

Nominations and Governance Committee
8 October 2025

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 8 October 2025 from 13.30-16.00pm.

Present: Jules Quinn [JQ] (Chair of Committee)
Nick Hughes [NH]
Ros Kerslake CBE [RK] (Member Designate)
Prof. Michelle Jones [MJ]
Ashley Wheaton [AW]

Apologies: Peter McCrea OBE [PM]
Jane Fawkes [JEF] (University Secretary)

In Attendance: Lyndsay Hughes (note taker) [LH]

1) GENERAL MEETING GOVERNANCE

3195 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

3196 There were no conflicts of interest declared.

3197 1.2) APOLOGIES FOR ABSENCE

3198 There were apologies for absence from Peter McCrea OBE and Jane Fawkes, University Secretary.

3199 1.3) MINUTES OF THE MEETING HELD 27 FEBRUARY 2025

3200 The minutes of the Nominations and Governance Committee held 27 February 2025, and the proposed redacted matters were **APPROVED** as a true record. They were signed by the new Chair of the Committee, Jules Quinn, who was also present at the meeting on 27 February 2025, in the absence of Peter McCrea who resigned as Chair of the Board in September 2025 and who chaired that meeting. They will be published on the University website.

3201 1.4) MINUTES OF THE BUILT ENVIRONMENT AWARD PANEL MEETING HELD 24 MARCH 2025

3202 The minutes of the Built Environment Award Panel (a working group of the Nominations and Governance Committee) held 24 March 2025 (fully redacted) were **APPROVED** as a true record. They were signed by the Chair of the Panel, Nick Hughes, but will not be published.

3203 **1.5) MATTERS ARISING AND ACTIONS SUMMARY**

3204 An actions summary from the previous meeting was circulated as Paper 1.5 and the Committee **NOTED** that all matters had been completed and closed or were due for further discussion within the course of the meeting.

3205 **1.6) CHAIRS ACTIONS SINCE THE LAST MEETING**

3206 The Committee noted the Chair's Action approved via email on 26 June 2025 to agree to recommend to the Board that Lucy Carmichael be appointed as a co-opted (non-voting) member on the Board for the immediate future (until Beechwood Architecture is wound up) and as a full Trustee for the remainder of the 12 month period to 7 May 2026 if the winding up is completed in advance of this (subject to references and ID checks – which were successfully secured and shared in paper 1.6).

3207 The Committee noted the Chair's Action approved via email on 29 August 2025 to agree to recommend to the Board that Ros Kerslake CBE be appointed to the role of Vice Chair of the Board with effect from 18 September 2025 and for an initial one-year term of office, which was duly approved by the Board of Trustees on 18 September 2025.

3208 The Committee restated the recommendation made with the appointment of the Vice Chair of ensuring higher education expertise within the Board Leadership Group, potentially with the appointment of a Senior Independent Governor. This will be considered when appointments to the Board Leadership Group (Chair / Vice Chair) are determined.

3209 **1.7) NOMINATIONS & GOVERNANCE COMMITTEE ANNUAL REPORT 2024-25**

3210 The Committee's draft annual report for 2024-25 was presented in paper 1.7 for the endorsement of the Committee ahead of being presented to the Board of Trustees for formal approval at its December 2025 meeting. The Committee **NOTED** the report summarises the decisions taken through the 2024-25 year (reflecting backwards and not on any current / ongoing changes within the Board) and the impact of them, thereby leading to a judgement on overall effectiveness of the Committee through the year.

3211 The Committee welcomed the report but suggested the short section looking ahead to 2025-26 could refer to the review of the Chair role and the associated time commitment ahead of holding a recruitment process. This work might also allocate more responsibilities to the Vice Chair(s), chairs of the sub-committees and consider a potential Senior Independent Trustee role, all/or a combination of which might help share the responsibilities/time commitment required. However, ultimately it was determined that including anything on this in a report looking back at 2024-25 was not appropriate and the final sentence should be deleted in that section.

