



CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Search and Governance Committee
Wednesday 22 May 2019 6.30 pm
Boardroom, Paddington Green Campus

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

In attendance: Zoë Lawrence (Director of Governance)

1	<p>Welcome and apologies for absence Apologies had been received from Jan Knight.</p>	
2	<p>Declarations of interest in the agenda items Members noted that they were reviewing governor policies, as governors themselves, and declared this interest.</p>	
3	<p>Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i> (a) The minutes of 27 February 2019 were approved and signed as an accurate record. (b) Members noted that the majority of actions had been completed. The main outstanding item concerned online/ face to face safeguarding training for all members. ZL proposed that this be postponed to September as a training event had already taken place this term, and the schedule was currently tight due to the appointment process for a new CEO. Postponing to September would also enable the inclusion of new members currently being appointed. Concern was expressed in having the training completed ahead of an Ofsted inspection. This was acknowledged and the intention would be for it to take place as early in September as possible. It was noted that a copy of Keeping Children Safe in Education (KCSIE) Part 1 had been sent to all members and they had been asked to confirm that they had read it. The item concerning the student voice had been taken forward through the TLS Committee.</p>	
4	<p>Governance (a) Policies for recommendation to the Corporation I. Governor expenses policy <i>(A draft policy was provided in advance)</i> Policy documentation was currently absent and so this policy had been prepared to fulfil best practice requirements of the Charities Commission for members in their role as trustees. In reviewing the policy, members suggested that the mileage rate included needed to correspond with that used by the College for staff. It was agreed that this should be checked. . It was acknowledged that in the light of the policy being made available that it may result in an increase in expenses claims. This had been planned for in the governance budget. Online Oyster journey records would be acceptable in the absence of a receipt for this type of travel. Where travel was by car, the cost by public transport should be referenced and compared to the mileage reimbursement cost calculated, with the</p>	

lower of the two being claimed. The reference to car insurance was queried. Members agreed that the signatories for member approval be the budget holder (Director of Governance) and the Chair, and for the Chair to be the budget holder and the Chair of Audit. Members were content to recommend the policy to the Corporation for approval.

II. Conflict of Interest Policy

(A draft policy was provided in advance)

This policy had been largely updated to reflect new job titles. No other significant changes had been made. In para 7.3, it was agreed that the Corporation would be required to approve any applications to the Charities Commission for consent for any member to receive remuneration, and that reference to Principal in that para would be amended to CEO. Subject to these amendments, the committee was content to recommend the policy to the Corporation for approval.

III. Training and Development Policy

(A draft policy was provided in advance)

ZL pointed out that governor mentoring had not been included in the policy, as she was keen to assess the number of governors who were experienced, to be able to mentor the newer governors. This was particularly in light of the fact that over half the members would have been appointed in the last 12 months. Members recognised this issue. It was agreed that para 1.2 be less prescriptive in that some members would struggle to attend learning walks and target review meetings which take place during the working day and for alternative ways in which members can contribute would be noted. Para 2.2 was also to be amended to require courses to be booked by the Director of Governance to be able to control budget spending. Pending these amendments the committee was content to recommend the policy to the Corporation for approval.

b) Standing Orders/ Terms of Reference

(Draft documents were provided in advance)

ZL explained that the Standing Orders and ToR had been rewritten. This provided a comprehensive review which reduced duplication, used terms consistent with the I&As and other relevant policies, provided clarity on delegation, and responsibilities for each committee, whilst ensuring that the regulatory and statutory obligations were prioritised and clear. The main changes to the ToR were the merger of Search and Governance with the Remuneration Committee and for there to be a transition towards the membership of this committee comprising the Committee Chairs. It was acknowledged that membership and Chairs of committees would not be able to be confirmed until after this current recruitment process had concluded. The Audit Committee ToR were largely unchanged as these were prescribed through the Post 16 Audit Code of Practice. The Property Development Project Group ToR were for the next phase of the project, and this had then impacted on the ToR for F&GP.

