University of the
Built Environment
EST. 1919

Patron: His Majesty King Charles III

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Nominations and Governance Committee
11 JUNE 2026
REDACTED MINUTES FOR PUBLICATION

A meeting of the Nominations and Governance Committee was held remotely via Zoom videoconferencing on 11 June 2026 from 09.30am-12.00noon.

Present:	Nick Hughes [NH] (Chair of Committee) Prof. Michelle Jones [MJ] Ros Kerslake CBE [RK] Dr Liz Marr [LM] Ashley Wheaton [AW]
Apologies:	
In Attendance:	Jane Fawkes [JEF] (University Secretary) Lyndsay Hughes (Clerk/note taker) [LH] Lisa Wilks [LW] (Director of HR) – for item 2.3 only Graeme Scott [GS] (Honorary Treasurer) – for item 2.3 only

1) GENERAL MEETING GOVERNANCE

3410 **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

3411 There were no conflicts of interest declared but it was noted that Ashley Wheaton will step out of the meeting for part of the discussions at item 2.3.

3412 **1.2) RECORDING OF THE MEETING**

3413 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.

3414 **1.3) APOLOGIES FOR ABSENCE**

3415 There were no apologies for absence, but it was noted that Prof. Michelle Jones would need to leave the meeting from 11am.

3416 **1.4) MINUTES OF THE MEETING HELD 29 APRIL 2026**

3417 The minutes of the Nominations and Governance Committee held 29 April 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.

3418 **1.5) MATTERS ARISING AND ACTIONS SUMMARY**

3419 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, were due for further discussion within the course of the meeting or had a naturally longer deadline for completion.

2) RECRUITMENT ACTIVITIES

3420 **2.1) CHAIR OF THE BOARD RECRUITMENT UPDATE**

3421 The Committee discussed paper 2.1 and received a progress update on recruitment of a new Chair of the Board from the University Secretary, with reference to the formal progress reports provided by Peridot and shared on the Trustee Portal. Peridot remain confident that the search will be successful. Peridot and the University Secretary/Clerk are now actively planning for the interviews process, which will feature a stakeholder session with members of the Executive and Student/Staff Trustee.

3422 The Committee was advised that an additional meeting will be scheduled for the interview panel to consider the DISC profiling outcomes in between stage 1 and stage 2 of the process.

ACTION: **Organise an additional meeting on DISC profiling outcomes with the interview panel for Chair as soon as possible. [LH]**

3423 The Committee **NOTED** the progress update on recruitment of a new permanent Chair and that Governance Team focus is now turning towards planning an appropriate interview panel process and induction programme.

3424 **2.2) INDEPENDENT TRUSTEES RECRUITMENT UPDATE**

3425 The Committee discussed paper 2.2 and received a progress update on recruitment of new Independent Trustees from the University Secretary, within the context of the current and forthcoming vacancies across the Board and within its sub-committee membership and the Peridot formal progress reports shared on the Trustee Portal (paper 2.2a). Peridot remain confident that the search will be successful and are making good use of the list of names complied by the Trustees and Executive in the last two weeks.

3426 An additional Trustee or external representative with built environment expertise will be required for stage 1 of the interview process as it currently only has Prof. Michelle Jones and the University Secretary on it. It was agreed that a former trustee would need to be invited given the lack of bandwidth on the Board currently and those already involved in stage 2 of the process. Both stages of the process will be panel interview questions only. EDI profile of the Board will be considered throughout.

ACTION: **Invite Chris Turley and/or Misa von Tunzelman to participate in stage 1 of the independent trustees recruitment process. [JEF]**

3427 The Committee **NOTED** the progress update on recruitment of new Independent Trustees and that the Governance Team's focus is now turning towards planning an appropriate interview panel process and induction programme.

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3429 2.3) VICE CHANCELLOR RECRUITMENT

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3457 **2.4) STUDENT AND STAFF TRUSTEE RECRUITMENT PLANNING**

3458 The University Secretary gave an update on student and staff trustee recruitment required and a proposed timeline and approach for these processes to be held during autumn 2026.

3459 The Committee **APPROVED** the outline plan and timeframe for recruitment for two new Student Trustees and one new Staff Trustee through autumn 2026.

ACTION: **Enact the recruitment plans for Student and Staff Trustees through autumn 2026. [JEF/LH]**

3460 **2.5) BOARD REVIEW RECOMMENDATIONS: SENIOR INDEPENDENT GOVERNOR AND VICE CHAIR ROLES**

3461 The Committee discussed paper 2.5 and the recommendations made by the Board Review that the University considers appointing to a Senior Independent Governor role and reconsiders the role of Vice Chair, in light of the previous incumbent (Professor Nick Braisby) having stepped down in August 2025 due to an ongoing OfS investigation at his former University. The University Secretary recommended the Committee does appoint a Senior Independent Governor, as well as a Vice Chair. Recruitment to independent trustee roles should have the SIG role in mind during the appointment process and Vice Chair should be appointed from within the academic trustees. Both should be appointed later in 2026/early 2027 when the current recruitment is completed.