ACTION: **Amend the wording in the final section of the Annual Report (on the challenges for 2025-26) before submission to the Board of Trustees for final approval. [LH]**

3212 The Committee **APPROVED** that the draft Nominations and Governance Committee Annual Report 2024-25 be presented to the Board of Trustees on 3 December 2025 for formal review and approval.

ACTION: Present the Nominations & Governance Committee Annual Report 2024-35 for review and final approval by the Board of Trustees in December 2025. [JEF/LH]

2) COMPOSITION OF THE BOARD

3213 2.1) CHAIR OF THE BOARD OF TRUSTEES

3214 The Committee discussed paper 2.1 and the resignation of the Chair of the Board of Trustees with immediate effect for personal reasons on 22 September 2025 and in particular the impact of this change on governance workload at the current time.

3215 The Committee **NOTED** the resignation of Peter McCrea on 22 September 2025 with immediate effect and the subsequent notification made to the Office for Students.

3216 The Committee was updated that notification was made to the OfS informally and then subsequently via a formal Reportable Event on 7 October 2025. A further Reportable Event will be required once a named Interim Chair is appointed.

3217 REDACTED

ACTION: REDACTED

[Post-meeting note: REDACTED]

3218 The Committee **AGREED** that a statement would be drafted and approved by all relevant parties to be published on the external website at the same time as the Reportable Event. This would reference both the resignation and the interim appointment. A staff communication would also be issued. RK and PM will be required to approve the wording.

ACTION: Prepare a statement for the website on the resignation of PM and appointment of RK, inform all staff and submit the Reportable Event to the OfS. [LH]

3219 REDACTED

3220 The Committee **NOTED** that the majority of papers for the meeting were drafted prior to 22 September (PM's time of resignation) and the meeting pack is not therefore fully up to date and in line with the ongoing governance discussions. It was **NOTED** that all discussions held would reflect this context and the absence of the University Secretary from the meeting.

3221 The Committee **AGREED** that it would hold an additional Nominations and Governance Committee prior to Christmas to ensure the ongoing governance discussions are fully documented and appropriately approved and that the permanent recruitment process for the Chair is planned by the Committee with reference to a full review of the scope of the role.

ACTION: Organise a further Nominations & Governance Committee meeting for late 2025 when required. [LH]

3222 2.2) BOARD OVERVIEW AND COMMITTEE MEMBERSHIP

3223 The Committee discussed papers 2.2 and 2.2a which provided context on the composition of the current Board of Trustees and sub-committee membership and proposals on committee membership going forwards in light of the most recent changes on the Board and to ensure 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 for an Independent Trustee and one vacancy for the Chair of the Board role. It should also be noted, however, that if Beechwood Architecture if wound up in advance of the 12 month period to 7 May 2026, Lucy Carmichael would become a full Trustee for the period up to 7 May 2026 and therefore there would be no Independent Trustee vacancy to appoint to during that period.

3224 The Committee **APPROVED** that Ros Kerslake CBE would relinquish her membership of Audit Committee as a result of taking on the Chair role and would join Nominations and Governance Committee as a result of becoming Chair. The Committee also **APPROVED** Ros Kerslake CBE joining the Remuneration Committee as a result of her role as Chair. Professor Nick Braisby would relinquish both of these roles following his resignation as Vice Chair on 31 August 2025 but only once all decisions pertaining to the 2024-25 year (within Remuneration Committee) are concluded in late October 2025.

3225 The Committee **APPROVED** the chairmanship of the Nominations & Governance Committee passing to Jules Quinn (who was Vice Chair) following the resignation of Prof. Nick Braisby as Vice Chair on 21 August 2025 (who chaired by deed of that role). The Committee **AGREED** to retain the vacancy for Vice Chair of the Committee until wider governance arrangements are agreed and noted that ordinarily this vacancy would be held by the Vice Chair of the Board postholder.