The following amendments were agreed:

- More detail be included in the SOs for the use of Chair's action as this was insufficiently distinct, and how this would differ from a written resolution.
- Length of meetings would aim to be no longer than three hours.
- Chair's action in regard to the longer serving Vice Chair if there was more than one, in absence of the Chair. This would be the Vice Chair who has served as Vice Chair the longer, not served as a member the longer.
- Appointment process for governors to include an interview.
- Staff governors' inclusion on discussions on pay and conditions of all staff (other than SPHs) would be amended not to require them to leave the discussion, but to make clear that they could be part of the discussion but not have a vote on the issue. It was felt important for staff governors to be valued in the same way as other members. However, should an individual's performance or remuneration be discussed the same requirements for SPHs and the Director of Governance would apply.
- The role description for the Chair in the annex would be amended to reflect the description on which TJ was appointed.
- The appointment process for members would be amended to say pre-appointment rather than pre-employment checks and similar.
- The annex on powers of the Director of Governance should the Corporation act beyond its powers will be amended to include the acting accountable officer in the absence of a CEO.

On the ToR members provided the following feedback:

- To review the number of members at TLS Committee for quorum, for this to be at least two independent members (excluding student and staff members)
- That the Property Committee be named the Property Development Project Group. The regularity for these meetings to be discussed with Nick Petitt and David Pigden.
- That the requirement to ensure the build programme is within budget and delivered on programme is included in the ToR.
- For powers for the Project Group to approval legal contacts be removed.
- For the strategic aspect of a merger proposals to be included in the F&GP ToR.
- For responsibilities for health and safety and business continuity to transfer to Audit Committee – to rebalance the workload between Audit and F&GP.
- To transfer marketing from F&GP to TLS Committee.
- Rephrase assist to ensure for paras 13 – 15 in the F&GP ToR.
- Check the position of the Students Union and update F&GP ToR in respect to the SU accounts.

Pending the amendments, members were content for the SOs and draft ToR to be recommended to the Corporation at the meeting in July. It was noted that the ToR were draft and would need to be reviewed and agreed by each committee and then finally approved by the Corporation at the October 2019 meeting.

c) Committee Structure 2019/20

(A table setting out the proposed committee structure was provided in advance)

Members noted this summary of the Committee Structure and how it was reflected in the ToR.

d) Committee Dates for 2019/20

(List of proposed dates provided in advance)

Members noted that it was proposed for a higher frequency of Property Development Project Group meetings, a joint Audit /F&GP meeting to approve the Financial Statements, and fewer meetings overall with the merger of Search and Governance and Remuneration. Members requested that the F&GP meeting be as close to but just before the Corporation meeting each term; and that the Corporation meetings be as towards the end of term as possible. Checks would be done iro the availability of the management accounts so these were available for F&GP meetings, together with assessment points for TLS Committee. It was acknowledged that it may not be possible to do this in all cases, but it was hoped a best fit would be achieved.

e) Governance Risk Register

(Risk register provided in advance)

Members all shared concerns that this document did not achieve the purpose it set out to, in assisting the Corporation to identify and mitigate against risks. It was agreed that ZL would reconsider it and compare it against other FE College risk registers and take advice on the best way to proceed.

TJ left the meeting at 20.40.

f) Corporation Governance KPIs

(KPIs provided in advance)

Members noted that good progress was being made on governor attendance and that 100% of members' DBS disclosures were complete. Data was incomplete for governor attendance at a social event / exhibition, and attendance at a curriculum event in the year. It was acknowledged that it was not always possible for some governors to attend meetings during the working day. Attempts would be made to include an event around the time of a Corporation meeting to make it easier for members to participate.

g) Paperless meetings

(Paper provided in advance)

ZL had prepared a short note summarising a range of options including Microsoft Teams, One Drive and two commercial company board packs. The commercial software options had different pricing structures, one per user licence and one by number of committees. Both commercial offers used Adobe Reader for annotating documents. The College already holds a licence for this. Feedback from new members on the use of OneDrive had been positive and suggestions had been made to improve that further. The commercial software options were mainly a document depository like OneDrive, but they were also able to create board packs (a single pdf document with all the

