

**CORPORATION BOARD of UNITED COLLEGE GROUP**  
**Minutes of a meeting of the Governance, Search and Remuneration Committee**  
**Wednesday 20 May 2020 6.00 pm by Zoom**

**Members Present:** Alex Fyfe, Jan Knight (Chair), Laura Griffin, Tony Johnston.

**In attendance:** Zoë Lawrence (Director of Governance).

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| <b>1</b> | <p><b>Welcome and apologies for absence</b><br/> Apologies had been received from Mary Elliott.</p>  |  |
| <b>2</b> | <p><b>Declarations of interest in the agenda items</b><br/> TJ declared interest in agenda items 4b Chair Remuneration and 4c Chair Appraisal and left the Zoom meeting for these items.</p>   |  |
| <b>3</b> | <p><b>Minutes of previous meeting</b><br/> <i>(Minutes and actions were circulated in advance)</i><br/> The minutes of the meeting held on 29 January 2020 (confidential and non-confidential), plus the minutes of the Special Meeting of the Committee held on 1 April 2020 were approved as accurate records and would be signed by the Committee Chair.</p>  |  |
| <b>4</b> | <p><b>Remuneration</b></p> <p><b>(a) CEO Performance Review</b><br/> See Confidential Minutes</p> <p><b>(b) Chair Remuneration review</b><br/> See Confidential Minutes</p> <p><b>(c) Appraisal of the Chair</b><br/> See Confidential Minutes</p>   |  |
| <b>5</b> | <p><b>Governance</b></p> <p><b>(a) Governance Risk Register</b><br/> <i>(Risk register was circulated in advance)</i><br/> ZL highlighted the risk movements in the risk register which included reducing the risk for the absence of the Director of Governance/Chair and the risk of meetings not be quorate. The risk concerning financial oversight had increased as a result of financial pressures in dealing with the coronavirus pandemic. It was noted that the mitigating action to provide management accounts on a monthly basis was not always delivered or that there was delay despite agreement at F&amp;GP that commentary on the management accounts in the months between meetings was not necessary. AF suggested that additional controls be requested for F&amp;GP to have sight of expenditure outside the budget forecasts to be able to understand the cumulative impact of this on resources overall. TJ agreed that this should be included in the risk register. AF briefed members who were not also members of the F&amp;GP Committee, that the budget had been recently reforecast to take into account the impact of reduced</p> |  |

