

**CORPORATION BOARD of UNITED COLLEGES GROUP**  
**Minutes of a meeting of the Governance, Search and Remuneration Committee**  
**Wednesday 08 March 2023 6.00 pm by Zoom**

**Members Present:** Laura Griffin (Chair), Franklin Asante, Tony Johnston, Colin Smith, Derrick Betts

**In attendance:** Zoë Lawrence (Director of Governance), Stephen Davis\*

\*in attendance for relevant agenda items

<b>1</b>	<p><b>Welcome and apologies for absence</b></p> <p>LG welcomed everyone to the meeting. FA joined the meeting at 6.15 pm, otherwise there was 100% attendance.</p>
<b>2</b>	<p><b>Declarations of interest in the agenda items</b></p> <ul style="list-style-type: none"> <li>• SD had a conflict of interest in item 5a and left the meeting as necessary during this item.</li> <li>• ZL had a conflict in item 5a and left the meeting for this item. TJ recorded the minute.</li> <li>• Members noted the potential conflicts in item 7b as the renewal of the terms of office related to three of the members in this meeting.</li> </ul>
<b>3</b>	<p><b>Minutes of previous meeting</b>  <i>(Minutes and actions were circulated in advance)</i></p> <p>The confidential and non-confidential minutes of the meeting held on 28 September 2022 were approved as an accurate record.</p> <p><b>Matters arising</b></p> <p>Most of the matters arising from the previous meeting had been actioned or were covered elsewhere on the agenda. The skills audit would be further reviewed following the next round of appointments due later this month. It was agreed that a developmental session for the members of this committee may be best done at the beginning of the Autumn term or in relation to a specific issue.</p>
<b>4</b>	<p><b>Committee Review – Common Themes/Interrelated issues</b></p> <p>This item was an opportunity for members of this committee who are all committee chairs to discuss any issues and see if there are any common themes across the committees, not just in terms of practical arrangements but also content. CS commented that the business of the TLS Committee as core business should be woven through all committees and the other members confirmed this as a priority. Members noted that the previous year they had raised issues about the quality of the papers and the presentation of the risk registers. These had since both been reviewed as a result and members noted that the papers were much improved, shorter and easier to understand, though more work was needed on occasion to the way they were presented. Members agreed that as chairs they would make it clear that the papers has been read, and that presenters were to provide a summary of the main points for the committee, allowing the main time for the item to be focused on discussion and questions. In writing the papers the summary of no more than 200 words was key. Further training for middle/senior managers was to be completed soon on preparing board papers.</p>

	<p>Members commented on the value of the pre-meeting with the executive to go through the papers, be clear on the purpose of the agenda item and the opportunity to seek any clarifications in advance.</p> <p>Members also discussed the interface between the committees and the corporation and whether this could include a brief overview and commentary from the committee chairs. It was agreed to further discuss this outside of the meeting with TJ.</p>
<p><b>5</b></p>	<p><b>REMUNERATION</b></p> <p><b>(a) CEO and SPH Objectives – mid-year review</b>  <i>(Paper circulated in advance)</i>  See Confidential Minutes</p> <p><b>SD left the meeting at this point in the agenda.</b></p> <p><b>Director of Governance Objectives</b>  <i>(Paper circulated in advance)</i>  See Confidential Minutes</p> <p><b>(b) ONS Reclassification – Senior Pay Controls</b>  <i>(Paper circulated in advance)</i>  See Confidential Minutes</p>
<p><b>6</b></p>	<p><b>GOVERNANCE</b></p> <p><b>(a) External Governance Review (EGR) - Update</b>  <i>(Paper circulated in advance)</i>  ZL provided an update on the EGR as set out in her paper. She explained that this had been out to tender in February to a field of 12 organisations. Four had tendered and following discussions with the Chair and CEO, and scoring of the tenders against criteria, it was agreed to offer the work to Rockborn. This tender also represented the best VFM and was affordable within budget allocations. The review would be starting imminently and ZL reminded members that they may be contacted to contribute to the process. Members welcomed the update.</p> <p><b>(b) AoC Code of Good Governance – Consultation</b>  <i>(Paper and draft code circulated in advance)</i>  ZL provided a summary of how the AoC were in the process of reviewing their Code of Good Governance and that it was currently out for a month’s consultation. The new code was significantly different to the older one reflecting the new FE policy landscape and attempts to make the new code more fit for purpose. ZL invited members to comment on the code as part of the exercise. It had also been shared with the wider governing body for the same. Members appreciated this work and looked forward to seeing the final version with view to adopting it going forward.</p>

