University of the Built Environment
EST. 1919

Patron: His Majesty King Charles III

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Nominations and Governance Committee
29 April 2026

REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 29 April 2026 from 09.00-10.30am.

Present:	Nick Hughes [NH] (Chair of Committee) Ros Kerslake CBE [RK] Dr Liz Marr [LM] Ashley Wheaton [AW]
Apologies:	Prof. Michelle Jones [MJ]
In Attendance:	Jane Fawkes [JEF] (University Secretary) Lyndsay Hughes (Clerk/note taker) [LH]

1) GENERAL MEETING GOVERNANCE

3351 **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

3352 There were no conflicts of interest declared.

3353 **1.2) RECORDING OF THE MEETING**

3354 The Committee members gave their consent to the recording of the meeting within Zoom in order to support minute taking and on the basis that the recording is deleted thereafter.

3355 **1.3) APOLOGIES FOR ABSENCE**

3356 There were apologies for absence from Prof. Michelle Jones.

3357 **1.4) MINUTES OF THE MEETING HELD 11 FEBRUARY 2026**

3358 The minutes of the Nominations and Governance Committee held 11 February 2026, and the proposed redacted matters were **APPROVED** as a true record. They were signed by the Chair of the Committee, Nick Hughes, and would be published on the University website as soon as possible.

3359 **1.5) MINUTES OF THE MEETING OF THE BUILT ENVIRONMENT AWARD HELD 19 MARCH 2026**

3360 The minutes of the Built Environment Award Panel held 19 March 2026 were **APPROVED** as a true record and were signed by the Chair of the Panel, Nick Hughes. These minutes are fully redacted and will not be published on the University website.

<u>3361</u> **<u>1.6) MATTERS ARISING AND ACTIONS SUMMARY</u>**

3362 An actions summary from the previous meeting was circulated as paper 1.6 and the Committee **NOTED** that all matters had been completed and closed, were due for further discussion within the course of the meeting or had a naturally longer deadline for completion.

2) RECRUITMENT ACTIVITIES

<u>3363</u> **<u>2.1) CHAIR OF THE BOARD REQUIREMENTS AND ROLE SPECIFICATION</u>**

3364 The Committee discussed paper 2.1 and the work to date in preparing for the Chair of the Board recruitment process. The University Secretary outlined the areas now requiring Committee input in order for the recruitment to commence in the next week. The Committee **NOTED** that these matters had also received some discussion at the first Task and Finish Group and the proposed role specification reflects that Group's recommendations.

3365 The matters that the Committee discussed were:

- REDACTED

3366 The Committee **APPROVED** the role specification for the Chair of the Board, pending its agreed core requirements/non-negotiables being incorporated by Peridot incorporated into the recruitment, which were:

- A senior leader from the built environment sector (not just surveying).
- Leadership and chairing experience at senior level.
- 30 days per annum/2-3 days per month with flexibility for peak times.
- Live/work within reasonable distance of Reading/London.

ACTION: **Liaise further with Peridot so that recruitment for the Chair role can commence without further delay, incorporating the agreed non-negotiable elements. [JEF]**

<u>3367</u> **<u>2.2) CHAIR OF THE BOARD RECRUITMENT PROCESS</u>**

3368 The Committee discussed paper 2.2 and the outline process and timeline agreed for the recruitment of the Chair with Peridot, with reference to Peridot's recent advice that a six-week search window is optimal (vs a rushed search period of four weeks). The process proposed also included recommendations for those Trustees to be involved in shortlisting and interviewing stages.

3369 JEF advised that the six-week search period will stretch the timeline for appointment into July and beyond the 8 July 2026 planned Board meeting. In this scenario, an exceptional, short, remote meeting of the Board will be called in order not to delay making the appointment and facilitating some induction prior to the September Board meeting as originally intended. The entire Committee agreed the imperative must be securing a strong shortlist of candidates.

3370 The Committee **DISCUSSED** the learnings to take forward from the previous Chair appointment process and **AGREED** to ensure this process takes into account the following:

- REDACTED

3371 The Committee **APPROVED** the process for the recruitment, noting that Peridot had concerns about how tight it would be to meet the 9 July appointment target and therefore the Committee **APPROVED** an extension to the timeline to follow Peridot's advice to search for a minimum/normal period of six weeks. The University Secretary should provide the feedback of the Committee to Peridot so that all agreed elements are factored into their plans.