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|  | <p>income as a result of coronavirus lockdown. There was now a significant shift from a small surplus to a near £1m deficit position by the end of the year.</p> <p>ZL reported that the lack of or delay in the Corporation receiving management accounts was one of the key risks recently identified as part of the Governance Structures and MI audit.</p> <p>TJ suggested that risks 1.1 and 1.2 concerning property and student facilities be increased following the news received that day informing the college of Lone Star/ Quintain’s moratorium on new investment until Q4 of the calendar year. ZL agreed to update the risk register accordingly. Members noted the risk register.</p> <p><b>(b) Governance KPIs</b><br/> <i>(KPIs circulated in advance)</i></p> <p>Members noted the KPIs and how the coronavirus lockdown had affected some area such as visits and exhibitions. Members asked if there was an intention for the college to offer an online exhibition this term. ZL agreed to look into this. LG asked how attendance at the strategy events were reflected in the KPIs. ZL explained that it was included under training. Members discussed whether there would be further events to continue the work on board culture following on from the strategy event in January. ZL advised that this had been put on hold during lockdown, but it may now be possible to reconsider the timing and content of this and whether it was possible face to face or would need to be conducted remotely. ZL agreed to discuss this further with TJ outside of the meeting.</p> <p><b>(c) Review of Standing Orders</b><br/> <i>(Draft amendments to the SOs circulated in advance)</i></p> <p>ZL explained that as the SOs had now been in place for two terms it may be opportune to review them to ensure they were fit for purpose particularly as there had been so many changes to the previous version. The main changes included the rights of co-opted members, making explicit the arrangements for video and telephone meetings, and updating the term of office of the Chair and Vice Chair from 1 to 2 years. Members were content to recommend the changes to the Corporation except for the proposed change concerning co-opted members at para 60 which it was preferred to retain. ZL agreed to action this for the Corporation meeting on 8 July.</p> <p><b>(d) Governance Structures and MI Audit</b></p> <p>ZL reported that the above internal audit had taken place during the last few weeks of April. A number of governors and the SLT had been interviewed as part of the process and extensive documentation had been provided in evidence. The draft report had been issued earlier that day, and was therefore not included in the papers as management had not had the opportunity to comment on it. The assurance was moderate which ZL considered to be a positive outcome. ZL provided a verbal report of the main recommendations which concerned delays to the provision of management accounts (as mentioned earlier in the meeting), the lack of availability</p> |  |
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|   | <p>and timeliness of longitudinal data for KPIs to allow the corporation and committees to see trends in year and between years; and the need for standardised formats for Committee Terms of Reference. ZL explained that the report also highlighted many areas of best practice in governance. The report would be shared with the committee once management had been able to respond and it would be included on the Audit Committee agenda on 10 June.</p> <p><b>(e) Governor Attendance</b><br/> <i>(Committee and Corporation register circulated in advance)</i><br/> Members noted the attendance levels, but in particular that Matthew Green’s attendance had tailed off during 2020 due to an increase in his responsibilities as a local councillor. TJ said that Matthew’s membership had always been of value, particularly for his community connections and insights. However, his lack of attendance this year would leave him disconnected from current issues for the college which was likely to impact on his ability to contribute. JK, who had buddied Matthew when he joined the Corporation, agreed to contact Matthew to discuss this with him in the first instance. Amish Nathwani’s attendance at meetings was also low, however, this was largely due to his commitments in India at the beginning of the year, which was known about on appointment. Amish is a co-opted governor and he had continued to be engaged with the college and contribute in other ways.</p> <p><b>(f) Revised Document Template</b><br/> <i>(Revised template provided in advance)</i><br/> ZL had developed a document template for committee papers in response to a request from this committee in March 2019. Feedback from a committee in November 2019 had suggested that further improvements be made to better draw out the strategic issues from the operational ones. These had been done. Members were asked for their views on the revised format for it to be used from September 2020. LG suggested that it may be helpful to include costs and timescales as appropriate. Pending these amendments members were content with the revisions to the template.</p> |  |
| 6 | <p><b>Search</b></p> <p><b>(a) Appointment of Members</b><br/> <i>(A paper was circulated in advance)</i><br/> At the previous meeting of the committee it was agreed to take forward a search for a member who was a chartered accountant. ZL had conducted a search as set out in the paper and five candidates had been identified. Out of these five one had withdrawn as they no longer felt that they were able to commit the time. Members agreed to discount the candidate who was a resident in Vietnam due to the high cost of travel expenses which would be unaffordable for the College, plus overall it was considered to be impractical in terms of involvement in college life. Members agreed not to take forward the application from the candidate who was not a chartered accountant even though he had a financial qualification. The remaining two candidates would be invited for interview. AF expressed concern about the potential</p>   |  |