3226 **REDACTED**

3227 The Committee **APPROVED** the appointment of Prof. Nick Braisby back to Audit Committee. Prof. Nick Braisby will also remain on the Finance Committee, Academic Assurance Committee and Honorary Degrees Panel. The Chair of Nominations & Governance Committee will discuss the role of Link Member between Audit and Finance Committees with Dominic O'Rourke with a view to securing greater longevity in this role than Prof. Nick Braisby can provide.

ACTION: Discuss the role of link member between Finance and Audit Committees with Dominic O'Rourke to assess capacity and willingness. [JQ]

3228 The Committee **NOTED** that at the current time, Peter McCrea's Committee memberships will remain unchanged.

ACTION: Update all Terms of References (see papers 6.3) to reflect the agreed changes and republish on the University 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]

3229 The Committee **AGREED** to recommend to the Board the re-appointment of Jon Hubert as Staff Trustee for a further one-year period from January 2026-January 2027 if he is willing to continue – the shorter appointment period allows for new academic staff members to have an opportunity to take on the role sooner, but recognises the ongoing governance workload and lack of capacity to run a successful recruitment process before the January 2026 renewal is required.

3230 It was **AGREED** that further discussion will take place between the University Secretary and the Chair of Remuneration Committee before any change is made to the External Representative on the Remuneration Committee, noting that renewal is now already overdue for the current appointee.

3231 The Committee **APPROVED** the re-appointment of Paula Shaw as External Representative on the Academic Assurance Committee for a further period of three years from November 2025 to November 2028 pending discussion with her on her willingness to continue.

ACTION: Discuss appointment renewals for agreed terms with Jon Hubert, Andy Macdonald, Paula Shaw and Susan Dawson. [JEF]

3232 2.3) BOARD RECRUITMENT UPDATE

3233 An update was provided on the various strands of Board recruitment required at the current time, following changes on the Board and approaching ends of terms (see paper 2.3), though it was noted there is significant ongoing change currently that will impact the prioritisation of recruitment to roles.

3234 The Committee **AGREED** that the top priority must be recruitment to the permanent Chair of the Board role. All other recruitment should be paused until then, noting that this approach is low risk as the Board remains quorate despite the ongoing vacancy for an Independent Trustee as well as the Chair. This approach minimises any risk of inducting new Board members during a challenging time for the current Board. The make-up and skills across the Board can be determined and recruited to once the permanent Chair is secured.

3235 The approach proposed for forthcoming Student Trustee vacancies is to acknowledge Ben McManus will leave the Board in early 2026 as he is no longer an active student. Adam Denton remains an active student but is approaching his maximum term of 3 years on the Board. To avoid recruiting for two vacancies and to allow for some continuity in the role on the Board, it was proposed that Adam Denton be invited to remain on the Board by invitation (non-voting and no longer formally as Student Trustee) and to commence recruitment to the longer-term vacancies in early 2026. This proposal was **APPROVED** if Adam is willing.

ACTION: Discuss Student Trustee role and extension as an invited member with Adam Denton. [JEF/LH]

3236 **REDACTED**

ACTION: REDACTED

3237 It was noted that Hazel Lobo, the Academic Board Representative on the Academic Assurance Committee, is approaching 6 years in post in February 2026 and will need to step off the Committee at that time. The Academic Board Appointments Panel will be asked to recommend a new Representative for this position by March 2026.

ACTION: Liaise with the Academic Board Appointments Panel to secure a new Academic Board Representative to the Academic Assurance Committee. [JEF]

3) GENERAL GOVERNANCE MATTERS

3238 3.1) THIRD SUPPLEMENTAL CHARTER AND REGULATIONS AMENDMENTS

3239 The Vice Chancellor introduced paper 3.1 which provided a further update on the proposed Royal Charter revisions which were not substantively different to those reported to the Board of Trustees on 18 September 2025, at which it was approved to submit the general proposed changes (all those outside of the actual name update, which is still delayed) to the Privy Council as soon as two final matters are agreed – the potential for more than one Vice Chair on the Board and the reference to open access to knowledge. Given the ongoing governance workload at the current time these potential further amendments have yet to be made but once considered the submission to the privy Council will be made as approved by the Board.

