

Nominations and Governance Committee

11 February 2026

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 11 February 2026 from 14.00-15.30pm.

Present: Jules Quinn [JQ] (Chair of Committee)
Nick Hughes [NH]
Prof. Michelle Jones [MJ]
Ashley Wheaton [AW]

Apologies: Ros Kerslake CBE [RK]

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

1) GENERAL MEETING GOVERNANCE

3299 1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

3300 There were no conflicts of interest declared.

3301 1.2) APOLOGIES FOR ABSENCE

3302 There were apologies for absence from Ros Kerslake CBE.

3303 1.3) MINUTES OF THE MEETING HELD 8 OCTOBER 2025

3304 The minutes of the Nominations and Governance Committee held 8 October 2025, and the proposed redacted matters were **APPROVED** as a true record, pending one small amendment. Following the amendment, they were signed by the Chair of the Committee, Jules Quinn, and published on the University website.

3305 1.4) MATTERS ARISING AND ACTIONS SUMMARY

3306 An actions summary from the previous meeting was circulated as paper 1.4 and the Committee **NOTED** that all matters had been completed and closed, were due for further discussion within the course of the meeting or were deferred during the Board Review Committee's work.

3307 1.5) CHAIRS ACTIONS SINCE THE LAST MEETING

3308 The Committee noted the Chair's Action approved via email on 21 October 2025 to agree to recommend to the Board that Prof. Michelle Jones be appointed as a Vice Chair of the Board on an Interim Basis of up to one year.

3309 The Committee noted the Chair's Action approved via email on 17 November 2025 to approve the Terms of Reference and membership of a new Professorial Titles Conferment Panel that would consider those applicants for professorial title where a conflict of interest exists within the membership of the Professorial Titles Committee.

2) COMPOSITION OF THE BOARD

3310 2.1) REDACTED

3311 REDACTED

3312 REDACTED

3313 REDACTED

ACTION: Organise a further Nominations & Governance Committee REDACTED. [LH]

3314 2.2) BOARD OVERVIEW AND COMMITTEE MEMBERSHIP

3315 REDACTED

3316 REDACTED

3317 The Committee **AGREED** to recommend to the Board the renewal of Graeme Scott for a further three-year term of office from March 2026 to March 2029 as Independent Trustee/Honorary Treasurer.

3318 The Committee **APPROVED** the appointment of Dr Liz Marr to the Lead Trustee for EDI role and further **AGREED** that Liz should be invited to join the Nominations and Governance Committee as a result of this appointment and due to her having been part of the Board Review Committee.

ACTION: Invite Dr Liz Marr to join the Nominations and Governance Committee. [JEF]

3319 The Committee **NOTED** that Prof. Nick Braisby had resumed his role of link member between Audit and Finance Committee, noting that this role will need replaced in the autumn pending Nick's retirement from the Board. The Committee **NOTED** that Nick may be able to continue for a final three-year appointment if he were assigned Chairmanship of a sub-committee and if he is willing to remain on the Board.

3320 The Committee **NOTED** the significant recruitment activity anticipated to start once the Board Review Committee has reported its findings and resultant work has been prioritised. It is likely recruitment will need to focus on trustees with senior higher education expertise (minimum 2) and senior built environment sector expertise, alongside the Chair role.

3321 REDACTED

3) GENERAL GOVERNANCE MATTERS

3322 **3.1) RECENT GOVERNANCE REPORTS**

3323 The University Secretary advised the Committee that over the last 12 months, there had been an increased focus on the importance of the role of governance to ensure effective leadership and management within a university, and the relationship between the Board and the Executive Leadership. The various publications include new OfS Conditions of Registration relative to governance (which currently only apply to new providers but could be extended to all providers), the new Ofsted Inspection Framework, the Gilles Report and the Committee on Standards in Public Life Report. The Committee was provided with links to all these documents. The Committee noted that the Gilles Report will also be considered by Finance Committee in March 2026.

3324 The Committee discussed the reports and made the following comments:

- Many universities are considering their own governance in light of the reports and the increased focus on governance. Such reviews are helping many to resolve any areas of perceived weakness and to ensure there is a positive culture of challenge and effective communication between Executive and Board is essential.
- There are four core themes emerging from the reports: data and information (not everything should be retrospective and some increased live data may be required to avoid issues emerging too late); independence of Audit Committee; a culture of lessons learnt is required (for example, for UBE this would include the LSA merger); and agility of governance in a world where change will be ever more frequent and significant to deal with.
- REDACTED
- The Board Review is likely to make recommendations in similar areas for UBE to consider, but activity is hindered until such time as the report findings are published to the wider Board. A working party with members of both Board and Executive may be required to ensure the recommendations are appropriately implemented across the institution and the Board (will be broader than just the Nominations & Governance Committee's remit).

3325 The Committee was asked to consider what training or development the Board may require to support mitigation of risk in governance at the University. The Committee felt unable to comment on this until after publication of the Board Review and **AGREED** this would be discussed at the next meeting.