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|   | <p>lack of relevant experience for one of these candidates which was noted. Further postings of the vacancy would continue in the event that an appointment was not made. TJ and LG offered to be on the appointment panel with NB. AF suggested that it may be worthwhile posting the opportunity with the Association of Corporate Treasurers (ACT). ZL agreed to do this.</p> <p><b>(b) Terms of Office</b><br/> <i>(Terms of office sheet circulated in advance)</i></p> <p>The current governors' terms of office were shared with members for information. ZL explained that this formed part of the succession planning process with the skills audit and other mechanisms. However, she pointed out that the Corporation did not have any succession planning guidance or policy, though many of the elements were in place. She was also mindful that there was no explicit succession planning for SLT members in place either. Members welcomed the terms of office information and noted that the end dates were now relatively well spread over the next 3-4 years mitigating against a significant number of governors leaving at the same time. AF suggested that it was also worth looking at individual committees to make sure that there was sufficient continuity at that level. Members welcomed the suggestion of succession planning guidance, both for governors and SLT.</p>   |  |
| 7 | <p><b>Any Other Business</b></p> <p><b>(a) FE Week article.</b></p> <p>An article from FE week on 8 May had been provided for information and discussion. It concerned a proposed Government FE White Paper due in January 2021 which was indicating that greater central control and powers may be granted iro FE institutions. There were a number of political dimension to this including resisting been seen to renationalise education verses securing assets for the national balance sheet in the post coronavirus recession. TJ said that the Corporation may want to consider its appetite for lobbying for the college to retain its independence, though there were diverging views on this. To achieve the current strategy it would be of benefit for the college to retain its existing constitutional freedoms.</p> <p><b>(b) Staff and Student Governor Support</b></p> <p>Following the offer of buddying support to new governors at the Corporation meeting in March, JK reported that she was now buddying the two new staff governors. This would involve her meeting with them prior to Corporation meetings. NB had also offered to meet with the staff governors ahead of the TLS Committee meetings. The difficulties and potential conflicts within the role of staff governor were recognised particularly the need to take a more strategic perspective. Additional support with Ronnie Malcom for staff governors was also being considered.</p> <p>AF enquired what support was in place for student governors. ZL explained that student governors were supported through the student engagement mechanisms</p> |  |

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|          | <p>at both campuses, which appeared to be quite effective. ZL also met with the student members as much as possible before meetings. AF suggested that committee chairs may want to make specific effort to engage with the student members outside the meetings. ZL suggested that it may be an option for Rose Sareami to be invited to be a co-opted governor next year, though she would no longer be a student at the college. The Committee were supportive of this.</p> <p><b>(c) HR Interface</b><br/>         LG reported that she was soon to meet with Claire Collins for an update on HR issues and would report back to the Corporation.</p> |  |
| <b>8</b> | <p><b>Dates of Future meetings</b><br/> <b>TBC</b></p> <p>The meeting closed at 8.40 pm</p>   |  |

Minutes taken by Zoë Lawrence 19/05/2020

**SIGNED:** ..... **Date:**

**Jan Knight, Chair Remuneration**

**ACTIONS**

| Ref       | Action  | Owner | Status                               |
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| <b>5a</b> | ZL to update points 1.9 and 1.12 on the risk register and discuss additional financial controls with SLT                                    | ZL    | <b>Complete</b>                      |
| <b>5b</b> | ZL to enquire if the college would be putting on a virtual art exhibition   | ZL    | <b>Complete</b>                      |
| <b>5b</b> | ZL and TJ to discuss proposals for Board Culture development and other training support for governors that was postponed due to coronavirus | ZL/TJ | <b>Complete</b>                      |
| <b>5c</b> | ZL to make amendments to the SOs as agreed and recommend to the Corporation for approval in July 2020                                       | ZL    | <b>Complete</b>                      |
| <b>5e</b> | JK to contact Matthew Green concerning his attendance at Committee and Corporation meetings   | JK    | <b>Complete</b>                      |
| <b>5f</b> | ZL to make the slight amendments to the document template and re-issue for September 2020   | ZL    | <b>Complete</b>                      |
| <b>6a</b> | ZL to arrange an interview panel for the two selected candidates.   | ZL    | <b>Complete</b>                      |
| <b>6a</b> | ZL to make a posting of the finance governor vacancy on the ACT website, and continue the search in other fora.                             | ZL    | <b>Complete / governor appointed</b> |
| <b>6b</b> | ZL to draft succession planning guidance for governors and SLT appointments for September   | ZL    |                                      |

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| <b>7b</b> | Rose Sareami to be offered a position as co-opted governor to the TLS Committee. | ZL | <b>Complete</b> |
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