3240 The Committee **NOTED** the update on progress with the legal change of name from UCEM to University of the Built Environment.

3241 3.2) HONORARY AND ASSOCIATE FELLOWSHIP NOMINATIONS 2025

3242 The nominations process for Honorary and Associate Fellowships in 2025 was opened from 5 August to 5 September 2025. This time the process yielded eight nominations for Honorary Fellowship and eight nominations for Associate Fellowship. In addition, there were two unusual nominations for the Committee to consider. The Committee noted that there are no limits to the numbers of appointments that can be made, and the University Secretary confirmed within paper 3.2 which nominations meet the eligibility criteria and are recommended for approval. The Committee was also reminded that nominees for Honorary Fellowships have to have a strong connection and history with the University, and that these were the first awards being made under the new University title and status.

3243 **REDACTED**

3244 **REDACTED**

3245 **REDACTED**

3246 **REDACTED**

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3250 REDACTED

3251 REDACTED

3252 REDACTED

ACTION: REDACTED

3253 REDACTED

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3255 REDACTED

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3257 REDACTED

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3261 REDACTED

3262 REDACTED

3263 REDACTED

3264 The Committee **NOTED** that those approved for Honorary Fellowships will be presented their awards at the summer Graduation Ceremony 2026 and they would be informed of their award after the University Board of Trustees endorses the nominations in their December 2025 meeting. Those approved for Associate Fellowships would be invited to the Honorary Awards Community luncheon in Spring 2026 to be presented with their certificates and will be written to after the Board endorses the nominations in their December 2025 meeting. Some PR and press around the appointments will be undertaken once they are confirmed and only at the time certificates are presented.

ACTION: Submit the approved nominees to the Board of Trustees on 3 December 2025 for their formal approval and then write to all nominees confirming their appointments as Honorary and Associate Fellows. [JEF/LH]

3265 3.3) SENOR STAFF AND EXTERNAL ROLES

3266 The Committee reviewed paper 3.3 which provided a proposed process/policy to put in place to manage the external appointments of senior staff in the future, and which complements the Board's Register of Interests policy and process.

3267 The Committee **APPROVED** the policy wording to support the proposed process that Senior Staff should now follow when seeking to take on external roles. The Committee **NOTED** the current external roles that the Executive Team members are undertaking and that this register will be expanded to complement the Board Register of Interests in due course and to also include the Senior Leadership Team.

ACTION: Launch the Senior Staff and External Roles policy and process to the Executive and Senior Leadership Teams and prepare an internal Register of all commitments being undertaken. [JEF/LH]

3268 The Board **NOTED** the latest version of the Board Register of Interests and completion of the annual review process during the summer. It was suggested that a reminder to the wider Board about updating throughout the year and whenever any changes come about would be beneficial, as some Committee members commented that their entries were already out of date since July.

ACTION: Remind the Board of their responsibilities to update the Clerk to the Board of changes in their Register of Interests throughout the year and not just on request. [LH]

3269 **3.4) BUILT ENVIRONMENT AWARD**

3270 The Vice Chancellor introduced paper 3.4 which provided an update on the Built Environment Award luncheon taking place on 9 October 2025 and proposals for two new awards to be added to the event for 2026 onwards – the *Pioneering Diversity in the Built Environment Sector* award and the *Innovation in the Built Environment* award. Proposed criteria for both were presented.

3271 It was **AGREED** that in the absence of the University Secretary that this discussion should be deferred until the late 2025 exceptional meeting of the Committee to be scheduled or to a dedicated sub-group meeting about this matter, given that the event is the preserve of the Board of Trustees. This discussion should consider the evolution of and long-term vision for the awards in general and not just the addition of two further awards in isolation as proposed. There were also concerns expressed about adding many more awards as it can dilute the impact of the main award, despite overall the event needing to evolve in line with the vision/strategy of the University. The Committee was reminded that for any changes to be made for 2026 the decisions on this would need to be taken before the end of the 2025 calendar year.

