** the updated Guidance Document for the UCEM Board Apprentice Scheme.

ACTION: **Finalise and re-publish the updated Guidance Document for the UCEM Board Apprentice Scheme. [LH]**

4) EQUALITY, DIVERSITY AND INCLUSION

3142 4.1) EDI UPDATE

3143 Lynne Downey joined the meeting for this item.

3144 LD/JEF provided an overview of EDI work and activity since the last meeting, including an update on the what the Board EDI profile will look like in April 2025, the outcomes of the EDI Trustee Questionnaire and the outcomes of the Employee Engagement Survey questions on EDI (paper 4.1).

3145 The Committee **NOTED** the updated Board EDI profile comparison as it will be in April 2025. It was noted that UCEM will maintain its 30% Club membership, but this is aided by the Board Apprentices who are non-voting members and therefore work will be undertaken to increase the diversity of the Board for the future. It was also commented that the Board has become 67% atheist, a figure that has consistently increased since the data was first captured in 2020.

3146 The Committee **NOTED** the baseline score for the embedding of EDI across UCEM of 7.2 and the themes in the comments from staff following the addition of this new section to the UCEM Employee Engagement Survey in Nov/Dec 2024. UCEM will be working to increase scores from this initial baseline.

3147 The Committee **NOTED** the EDI Committee is still being established and its membership agreed internally as the diversity of this Committee also needed consideration – an update will come to the Board later in 2025.

3148 The EDI survey results were presented in paper 4.1b and show comparisons with the surveys held in 2021 and 2023. The key focus should now be on ensuring all voices are heard at the Board and making the most of the student and staff trustee engagement in the Board. It was suggested again that a revised approach and support in mentoring more junior trustees might be valuable in securing their contributions.

3149 It was commented that a number of people within the Board clearly disagree with some important points about diversity such as the Board not truly reflecting its key stakeholders, which is disheartening but will be addressed over the coming years and through recruitment to the Board vacancies. It was acknowledged that UCEM's efforts in collating this data regularly now, and assessing it, is positive, in comparison to other higher education institutions which do not have this same focus and where it can be of declining importance on some corporate agendas (recent Financial Times research piece). It was suggested that this survey too might be limited to just core trustees/eligible voting members in the future.

3150 The Committee **NOTED** the outcomes of the Board EDI Questionnaire from early 2025 which will be further discussed with the Lead Trustee for EDI to agree any actions to be taken forward.

5) GENERAL GOVERNANCE MATTERS

<u>3151</u> <u>5.1) THIRD SUPPLEMENTAL CHARTER REVIEW</u>

3152 Jane Fawkes introduced paper 5.1 which provided a further update on the proposed Royal Charter revisions regarding the role of Academic Board, which had been raised at the meeting in December 2024. The proposed University of the Built Environment Regulations, which would sit alongside the revised Royal Charter and Bye-Laws, were also proposed in paper 5.1b.

3153 The legal advice on the role of the Academic Board is a balancing act between the Academic Board being independent of the Board but the Board being the ultimate authority for the institution (as per the HERA Act). It was the Vice Chancellor who raised the concerns at the last meeting but confirmed he was now comfortable with the proposal which will allow the Privy Council liaison to commence. This was acknowledged as a difficult matter across the sector given the new expectations that Trustees are responsible for academic quality and standards. UCEM can recognise this responsibility but within the wording of the Royal Charter proposed it can grant the Academic Board the degree of independence it requires. The role of the Board is to ensure academic governance is appropriate and working for the institution and the change in wording is unlikely to alter any working practices established at UCEM in reality.

3154 The Committee **APPROVED** the changes to the Royal Charter regarding the Academic Board so that the informal conversations with the Privy Council can now commence.

3155 The Committee **AGREED** that the proposed updates to the institution's Regulations, which will sit alongside the revised Royal Charter, were appropriate but that UCEM will wait to present these to the Board for final approval alongside the updated Royal Charter when this is agreed with the Privy Council, as further minor amendments may yet be required to ensure the two continue to fully align.