3372 The Committee **APPROVED** the required budget for this recruitment process and the proposed introductory letter from the Chair to be used in the recruitment microsite.

3373 The Committee **NOTED** the activities underway to develop the recruitment microsite as soon as possible and that the University Secretary would approve all final content before it goes live.

3374 The Committee **AGREED** to convene a meeting of key stakeholders and trustees past and present to allow for search through existing networks for people who may be approached to apply for the Chair role.

ACTION: **Convene a meeting to support trustees (past and present) and key stakeholders to engage with the process of identifying potential candidates from their networks who might be invited to apply for the role. [JEF/LH]**

3375 The Committee **AGREED** that it had now suitably discharged and actioned the recommendations from the Board Review report relative to defining the role/requirements of Chair and the approach to recruitment of a new Chair of the Board.

3376 2.3) INDEPENDENT TRUSTEE RECRUITMENT

3377 The Committee discussed paper 2.3 and the outline process, budget and timeframe agreed for the recruitment of Independent Trustees with Peridot. This included proposals for those Trustees to be involved in shortlisting and interviewing and a draft role specification. The aim is to run this process concurrently but slightly behind that of the Chair recruitment given the urgency for more Trustees (minimum 8 permissible under the Royal Charter, with 9 in post currently and further retirements to come through the autumn).

3378 The Committee noted that the skills recently lost from the Board, or to be lost in the near future, can be summarised as legal/compliance, senior built environment and higher education. The focus of the initial recruitment phase for independent trustees was discussed in this context with the following key points made:

- Higher education representation is going to weaken further and should be the top priority, particularly in light of needing to meet the regulatory expectations of the institution. A solid background and understanding of apprenticeships would also be useful.
- Governance skills in general and a solid understanding of the role of governors in a specialised, complex and highly regulated context is also important.
- Built environment sector experience/seniority is also important, though the Chair is intended to bring this too and the growing quality and depth of institutional academic expertise within the University is also now filling some of this space/role.

- Legal and compliance skills remain important, especially as matters like safeguarding need to be covered when Chris Costigan steps down, but perhaps not essential at this stage.
- HR skills, in light of Board Review Report, were discussed and ultimately considered not as important as those above, given they fall more into the operational side of the business.
- Overall, whilst specific skills are important, someone who is able to take a strategic approach and understands how to be a trustee/see the bigger picture is essential.

3379 The Committee **AGREED** that the skills areas that will be prioritised for the new Independent Trustee recruitment would be:

- Higher Education – regulatory expertise; complex and specialist higher education institution; apprenticeships understanding.
- Strong general governance skills.
- Built environment sector seniority (any discipline of relevance to UBE).

3380 The Committee **APPROVED** the timeframe and process for the recruitment activities (including Trustees to be involved in shortlisting and interviewing) and the additional in-year budget requirement. The Committee **APPROVED** the draft role specification for the Independent Trustees, pending incorporation of the priority skills areas agreed.

3381 The Committee briefly discussed the Senior Independent Governor role and felt this should be an existing trustee to support continuity/knowledge of the institution and someone with a strong higher education background and understanding of the regulatory context in which the University operates. This will best support and guide a Chair from the built environment sector. It was further agreed, however, that appointment to this role before a new Chair and Vice Chair are in post is not preferable and a final decision should be deferred until that time.

3382 REDACTED

ACTION: REDACTED

3383 REDACTED.

3384 REDACTED

ACTION: REDACTED

<u>3385 2.4) VICE CHANCELLOR RECRUITMENT PLANNING</u>

3386 The University Secretary gave a verbal update on planning to date and indicative timescale for the recruitment process for a new Vice Chancellor following the decision of the current Vice Chancellor to step down by 31 March 2027 at the latest. The intention being to undertake further planning for this process, to draft an updated role specification and to identify how recruitment will dovetail with the Chair recruitment, presenting all this for approval by the Committee on 11 June 2026.

3387 The Committee **NOTED** that now that the Vice Chancellor's decision to step down has been made public, work is underway to plan for the recruitment process required for the new Vice Chancellor. The Committee requested that proposals by recruitment agencies/head-hunters be secured for consideration prior to the 11 June 2026 meeting.