ACTION: Organise a sub-group meeting featuring Committee members and Marketing staff to consider the long-term vision for and evolution of the Built Environment Awards from 2026 onward, by December 2025. [LH]

3272 **3.5) TRUSTEE REVIEWS 2025 – OUTCOMES**

3273 Professor Nick Braisby (Independent Trustee and Vice Chair March 2025–August 2025) joined the meeting to present this item.

- 3274 NB summarised the key outcomes from the review process that he and Peter McCrea held with all Trustees during August 2025 as Chair and Vice Chair of the Board. NB commented that it had been an enjoyable and illuminating process to be part of. He specifically highlighted a few points covered in the paper, which included that Trustees were all content with the performance of the Board as a whole and PM's chairmanship of it since starting in role in February 2025. They welcomed some subtle changes he had made to date to make the Board more inclusive to all members. Potential enhancements for the future included holding some Independent Trustees only meetings (not minuted and non-decision making), strengthening membership of the Board given the ongoing vacancies and in conjunction with the Skills Survey outcomes (particularly with a senior figure within the built environment sector), the provision of more support to the Chair given the expectations of this role, a more structured/strategic approach to mergers and acquisitions in the future than had been the case with LSA this year (and a post-merger review to understand lessons learnt for an institution inexperienced in such work at the current time), and more clarity on the junior Board roles and support/guidance to them in fulfilling their roles to maximum impact and benefit to both them individually and to the institution.
- 3275 The Committee recognised that the capacity and prioritisation of being able to tackle each of the matters raised had been impacted by the resignation of the Chair and the sick leave period of the University Secretary since the paper was written and that some recommendations may not therefore be easily addressed in the immediate future.
- 3276 It was suggested that the time commitment for the Chair with regards to Graduation ceremonies taking place on four full days a year also needs consideration and was potentially a positive role to share with other Trustees on the Board.
- 3277 It was also suggested that all new Trustees/junior Board members should be mandated to attend Advance HE governor training which would help them better understand their roles and the expectations of them.
- 3278 The Committee **NOTED** the broad outcomes and themes from the Trustee Review process in 2025 and agreed the following specific actions should be taken forward during 2025-26 to further enhance University governance:
- Recruitment for Independent Trustees, Student Trustees and Board Apprentices was due to take place in Autumn 2025 but has been reprioritised due to Board Leadership changes.
 - A review of the responsibilities of the Chair and Vice Chair(s) and or appointment of a Senior Independent Governor should be undertaken.
 - Further strategy discussions should be held for the Board, in particular on proactive opportunities in mergers and acquisitions and on lessons learnt.
 - The matters listed in the paper (areas for Board focus) should form the basis of key agenda discussions over the coming year.
 - A review of some Board roles (Staff Trustee, Student Trustee and Board Apprentices) should be undertaken and discussed in full at the February 2026 Nominations & Governance Committee and should cover mandatory training, setting of expectations, mentoring/guidance, and consideration of

the right number of such post holders on the Board to ensure its effective operation.

ACTION: Take forward the agreed recommendations from the Trustee Reviews 2025. [JEF]

3279 3.6) UBE PROFESSORSHIPS

3280 It was agreed the Vice Chancellor should remain in the meeting for this item as it concerned agreeing process rather than a specific conflict of interest. Professor Nick Braisby also remained in the meeting for item 3.6 due to his academic expertise being relevant to the item.

3281 The Committee was advised that the Academic Board had recently approved a new academic career framework, which includes the conferment of professorships. A potential conflict of interest has arisen where members of the Professorial Titles Committee (senior staff, also with roles on the Academic Board such as Vice Chancellor and Pro Vice Chancellor Education and Students) may apply for professorships themselves and therefore a Conferment Panel is proposed to appropriately manage this conflict should it arise.