3462 The Committee **DETERMINED** that UBE should appoint to both the Vice Chair and the Senior Independent Governor roles as soon as practicable, with the Vice Chair likely to be appointed from the current Trustee pool (and of higher education expertise) and the SIG from within the current recruitment for Independent Trustees. It was **AGREED** that the skills sets required in each role differ and that defined and distinct role specifications should now be developed so that the SIG lens is part of the independent trustee recruitment currently underway.

ACTION: **Develop clear role specifications for the roles of Vice Chair and Senior Independent Governor so both roles can be appointed to as soon as practical. [JEF/LH]**

3463 REDACTED

ACTION: REDACTED

3) OTHER GOVERNANCE MATTERS

3464 **3.1) NEW CUC CODE OF GOVERNANCE**

3465 The University Secretary advised the Committee that a near final draft of an updated CUC Code of Governance had been published for final consultation by the CUC in late April 2026. It will be formally launched in late June 2026. Its applicability to the University, particularly in light of the recent Board Review and its findings, was considered important for the Committee to discuss. Paper 3.1 provided the near final draft with relevant sections to the University highlighted for discussion.

3466 The Committee **AGREED** that it would continue with the CUC Code as the University's primary governance code. It was agreed that a future Nominations & Governance Committee will review the Code in detail, considering UBE's status quo vs the 'should' and 'must' expectations within the Code.

ACTION: **Review the new CUC Code's 'should' and 'must' expectations against UBE's current governance practices for consideration by the Committee in October 2026. [JEF]**

3467 The Committee discussed how the Board can use the Code to help determine, drive and embed the culture of governance it desires both between the Board and staff and within the Board itself. The Board should be open about the challenge of building and maintaining this culture in the months and years to come given the major change underway. The Code of Conduct (item 3.2) and Communications Protocol (item 3.3) will support this work. Nuancing how the code is applied to UBE will also be important in the future.

3468 **3.2) BOARD CODE OF CONDUCT**

3469 The University Secretary introduced paper 3.2 which proposed a draft Board Code of Conduct, produced through the work of the Task and Finish Group in response to the Board Review and its associated recommendations. The draft comes with the full recommendation and endorsement of the members of the Task and Finish Group.

3470 The Committee **APPROVED** the Code of Conduct to proceed to the Board of Trustees for formal adoption on 8 July 2026. The Committee thanked LH for her work in producing the document.

3471 **3.3) BOARD-EXECUTIVE COMMUNICATIONS PROTOCOL**

3472 The University Secretary introduced paper 3.3 which proposed a final draft of a Board-Executive Communications Protocol, produced through the work of the Task and Finish Group in response to the Board Review and its associated recommendations. The draft comes with the full recommendation and endorsement of the members of the Task and Finish Group. The draft also comes to the Committee with the input of the Executive Team and has their full endorsement. It will be reviewed and refined on an annual basis and during Board effectiveness reviews.

3473 The Committee **APPROVED** the Board-Executive Communications Protocol to proceed to the Board of Trustees for formal adoption on 8 July 2026.

4) ANY OTHER BUSINESS

3474 **4.1) ANY OTHER BUSINESS**

3475 The University Secretary advised that the Royal Charter amendments had made it through stage one with the Privy Council and are now out to formal consultation before returning to the Pricy Council later in 2026 for final approval.

3476 The Board **APPROVED** minor updates to the membership lists in the Terms of Reference for the Academic Assurance Committee (V20.01), the Board of Trustees (V26.01) and the Nominations & Governance Committee (V15.01) for finalisation and republication as soon as possible.

ACTION: **Update the approved Terms of Reference and republish accordingly. [LH]**

3477 The Committee **NOTED** and **APPROVED** the planned process for Honorary and Associate Fellowship Nominations in 2026 as provided in paper 6.2.

3478 The Committee **NOTED** the planned process for the Register of Interests Review 2026 as provided in paper 6.3.

3479 The Chair extended his thanks to all committee members and to JEF/LH for continuing to manage the high volume of governance workload ongoing currently.

3480 No additional items of business were reported.

3481 **4.2) DATE AND TIME OF NEXT MEETING**

3482 The date and time of the next Nominations and Governance Committee will be Wednesday 7 October 2026 via Zoom.

5) MEETING CLOSE

3483 The meeting concluded at 11.46am.

Signed

Name Nick Hughes

Position Chair, Nominations & Governance Committee

Date 27 August 2026