3156 5.2) BUILT ENVIRONMENT AWARD 2025

3157 Jane Fawkes introduced paper 5.2 which provided an update on how the Built Environment Award winner will be selected in 2025 and updated Terms of Reference for the Panel, which will meet on 24 March 2025. The Panel will use the same criteria for the award winner, despite the change of name to the event this year. The Panel will be chaired by Nick Hughes.

3158 The Committee welcomed the potential to expand the award event to include more categories of winner, although it was acknowledged that UCEM finds it challenging to secure quality nominations for the various honours it can bestow. It was also acknowledged that there is a high workload in the team currently to be able to consider this during 2025. Greater clarity on what awards might be made (e.g. sustainability, architecture, planning), criteria for them and how sufficient nominations can be secured will be required. The Committee requested that some thoughts on this be presented at the next meeting so that if they are viable there is still time to put it place for the 2026 event.

ACTION: **Propose categories and criteria for new awards to be presented at the Built Environment Award in 2026 for the consideration of the Committee. [JEF/LH]**

3159 The Committee **APPROVED** the revised Built Environment Award Panel Terms of Reference and the process for selecting a 2025 winner.

ACTION: **Finalise the Built Environment Award Panel Terms of Reference. [LH]**

3160 5.3) REVIEW OF GOVERNANCE

3161 Jane Fawkes provided an update on how the recommendations of the Governance Review in 2024 relative to Board governance were being taken forward following the discussion at the last meeting and further work since then (paper 5.2). It was noted that Audit Committee will consider and discuss the internal audit function at their meeting in May. The key item of discussion for the Nominations & Governance Committee was to review and approve proposals for a revised Terms of Reference and name for the Academic Review Committee as Academic Assurance Committee.

3162 The role of the Academic Assurance Committee will be that of assurance to the Board around UCEM's academic quality and standards of provision. There was a difference of opinion on the value and need for the Committee, but the revised Terms of Reference seeks to balance this out and ensure it remains of value to the Board. The externality it provides is especially useful to the institution. It was felt the Committee's role may come to a natural end when the new Royal Charter is adopted with the revised positioning of the Academic Board within UCEM's governance framework – this can be considered again at that time, provided Trustees are comfortable they will retain sufficient oversight to discharge their responsibilities appropriately. It was noted that comments had been received about the Committee's proposed role being predominantly compliance focussed and that it would benefit from having a focus on good practice too.

3163 The Committee **NOTED** the updates in the University Secretary's responses with regards to the recommendations from the Governance Review and **APPROVED** that the Academic Review Committee is renamed as the Academic Assurance Committee. The Committee **PRE**-**APPROVED** the Academic Assurance Committee Terms of Reference pending a discussion between the University Secretary and the proposed Chair of the Committee, Dr Liz Marr, and Vice Chair Designate Prof. Nick Braisby, on some potential minor refinements to its role to cover good practice as well as compliance.

ACTION: **Finalise and publish the Academic Assurance Committee Terms of Reference subsequent to final discussions and refinement of role with Dr Liz Marr and Professor Nick Braisby. [LH]**

3164 5.4) HONORARY AND ASSOCIATE FELLOWSHIP NOMINATIONS

3165 REDACTED

3166 REDACTED

3167 REDACTED

3168 REDACTED

3169 REDACTED

3170 REDACTED

3171 The Committee **NOTED** that those approved for Honorary Fellowships would be presented their awards either at the summer Graduation Ceremony 2025 or at an appropriate UCEM event taking place in Hong Kong in 2025. Those approved for Associate Fellowships would also be invited to an appropriate event in Hong Kong during the year to be presented their certificate. All nominees will be written to about their awards after the Board endorses the nominations in their April meeting.

ACTION: **Submit the approved nominees to the Board of Trustees on 3 April 2025 for their formal approval and then write to all nominees**

confirming their appointments as Honorary and Associate Fellows. [JEF/LH]

<u>3172</u> **<u>5.5) TRUSTEE REVIEWS 2025</u>**

3173 The University Secretary proposed the approach for undertaking Trustee Reviews in 2025 with the new Chair and Vice Chair and a new form with discussion prompts was proposed (paper 5.5). The Char and Vice Chair reviewed the proposed form in advance of the meeting and recommended using it in 2025 and see how the process runs before making further amends for next year if required.

