



CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Search and Governance Committee
Wednesday 27 February 2019 6.30 pm
Boardroom, Paddington Green Campus

Members Present: Alex Fyfe (Chair), Tony Johnson, Jan Knight, Keith Cowell.

In attendance: Zoë Lawrence (Director of Governance)

1	<p>Welcome and apologies for absence There were no apologies; all members were present.</p>	
2	<p>Declarations of Interest in the agenda items No declarations were made.</p>	
3	<p>Minutes of previous meeting <i>(Minutes and action log were circulated in advance)</i> (a) The minutes of 7 and 29 November 2018, and 16 January 2019 were approved as an accurate record, except for a short addendum which would be made to the minutes of 7 November. (b) Action log – members reviewed the action logs and agreed that those actions which were now complete could be removed. Further action would be taken on the involvement of members in the student voice. ZL would also check the paper going to TLS on 4 March on learner voice and whether this fulfils the action. A revised and consolidated action log would be provided for the next meeting.</p>	
4	<p>Governance</p> <p>(a) Governance Risk Register <i>(Risk register was circulated in advance)</i> ZL had reviewed the governance risk register with the COO. A couple of risks had been taken out as these had been closed out, and a further risk concerning the new build programme at Wembley and Willesden had been included. Members commented that the residual impact of risk 1.2 relating to financial failure would not change given the absolute nature of the risk description. It was agreed that the impact in both the original and residual risk in this instance would be (5) catastrophic. Other comments were made in relation to the risk scores and mitigations for 1.3 and 1.4. It was agreed that ZL would further review the register for the next meeting.</p> <p>(a) Review of I&A <i>(Paper was circulated in advance)</i> ZL had reviewed the I&A and proposed changes to:</p> <ul style="list-style-type: none"> • Remove reference to parent governors • Change references from principal to CEO 	ZL

	<ul style="list-style-type: none"> • Include responsibility for the subsidiary company • Accommodate legal changes to the eligibility criteria • Update reference to the Audit Committee in line with the Post 16 Audit Code of Practice. • Remove any duplication and correct drafting errors <p>Members were provided with an annotated copy of the documents with the proposed changes in track changes. Any changes to be made regarding the appointment of staff governors would need to be completed at later date once a decision had been made concerning this (see 5(b)). Members were content to recommend the changes to the Corporation for approval.</p> <p>(b) Standing Orders <i>(Paper was circulated in advance)</i> ZL presented a short paper setting out the proposed changes she would like to make to the Standing Orders. This included:</p> <ul style="list-style-type: none"> • Removing duplication with the I&A • Removing items that should be in other policies • Including items that should be included and relevant annexes <p>Members welcomed this and that it would provide a comprehensive governance policy document which would be published on the UCG website. AF asked that the draft be returned to the S&G Committee at its next meeting before it was recommended to the Corporation for approval.</p> <p>(c) Code of Conduct/Eligibility Criteria ZL explained that the Charities Commission had made changes to the legislation which added new criteria for persons to be eligible to be governors (charity trustees). These also applied to SPHs. The changes came into effect in August 2018. This would mean that all governors and SPHs would need to re-sign the declaration covering the new criteria. Additionally, ZL had been unable to locate the signed copies of the code of conduct and sough agreement for this also to be re-issued for members to sign and return. Members agreed this.</p> <p>(d) Corporate Governance KPIs <i>(paper was circulated in advance)</i> Members reviewed the KPIs. Data in some instances was not available/ known due to staff changes. To encourage and support members in attending social events at the Colleges, ZL would ask the Principals for a list of events for the remainder of the academic year to which members could be invited. Safeguarding training and other training opportunities would be arranged and promoted with members, reminding them of the KPIs which had been agreed.</p> <p>(e) Paperless meetings ZL explained that work was in progress in regard to this. To date she had met with a virtual boardroom software provider, and seen an educational demonstration of</p>	<p>ZL</p> <p>ZL</p> <p>ZL</p> <p>ZL</p>
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	<p>Microsoft Teams. She had a further meeting with Microsoft to look at Teams in respect to leadership teams. She expressed concern that Teams may be overly complex and have functions that would not be used/ helpful. She had moved to distributing papers electronically through OneDrive already, and was encouraging members as much as possible to bring their devices to meetings. Pdf files could be annotated easily with Adobe Reader DC which was free to download. TJ was supportive of the virtual boardroom software and felt that it would be easier for the majority of governors to make the transition to electronic papers through the use of a specific system. This would cost in the region of £5000 plus costs for training and support. Concern was expressed about reliable access to wifi across all the campuses for internet access. ZL said that she would bring a paper to the next meeting of this committee once she had completed her research and received feedback.</p>	<p>ZL</p>
<p>5</p>	<p>Search</p> <p>(a) Appointment of Finance co-opted member <i>(Paper was circulated in advance)</i></p> <p>ZL was planning to set up a microsite on the Inspiring Governance website to attract interest in this governor post. The text for this was circulated for comment. Members were asked to let ZL have any comments as soon as possible so that the micro site can be set up. Any interested candidates would undergo the usual appointment process.</p> <p>(b) Appointment of Staff Governors</p> <p>A written resolution had been issued to change the appointment process for staff governors from one of election to application and interview. The written resolution received 8 votes in favour, 1 against and 7 abstentions. This was not a majority and therefore there was insufficient support to move this resolution. Members agreed that the next steps would be to have a full discussion on this at the next Corporation meeting on 3 April. The change required amendments to the I&A which needed full Corporation approval. Members were concerned that the absence of and the continued delay in appointing to these posts was a vulnerability for the Corporation. It was now not likely that these posts would be filled until towards the end of May. It was agreed that ratification of the appointments by written resolution may be useful. It was agreed that ZL would prepare a short paper for the Corporation setting out the points for discussion.</p> <p>(c) Induction for New Members</p> <p>ZL said that an induction event with the SLT for three of the new members had been arranged for Wednesday 13 March. Two of the new members had also attended the AoC new governor induction event at the end of January. All the new governors had attended the Strategy day on 26 January. Further visits and training would also be planned.</p> <p>(d) Support for Student Governors</p> <p>ZL said that she was building positive relationships with both student governors. She had met with Josh already, and had arranged to meet Ravina the following week.</p>	<p>ALL</p> <p>ZL</p>