ACTION: **Secure proposals from recruitment agency partners for the Vice Chancellor vacancy in advance of the 11 June 2026 meeting of the Committee so decisions can be made within that Committee meeting and the process can commence. [JEF]**

3388 **2.5) ACADEMIC ASSURANCE COMMITTEE APPOINTMENTS**

3389 The Committee discussed paper 2.5 and the five current vacancies within this Committee. The University Secretary proposed four appointments to fill the majority of these vacancies to ensure the Committee has externality and its role in assurance can be successfully fulfilled.

3390 The Committee **APPROVED** the appointment of Professor Danielle McDermott for a three-year term of office from 1 May 2026 to 1 May 2029 as an External Representative on the Academic Assurance Committee.

3391 The Committee **APPROVED** the appointment of Sam Booth-Malone for a three-year term of office from 1 May 2026 to 1 May 2029 as an External Representative on the Academic Assurance Committee.

3392 The Committee **APPROVED** the appointment of Holly Duglan for a three-year term of office from 1 May 2026 to 1 May 2029 as an External Representative on the Academic Assurance Committee.

3393 The Committee **APPROVED** the appointment of Nicola Allen for a three-year term of office from 1 May 2026 to 1 May 2029 as the Academic Board Representative on the Academic Assurance Committee.

ACTION: **Induct new Academic Assurance Committee members into the committee. [LH/JEF]**

3394 The Committee **NOTED** the further delay to filling the Student Trustee vacancy on the Committee until recruitment for a new Student Trustee can be undertaken by the Governance Team.

3) OTHER GOVERNANCE MATTERS

3395 **3.1) UNIVERSITY REGULATIONS**

3396 The University Secretary advised the Committee that following approval of the Amended Supplemental Charter, the University must now approve its corresponding Regulations. The proposed Regulations were presented in tracked changes and clean copy for review, and the Committee was reminded that it had already reviewed and pre-approved these in February 2025 as part of preparing for the Charter revisions. The Committee was further reminded that much of the detail that had previously been included in the Bye Laws was now part of the Regulations and that this gives the University greater freedom and ease to make amendments in the future if needed.

3397 The Committee **APPROVED** the proposed University Regulations v6.02 for finalisation and republication as the new V7.0.

3398 The Committee **NOTED** that the final revisions to the Royal Charter to reflect the legal name change to University of the Built Environment had been submitted to the Privy Council following the Board's approval on 6 March 2026.

3399 **3.2) TRUSTEE REVIEWS 2026**

3400 The University Secretary introduced paper 3.2 which proposed a deferral of the Trustee Reviews process in 2026, to be resumed in 2027 under the new Chair's leadership. This was owing to the governance workload at the current time and the ongoing interim status of the Board's leadership.

3401 The Committee **AGREED** to defer the Trustee Reviews process in 2026 to 2027 until the new Chair, Vice Chair and potentially a new role of Senior Independent Governor, have been appointed to their roles permanently. The Chair offered one-to-one calls with any Trustee who may wish to speak with her and had been anticipating this opportunity as a chance to do so.

ACTION: **Communicate the decision to defer the Trustees Reviews 2026 into 2027 under the new Chair to the wider Board and offer all Trustees one-to-one conversations with the Chair should they desire them in the absence of this process running. [JEF]**

3402 **3.3) CUC CODE OF GOVERNANCE REVIEW**

3403 The University Secretary introduced paper 3.3 which provided a link to the Committee of University Chairs (CUC) Code of Governance review and refresh, for which a near final draft of the new Code had just been published for consultation. This is the standard code of governance used by most of the sector and the Code that the University of the Built Environment follows. The Chair of the Board is a member of the CUC.

3404 The Committee **NOTED** the new draft Code of Governance and how the themes within it reflect outcomes and themes raised within the Board Review regarding culture, leadership, transparency and academic quality. The Committee further **NOTED** that a more detailed assessment and review of the new Code and how it aligns with the University will be considered by the Committee at its 11 June 2026 meeting. Committee members were invited to provide any comments they may have prior to this in order to feed into a formal consultation response from the institution, which must be submitted by 9 May 2026 deadline.

4) ANY OTHER BUSINESS

3405 **4.1) ANY OTHER BUSINESS**

3406 No additional items of business were reported.

3407 **4.2) DATE AND TIME OF NEXT MEETING**

3408 The date and time of the next Nominations and Governance Committee will be Thursday 11 June 2026 via Zoom.

5) MEETING CLOSE

3409 The meeting concluded at 10.30am.

Signed	
Name	Nick Hughes
Position	Chair, Nominations & Governance Committee
Date	11 June 2026