

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 25 September 2019 6.00 pm
6SW1, Paddington Green Campus

Members Present: Alex Fyfe (Chair S&G), Jan Knight (Chair Rem), Laura Griffin, Tony Johnston.
In attendance: Nick Bell (CEO) for relevant agenda items only, Zoë Lawrence (Director of Governance).

1	<p>Welcome and apologies for absence Apologies had been received from Mary Elliott.</p> <p>AF sought that it be noted that she felt that there had been insufficient consultation on the chairing of this committee as a merger of the former Search & Governance and Remuneration Committees, and was unsupportive of the joint chair position. It was agreed that this would be discussed further outside of the meeting and alternative arrangements considered.</p>	
2	<p>Declarations of interest in the agenda items NB had a declared interest in agenda item 4a (CEO Objectives). ZL had a declared interest in agenda item 4c (Director of Governance Objective review). TJ had a declared interest in agenda item 4e (Chair remuneration review).</p>	
3	<p>Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i></p> <p>(a) The minutes of the Search and Governance Committee of 22 May 2019, and the Remuneration Committee of 29 May 2019 were approved as accurate records.</p> <p>(b) Members noted that the majority of the actions were completed. TJ reported that he had found the telephone meetings with all the individual governors insightful and useful. A few action points from them had already been taken forward including additional members on the Wembley & Willesden Project Committee. All governors except NW had taken part to date. AF asked that the chair's appraisal be included on the action list.</p>	
4	<p>Remuneration</p> <p>(a) CEO Objective Setting <i>(Draft objectives circulated in advance)</i> See Confidential Minutes</p> <p>(b) SPH Objective Setting See Confidential Minutes</p> <p>(c) Performance Review of the Director of Governance <i>(2018/19 Objectives circulated in advance – ZL left the room for this item)</i> See Confidential Minutes</p>	

	<p>(d) Draft Remuneration Report 2018/19 <i>(Draft report was circulated in advance)</i> See Confidential Minutes</p> <p>(e) Chair Remuneration Review <i>(A copy of the agreement and invoices processed to date were tabled at the meeting – TJ left the room for this item)</i> See Confidential Minutes</p> <p>(f) University Governors Remuneration Study This study had been shared for background reading only and was noted.</p> <p>JK left the meeting at 8.15 pm.</p>	
5	<p>Governance</p> <p>(a) Governance Risk Register <i>(Risk register was circulated in advance)</i> Members welcomed the reworked and improved governance risk register. The control measures needed further work and updating, plus a movement arrow will be included as a further column. TJ highlighted risk 11 (failure to maintain levels of student achievement and good student experience) as the current achievement rates for 2018/19 were still unknown. TJ said that he would be meeting with the Group Principal the following day and would press this issue and request sight of the raw data.</p> <p>(b) Draft Search & Governance Report 2018/19 <i>(Draft Report was circulated in advance)</i> ZL explained that this report, which set out the Search & Governance Committee’s work from the previous academic year was best governance practice. It would be shared with wider Corporation members in the papers for the 16 October meeting. Pending the checking of data on the KPIs the Committee was content to approve the report. Members decided not to publish the report this year so it would remain in internal document (but subject to FOI).</p> <p>(c) Governance SAR <i>(Draft SAR was circulated in advance)</i> ZL explained that this self-assessment was against the criteria set out in the AoC Code of Good Governance for English Colleges. Most areas were well evidenced for effectiveness, but there were a few gaps. These included EDI and community partnerships. Members were asked for their input and any recommendations for improvement actions. The SAR and the outcomes of the effectiveness questionnaire would be developed into an action plan for the next meeting of the Committee.</p>	

	<p>(d) Effectiveness Questionnaire – Summary of Responses <i>(A summary paper was circulated in advance)</i></p> <p>Members welcomed this summary, and it was noted that the feedback was more focused on the substance of governance issues rather than logistical and operational issues compared to previous years. The main areas of weakness included transparency on the objectives and appraisal of SPHs, risk and risk appetite, student voice, and community partnerships. It was noted that there was some consistency with the areas highlighted with the weaker areas in the SAR. TJ suggested that ZL approached SD for assistance in regard to community links. The results of this process would feed into the action plan.</p>	
6	<p>Search</p> <p>(a) Appointment of Audit Committee Co-opted Member</p> <p>ZL provided to the Committee the CV of Derrick Betts as a candidate for the position of the co-opted member to the Audit Committee. Members were impressed by the CV and agreed that he should be interviewed for the position. It was hoped that the interview could take place on 2 October and the position ratified at the October Corporation meeting. LG suggested that team working and collective responsibility be tested during interview.</p> <p>(b) Appointment of Student Governors</p> <p>The appointment of student governors was underway. A student governor for the Paddington Campus had been identified, and the election for the CNWL Campus had taken place the previous week. It was hoped that both governors would be able to attend the Corporation meeting on 16 October and the Strategy Day planned for 23 November.</p> <p>(c) Staff Governors</p> <p>ZL reported that one of the staff governors appointed in the Summer term had left employment at the college so would be unable to continue her role as a staff governor. It was agreed that a review of the other applicants for the role would be considered, and whether the position could be held open should it be an option for the employment status to be resumed. ZL undertook to take this forward.</p> <p>(d) New Governor Induction</p> <p>ZL explained that she was intending to arrange a new governor induction meeting with SLT members but thought it would be helpful to wait until after the Audit Committee member interview, so that new member could be included, but also to allow the new CEO some time in post. This would be organised for just after half term in early November.</p> <p>(e) Skills Audit <i>(Revised skills audit form was provided in advance)</i></p>	

	Members welcomed the improvements to the form and subject to some slight further amendments were content for the form to be issued at the October Corporation meeting.	
7	Any Other Business No items were raised.	
8	Dates of Future meetings 29 January 2020 The meeting closed at 9.00 pm	

Minutes taken by Zoë Lawrence 26/09/2019

SIGNED: **Date:**

Alex Fyfe, Chair Search and Governance

SIGNED: **Date:**

Jan Knight, Chair Remuneration

ACTIONS

Ref	Action	Owner	Status
4h (CF)	To conduct a self-assessment of F&GP Committee	ZL/AF	Partially complete
	To conduct the appraisal of the Chair	ZL/AF	
1	For the chairing arrangements of the Committee to be reviewed and agreed.	ZL/TJ	
4c	TJ to conduct the appraisal and objective setting for the Director of Governance	TJ	
4d	ZL to amend the remuneration report as discussed for approval at the Corporation meeting on 16 October	ZL	Complete
4e	ZL to draw together an appraisal of payment method options for the Chair's remuneration seeking appropriate advice as necessary.	ZL	WIP
5a	ZL to further update and improve the governance risk register.	ZL	Complete
5b	ZL to make the amendment to the Search and Governance Report and include in the papers for the 16 October Corporation meeting.	ZL	Complete
5c&d	ZL to produce an implementation plan in response to the governance SAR and effectiveness questionnaires	ZL	
6c	ZL to investigate options for the replacement of the staff governor.	ZL	

6d	ZL to make arrangements for new governor induction in early November.	ZL	In progress
6e	ZL to make the amendments to the skills audit form as discussed and re-issue at Corporation on 16 October.	ZL	Complete