	<p>Email correspondence was good, and she was sending them relevant supportive articles from the NUS as well as other sector information.</p> <p>(e) Succession Planning</p> <p>AF referred to a paper the previous clerk had prepared on succession planning which may be helpful to review and update. ZL sought what intentions were to replace JP and SH as they were planning to stand down as governors in the Summer. JP was the Chair of the Audit Committee. JK offered to take the role as Chair of the Audit Committee from September. TJ said he would speak further to SH concerning a replacement with HR expertise.</p>	TJ
6	<p>Any Other Business</p> <p>TJ shared with members the news received earlier that day that KC was going to resign from his post as CEO of the Group. Following a 6 month notice period his tenure would end on 31 August 2019. Members thanked KC for his significant contribution and expressed their gratitude for the enormous impact KC had made to the delivery of the Group's objectives and future success. They were saddened to hear of his planned departure. Concern was expressed at being able to appoint a high calibre individual to the post and the impact that this process might have on existing leadership personnel. ZL agreed to liaise with the Head of HR swiftly to appoint an agency to secure the appointment.</p> <p>Self-evaluation</p> <p>A meeting of the Committee Chairs had taken place prior to this Committee meeting. Various actions had been agreed which would be monitored by this committee. These included:</p> <ul style="list-style-type: none"> • To compile a summary of the skills audit returns to provide an overview and to identify any gaps. • To send link to KCSIE Part 1 and require all governors to read it and confirm to ZL that they have done so • To look into providing an online training programme on safeguarding for all governors to complete • Arrange a face to face safeguarding training session open to all governors • To design a paper template of no more than three pages to set out the issue, highlight main points, what these mean/ the impact, and what action is being taken to address/ resolve. The template to be piloted. The paper should not require the reader to look elsewhere for supplementary information - all key points should form part of the main paper; nevertheless, access to further detail should be readily available for governors to scrutinise, if they so wanted. • CEO Report at each Corporation meeting to be used as main vehicle for strategic and sector wide information. To be first agenda item on agenda. • Use of 'Grey box' items on the agenda. Improved management of business cycle and delegation. Include indicative timings on the agenda. • Training opportunity to be developed on challenging questioning 	

	<ul style="list-style-type: none"> To prepare a paper for S&G to consider individual governor appraisal options, feedback from SLT. Use of AoC governor appraisal tools. 	
7	Dates of Future meetings Wednesday 22 May 2019 The meeting closed at 9 pm	

Minutes taken by Zoë Lawrence 28/02/2019

SIGNED: Date:

Alex Fyfe, Chair Search and Governance Committee

ACTIONS

Ref	Action	Owner	Status
5 16/1	TJ would follow up Simon Haben's offer to identify new member with HR expertise to replace him when his term of office ends in the Summer.	TJ	Complete
4(a)	ZL to further review the risk register to reflect comments from members for the next meeting of the Committee	ZL	Complete
4(c)	ZL to prepare draft of Standing Orders for review at the next meeting	ZL	
4(d)	ZL to reissue the Eligibility Declaration form and Code of Conduct Form for all members to sign.	ZL	Complete
4(e)	ZL to seek list of college events and training opportunities and promote these with members.	ZL	Complete
4(f)	ZL to prepare a paper on paperless meeting options for the next meeting.	ZL	
5(a)	Members to pass any comments on the text for the finance position to ZL as soon as possible. ZL to set up microsite on Inspiring Governance.	ALL/ZL	Complete (Microsite live 07/03/2019)
5(b)	ZL to prepare a short paper on the appointment of staff governors for the Corporation meeting on 3 April	ZL	Complete
6	ZL to liaise with Head of HR on the recruitment process for new CEO	ZL	Complete
6	ZL to take forward actions from Chairs meeting	ZL	
	ACTIONS CARRIED FORWARD FROM ACTION LOG		
09/2017	Consideration to be given to how members might become most effectively involved in the student voice.	CEO	