3326 **3.2) ROYAL CHARTER AND REGULATIONS AMENDMENTS**

3327 The University Secretary introduced paper 3.2 which provided a further update on the proposed Royal Charter revisions. The Committee was advised that the proposed changes to the UCEM Royal Charter and Bye Laws (relative to all desired changes bar the name change itself) were submitted to the Privy Council in December 2025 as agreed at the last meeting and the Board. These changes were considered by the Privy Council at their meeting in early February 2026 and were approved. The University therefore has a Royal Charter with all its requested amendments outside of the new name. This means many of the Bye Laws have been removed and the Regulations are more substantive (as approved last year). The Committee will review these again at its next meeting.

ACTION: Review the Regulations at the next meeting following acceptance by the Privy Council of the amendments to the Royal Charter. [JEF]

3328 The Privy Council has also now advised the University that it may submit the proposed changes to the Royal Charter and Bye Laws to apply for the legal name change to University of the Built Environment. As a result, the proposed updated Charter was provided to the Committee in paper 3.2b, alongside the Petition (paper 3.2a) that will be submitted to the Privy Council following formal approval by the Board in March 2026.

ACTION: Verify the final sentence which include 'etc' is correct ahead of presenting the final version of the petition and Charter to the Board for approval in March 2026. [JEF]

3329 The Committee **AGREED** to recommend to the Board that it now approves the submission of the proposed updated Charter and Bye Laws to the Privy Council to allow the legal name change to University of the Built Environment to be determined.

3330 3.3) BUILT ENVIRONMENT AWARD 2026

3331 The University Secretary introduced paper 3.3 which provided an update on the Built Environment Award luncheon 2026. The Committee was advised that no further work was undertaken on evolving the event (as requested at the last meeting) due to the wider governance workload and priorities since that time and the absence of the University Secretary during October/November 2025.

3332 The Committee **NOTED** that the 2026 event would proceed on a similar basis to previous years with a main award winner and the two subcategories associated with Academic Excellence and Alumni. The event will take place on Thursday 8 October 2026 at the Institute of Directors in London.

3333 The Committee discussed the proposed membership of the Built Environment Award Panel for 2026, which will need to be formed to sit in March. The Committee **APPROVED** the proposed membership and process for selecting the main award winner, which is in line with recent years. Nick Hughes will chair the Panel for the second time.

3334 3.4) SENIOR STAFF AND EXTERNAL ROLES

3335 The Committee reviewed paper 3.4 which provided an update on the launch of the approved Senior Staff and External Roles policy and process agreed at the last meeting. The Committee **NOTED** that the policy and process had now been finalised, published and formally launched to all Executive and Senior Leadership Team members and that the resultant Register is in formulation.

3336 The Committee reviewed paper 3.4a which provided an overview of a new external role that the Vice Chancellor is proposing to take on as Director of the Regional Building Foundation. Professor Ashley Wheaton has been appointed as a Director of the new organisation. Professor Wheaton confirmed that the role had been discussed with the Chair and approved by her.

3337 The Committee **NOTED** the new external role the Vice Chancellor will undertake as Director of the Regional Building Foundation.

3338 3.5) HONORARY COMMUNITY POST-NOMINALS

3339 The Committee reviewed paper 3.5 which provided the rationale for the adoption of specific University of the Built Environment post nominals for members of the University's Honorary Community where they are recipients of Honorary Fellowships, Associate Fellowships and Honorary Degrees, which is part of the institution's evolution into a full University and provides a visible and tangible link, connection and status for members of the Community.

3340 The Committee **APPROVED** the use of specific post nominals by members of the UBE Honorary Community: **Hon FUBE** for Honorary Fellows, **Hon AFUBE** for Associate Fellows, **Hon DSc** for Honorary Doctorates and **Hon MBA** for Honorary MBAs.

ACTION: Undertake communications with the Honorary Community to launch the use of UBE post nominals and update the Honorary Community website. [LH]

4) ANY OTHER BUSINESS**3342 4.1) ANY OTHER BUSINESS**

3343 No additional items of business were reported and the matter at item 6 was duly approved as below.

3344 4.2) DATE AND TIME OF NEXT MEETING

3345 The date and time of the next Nominations and Governance Committee will be Thursday 11 June 2026 via Zoom, noting that an exceptional meeting will likely be called before then as part of managing the ongoing governance changes, recruitment requirements and outcomes of the Board Review Committee's work.

5) MEETING CLOSE

3346 The meeting concluded at 14.52pm.

6) MATTERS FOR APPROVAL, NOTING AND REPORTING ONLY

3347 The following matter was circulated for approval only and for comment via email in advance of the meeting. It was not discussed during the meeting.

3348 6.1) BOARD AND SUB-COMMITTEE TERMS OF REFERENCE

3349 In light of the retirement of Peter McCrea OBE and the two Board Apprentices, Lucy Gaitskell and Chrystal Augustine, various amendments to Terms of Reference were required and approved, the updates also reflected any decisions taken at item 2.2.

3350 The Committee **APPROVED** the following:

- The Board of Trustees Terms of Reference V25.01 for finalisation and publication as V26.0.
- The Finance Committee Terms of Reference V17.01 for finalisation and publication as V18.0.

- The Audit Committee Terms of Reference V15.01 for finalisation and publication as V16.0.
- The Nominations & Governance Committee Terms of Reference V14.01 for finalisation and publication as V15.0.
- The Property Working Group Terms of Reference V7.1 for finalisation and publication as V8.0.

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| Signed |  |
| Name | Nick Hughes |
| Position | Chair, Nominations & Governance Committee |
| Date | 29 April 2026 |