	<p>papers). ZL said that she found board packs very unhelpful as papers needed to stand alone and be easily retrieved as separate documents. Following further discussion it was agreed that ZL would continue to use OneDrive and enhance it further and consider creating a governor Sharepoint site. It may also be possible to improve access to papers by including links on the agendas. This would be kept under review.</p> <p>h) Individual Governor Appraisal <i>(Guidance provided in advance)</i></p> <p>ZL had provided to the Committee a copy of the AoC guidance on governor appraisal for members to consider. It was agreed that TJ should do the same as the previous year and hold individual meetings with each member. It was noted that these were likely to be development rather than appraisal meetings given the number of newer members. It was also noted that an appraisal of the Chair should be undertaken, as it had already been agreed by the Corporation.</p> <p>In addition to the individual reviews, ZL said that she would conduct an assessment of practice against the AoC Code of Good Governance, a self-assessment of the Finance Committee, and also send the governance self-assessment questionnaire to governors. AF noted that the questionnaire used previously reflected the existing Ofsted framework and thought that a different questionnaire may be more appropriate going forward, as the Ofsted framework was changing. ZL undertook to look in to this and provide alternatives for consideration.</p>	
5	<p>Search</p> <p>(a) Appointment of Finance co-opted member Prior to the meeting two interviews had been conducted for a further finance member. Additional interviews would be taking place for this position on 19 June before the final selection would be made.</p> <p>(b) Appointment of Staff Governors Four applications had been received for the position of staff governor. Interviews were to be taking place on 19 June. It was agreed that all 4 applicants would be interviewed. It was noted that there was one candidate from CNWL, and three from CWC. All were academic members of staff.</p> <p>(c) Co-opted member for Property Development Project Group TJ had had an initial meeting with Cathy Bird, who is an experienced FE governor, but also has extensive knowledge and experience of estates build projects in education. Cathy will be attending for interview on 19 June.</p> <p>KC left the meeting at 9.15 pm. The meeting from this point was no longer quorate.</p> <p>(d) Skills Audit – Succession planning <i>(Skills matrix provided in advance)</i></p>	

	The matrix provided set out the self-reported data from the skills audit forms to provide an overview. It included the data from newly appointed members. From it, it was possible to identify skills shortages, and training and development needs. Queries were raised on the clarity of the skills criteria. ZL made reference to an alternative skills questionnaire which was more based around the governor competences. This would be considered and whether a new skills audit form be used from September.	
6	Any Other Business No items were raised.	
7	Dates of Future meetings TBC The meeting closed at 9.30 pm	

Minutes taken by Zoë Lawrence 23/05/2019

SIGNED: **Date:**

Alex Fyfe, Chair Search and Governance Committee

ACTIONS

Ref	Action	Owner	Status
3b)	Safeguarding training for all members to be arranged for September 2019	ZL	Complete
4a)i	To include the expenses claim form as an annex to the policy and check mileage rates are consistent. Include on Corporation agenda in July for approval.	ZL	Complete
4a)ii	To complete amendments to para 7.3 of the Conflicts of Interest Policy and include on Corporation agenda in July for approval.	ZL	Complete
4b)	To make the amendments to the SOs and ToR as indicated and include the next version for the Corporation meeting in July for approval. For each committee to review and agree their ToR.	ZL	Complete
4d)	To make amendments to the date for the committee meetings in 2019/20 and include on the agenda for the July Corporation meeting	ZL	Complete
4e)	To conduct a review of the governance risk register to develop a version more fit for purpose.	ZL	Complete
4h)	To conduct individual meeting with each member and report key themes back to committee	TJ	Complete
4h)	To prepare an assessment of governance practice of UCG against the AoC Code of Good Governance Requirements	ZL	Complete

4h)	To conduct a self-assessment of F&GP Committee	ZL/AF	Partially complete
4h)	To review the self-assessment questionnaire and re-issue agreed version.	ZL	Complete
5d)	To look at alternative skills audit questionnaires for re-issue in September.	ZL	Complete