3174 The Committee welcomed this revised approach and that the questions were more of a guide and framework to discussions than overly prescriptive. The open-ended questions are positive for this purpose.

3175 The Committee **APPROVED** the proposed review process which will occur over summer 2025 with the themes and outcomes discussed at the next meeting of the Committee. They requested in advance of the scheduling that clarity is provided on who will appraise the Chair and Vice Chair as it should not just be each other.

ACTION: **Schedule Trustee Reviews for summer 2025 and confirm who shall review the Chair and Vice Chair. [JEF/LH]**

3176 The Committee **APPROVED** the new form for use at the Review meetings in 2025.

<u>3177</u> **<u>5.6) VICE CHANCELLOR'S EXTERNAL APPOINTMENTS</u>**

3178 The Vice Chancellor left the meeting for this item of business.

3179 The University Secretary outlined to the Board the current and future external appointments for the Vice Chancellor to undertake as part of growing UCEM's external profile and influence and as part of his own development (paper 5.6). The primary changes are stepping down from GuildHE, Chance UK and Young Citizens, continuing with the CMI role and taking on the Cycling UK Chair role. The Vice Chancellor confirmed in the paper that the workload and commitment level from April 2025 will be in line with what it is today, if not less, albeit it remains possible that an application to the OfS to become a Non-Executive Director on their Board could be successful.

3180 REDACTED

3181 REDACTED

3182 The Committee **NOTED** and **APPROVED** the external commitments of the Vice Chancellor, REDACTED

ACTION: **REDACTED**
Inform the Vice Chancellor that the Committee agreed to his assuming the Chair of Cycling UK role, subject to conditions. [PM]

6) ANY OTHER BUSINESS

3183 **6.1) ANY OTHER BUSINESS**

3184 The University Secretary advised that should progress be made with the Privy Council regarding the amendments to the Royal Charter before the next meeting on 2 October 2025, a further short exceptional meeting will be called for the Committee.

3185 The Chair thanked Dr Stephen Jackson and Chris Costigan for all their many contributions to the Nominations and Governance Committee in recent years as SJ will be leaving the Board in April and CC will be stepping down from the Committee.

3186 No additional items of business were reported and all matters at item 8 were duly approved or noted.

3187 **6.2) DATE AND TIME OF NEXT MEETING**

3188 The date and time of the next Nominations and Governance Committee will be Thursday 2 October 2025 from 10.00am-12.00noon via Zoom.

7) MEETING CLOSE

3189 The meeting concluded at 12.15pm.

8) MATTERS FOR APPROVAL, NOTING AND REPORTING ONLY

3190 The following matters were circulated for approval and noting only and for comment via email in advance of the meeting. They were not discussed during the meeting.

3191 **8.1) COMPLIANCE WITH CONDITION OF REGISTRATION E2 (MANAGEMENT AND GOVERNANCE)**

3192 The Committee **NOTED** UCEM's ongoing compliance with the OfS Condition of Registration E2 (Management and Governance)

3193 **7.3) BOARD AND SUB-COMMITTEE TERMS OF REFERENCE**

3194 The Committee **APPROVED**

- The Board of Trustees Terms of Reference V22.01 (updated membership and nomenclature only) for finalisation and publication as V23.0.
- The Finance Committee Terms of Reference V15.01 (updated membership and nomenclature only) for finalisation and publication as V16.0.
- The Audit Committee Terms of Reference V13.01 (updated membership and nomenclature only) for finalisation and publication as V14.0.
- The Nominations & Governance Committee Terms of Reference V12.01 (updated membership and nomenclature only) for finalisation and publication as V13.0.
- The Remuneration Committee Terms of Reference V13.01 (updated membership and nomenclature only) for finalisation and publication as V14.0.

- The Property Working Group Committee Terms of Reference V5.01 (updated membership and nomenclature only) for finalisation and publication as V6.0.

ACTION: **Finalise and re-publish the approved sub-committee Terms of Reference. [LH]**

Signed:

Name: Jules Quinn

Position: Vice Chair of Committee February 2025, Chair of Committee October 2026

Date: 8 October 2025