	<p><b>(c) Governance Risk Register</b> <i>(Document circulated in advance)</i></p> <p>This was provided for information. ZL explained that a small number of risks had reduced slightly as a result of the Ofsted inspection and the ONS reclassification of colleges though were still at tolerance level. The risks associated with the financing of the Wembley project had reduced as a result of DfE offering to replace the commercial borrowing with cheaper loans. The work in response to the Ofsted inspection in November was also making progress and it was anticipated that the college would be able to self-assess as good by the end of the Summer term. Members queried how this aligned with the SPH objectives, and that the language on insolvency could be amended in light of the ONS reclassification. ZL agreed to look at this for the next version, bearing in mind that this review of the risk register was completed ahead of the audit Committee on 1 March and therefore before the SPH objectives paper had been issued. Members noted the Risk Register.</p> <p><b>(c) Governance KPIs</b> <i>(Report circulated in advance)</i></p> <p>ZL reported progress against the KPIs which was reasonable at the point in the academic year. Progress had been made on increasing the number of female governors which was positive. Members noted the KPIs.</p>
7	<p><b>SEARCH</b></p> <p><b>(a) Audit Committee member appointments</b></p> <p>At the time of the papers being issued for this meeting there had been quite a bit of movement on this hence a verbal item. ZL was able to report that five applications from a good field of candidates had now been received for this vacancy and the interviews were planned to take place on Tuesday 21 March with ratification of the appointment at the Corporation on 29 March. She checked that DB was content with the proposed candidates for interview as Audit Committee Chair, which he confirmed. Members were impressed with the good field of candidates.</p> <p><b>(b) Members' Terms of Office</b> <i>(Paper circulated in advance)</i></p> <p>See confidential minutes</p> <p><b>(c) Student Engagement in Governance</b> <i>(paper circulated in advance)</i></p> <p>This paper set out a range of activities intended to increase the Corporation's interface with students. It also included a different approach to recruiting student governors from progressing students and encouraging student governors to do the role for a two year term where this was possible. It was noted that one of the student governors, Kieran Joseph had recently moved to another college, so this vacancy could be filled now in this way. DB asked if it was possible for student governors to remain post-graduation. ZL said that this was not possible without a change to the I&amp;A, but could be considered. It would also depend on the willingness of the student to do so. CS commented how the link governor scheme was providing a helpful interface and that more may be possible through that. TJ noted the</p>

	intention to appoint a student leader as an apprentice to the executive team and that there would be a role for them in relating to the corporation. It may be that this person is also one of the student governors. Caution was expressed about the digital chat option having clear parameters in how it was used and what it would be for. It was suggested that this chat be between the Students' Council and the Corporation members. ZL thanked members for their thoughts and said that this paper had the support of the CEO and she had a meeting with the deputy principle the following week to take it forward. She was conscious of resource constraints and said that it may need to be taken forward in stages initially. Members welcomed the paper.
<b>7</b>	<b>Any Other Business</b>  No items were raised.
<b>8</b>	<b>Dates of Future meetings</b> 07 June 2023  The meeting closed at 8.09 pm

Minutes taken by Zoë Lawrence 13 March 2023

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

**Laura Griffin, Chair**

#### **ACTIONS**

<b>Ref</b>	<b>Action</b>	<b>Owner</b>	<b>Status</b>
<b>5b (Sept 22)</b>	Weighing and prioritisation of skills to be considered in the Skills matrix	ZL	<b>Complete</b>
<b>7 (Sept 22)</b>	Programme for a committee chairs development event to be taken forward.	ZL	<b>Sept 2023</b>
<b>5(a)</b>	To consider the merit of a separate meeting to discuss objective setting process/ re-plan for SPHs.	ZL/LG	<b>Complete</b>
<b>6(c)</b>	To make the suggested updates to the next version of the governance risk register	ZL	<b>Complete</b>