3282 The Committee considered the proposed approach as a robust way in which to manage potential conflicts of interest, provided the independence and objectivity of appointed panel members is assured when appointments are considered and such appointment considerations do not include Professorial Title Committee members. The Committee would wish to review those people proposed for membership of the Panel ahead of / when / if the panel being constituted becomes necessary.

3283 The Committee **APPROVED** the process for conferment of a professorial title for members of the Professorial Titles Committee as outlined in paper 3.6. A Panel will be established, if/when required, for this process and prospective and appropriate members identified and submitted to the Nominations & Governance Committee for approval prior to being constituted.

ACTION: Provide the proposed membership of the Conferment Panel to the Nominations & Governance Committee for approval before it is constituted to sit. [JEF]
Prepare the Conferment Panel Terms of Reference. [JEF]

3284 The Chair thanked Prof. Nick Braisby for attending the meetings and contributing to items 3.5 and 3.6 and invited him to leave the meeting.

4) ANY OTHER BUSINESS

3285 4.1) ANY OTHER BUSINESS

3286 No additional items of business were reported and all matters at item 6 were duly approved or noted as below.

3287 4.2) DATE AND TIME OF NEXT MEETING

3288 The date and time of the next Nominations and Governance Committee will be Thursday 26 February 2026 from 10.00am-12.00noon via Zoom, noting that an exceptional meeting will likely be called for late 2025 as part of managing the ongoing governance changes in Board leadership at the current time.

5) MEETING CLOSE

3289 The meeting concluded at 15.51pm.

6) MATTERS FOR APPROVAL, NOTING AND REPORTING ONLY

3290 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.

3291 6.1) COMPLIANCE WITH THE COMMITTEE OF UNIVERSITY CHAIRS CODE OF HIGHER EDUCATION GOVERNANCE

3292 The Committee **NOTED** the University's ongoing compliance with the CUC Code of Higher Education Governance and that further discussion will take place in 2026 with regards to alternative sources of published governance guides that may now be appropriate to the University.

3293 6.2) UNIVERSITY OF THE BUILT ENVIRONMENT DELEGATION FRAMEWORK

3294 The Committee **APPROVED** the University's Delegation Framework V6.01 for finalisation and republication as the new V7.0.

3295 6.3) BOARD AND SUB-COMMITTEE TERMS OF REFERENCE

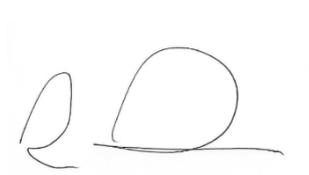
3296 The Committee **APPROVED** the following Terms of Reference to reflect their decisions taken at item 2.2:

- The Board of Trustees Terms of Reference V24.01 for finalisation and publication as V25.0.
- The Finance Committee Terms of Reference V16.01 for finalisation and publication as V17.0.
- The Audit Committee Terms of Reference V14.01 for finalisation and publication as V14.0.
- The Nominations & Governance Committee Terms of Reference V13.01 for finalisation and publication as V14.0.
- The Remuneration Committee Terms of Reference V14.01 for finalisation and publication as V15.0.
- The Academic Assurance Committee Terms of Reference V18.01 for finalisation and publication as V19.0.
- The Board Leadership Group Terms of Reference V1.01 for finalisation and publication as V2.0.

3297 6.4) MEMBERSHIP OF THE COMMITTEE OF UNIVERSITY CHAIRS

3298 The Committee **NOTED** that University of the Built Environment had joined the CUC in early September, following granting of University Title by the OfS and that whilst this is in the outgoing Chair's name it will be updated to the new Chair in the coming weeks.

ACTION: Update CUC membership from PM to RK. [LH]

A handwritten signature in black ink, appearing to be 'Jules Quinn', written on a light blue background.

Signed:

Name: Jules Quinn

Position: Chair of Nominations & Governance Committee

Date: 11 February 2026