

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 27 September 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

1	<p>Welcome and apologies for absence</p> <p>LG welcomed everyone to the meeting. There was 100% attendance.</p>
2	<p>Declarations of interest in the agenda items</p> <p>SD had a conflict of interest in item 4a and would leave the meeting as necessary during this item. CS declared an interest regarding one of the governor candidates that he knows and had put forward for the role.</p>
3	<p>Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i></p> <p>The confidential and non-confidential minutes of the meeting held on 31 May 2023 were approved as an accurate record.</p> <p>Matters arising</p> <p>Matters arising from the previous meeting had been actioned or were covered elsewhere on the agenda.</p>
4	<p>REMUNERATION <i>(Papers circulated in advance)</i></p> <p>(a) CEO and SPH Objectives See Confidential Minutes</p> <p>(b) Remuneration Annual Report</p> <p>ZL presented this report which was prepared to comply with the SPH Remuneration Code which had been adopted by the College. The report was in a similar format to that of previous years and reported on the remuneration decisions and approaches to it for the academic year. SD commented that the figures relating to his remuneration were incorrect. ZL said that she would go back to finance colleagues on this. CS noted the lowest salary as part of the median pay multiple calculation had increased more than the pay award. He also asked which staff groups were included in the calculation. SD explained that some of the increase was as a result of the adjustments to staffing in moving some HPLs to permanent posts, and also adjustments for equal pay. ZL explained that the calculation included all staff directly employed by the college, excluding casuals. Staff employed by our contractors for cleaning and catering were not included. DB asked if the pay award was included. SD confirmed that the consolidated pay award element for 2022/23 was included. Members noted the report.</p>
5	<p>SEARCH</p>

	<p>a) Governor Appointments <i>(Applications of potential candidates provided)</i></p> <p>ZL explained that there was a vacancy on the TLS Committee following the resignation of Angela Drisdale Gordon in July 2023. Angela was also the EDI governor. Since the Summer Grethe Woodward had also indicated her intention to stand down as of 31 December 2023. This would leave two vacancies on the TLS Committee and also for the Safeguarding governor role currently fulfilled by Grethe.</p> <p>ZL provided information on three potential candidates, two were from the schools sector and the third from FE. There was interest in the EDI and safeguarding roles from these candidates. TJ noted the gender mix of the candidates and that this needed to be taken into account. SD and CS expressed concern about the lack of FE experience from the two schools-based candidates and that their preference would be for FE practitioners. It was agreed that the members would further review the applications provided and advise which candidates would be put forward for interview on 09 October. Whilst EDI considerations were important LG reminded the committee of the need to appoint based on merit for the benefit of the college and its students.</p> <p>SD left the meeting</p>
6	<p>GOVERNANCE <i>(Documents circulated in advance)</i></p> <p>(a) External Board Review – Draft Report</p> <p>ZL presented the near final version of the draft External Board Review report on behalf of Melissa Drayson who was unable to attend this meeting. ZL summarised the main findings of the review and thanked those present for their contributions to the process. She also asked members’ views on whether the report should be published in full or a summary. DB asked if the views presented in the report were those of the reviewer or the collated expressed feedback of governors. ZL said that it represented the multiple sources of information that the reviewer had tapped into during the course of the review which had drawn out these themes and suggested areas for enhancement. FA said that he thought it was a good report and a useful exercise completed by a third party and gave a fair reflection of the governance practices. He thought it would be important to apply what fits with UCG’s culture and approach rather than implement all suggestions. He was not against publishing the report in its entirety.</p> <p>LG commented that it was positive that UCG had good governance compliance and positive practices. She challenged how this could be developed more to drive improvements in the college to move from RI to good for Ofsted. CS commented on the strength and value of the link governor programme and the career cluster briefings at each TLS committee meeting and how this was instrumental in allowing governors to triangulate information and not have a single conduit through the CEO/Principal for this.</p> <p>TJ congratulated the influence of ZL in sourcing the external reviewer and was appreciative that this person saw multiple ways of approaching governance practice and was not overly</p>

prescriptive in her approach. He mentioned that one of the recommendations of an earlier draft, which had since been taken out, was timed agendas. He had pushed back on this as he felt that this did not allow a full and open discussion and it was the judgement of the chair to know when to curtail discussion and move the agenda on.

(b) Governance Improvement Plan

This paper considered the suggested enhancements from the External Governance Review, but also took into consideration actions carried over from the previous year on staff and student engagement in governance, an assessment against the new AoC Code of Good Governance, and other feedback provided by the SLT and governors. At this stage it was still a collection of thoughts, and ZL welcomed the committee's input to develop this further.

Members noted the main action from the External Review centred on the links between the Committees and Corporation and the suggestion that committee chairs report back to the Corporation. TJ suggested that this be considered carefully and possibly have a separate discussion about how this would work in practice. Concern was expressed by a number of members about how this might increase the committee chairs' workload and cause discussions and decisions from committee meetings to be unnecessarily re-opened. It was noted that the Grey Box was used for committee minutes and any key committee papers to be shared for information already. It was suggested that to prevent the executive member repeating the presentation from committee that the approach be endorsed that the papers are taken as read and the presenter has a time limit of a few minutes to highlight the main points of the paper to allow more time for discussion and help address any time management issues.

ZL thanked members for their comments and would develop this work further.

(c) Governance Risk Register

ZL presented a completely revised risk register for governance which focused on current risks aligned with the non-delegable responsibilities of the Corporation in the I&A. Many of the low level risk items from the previous version had been closed out. She noted how similar this may now be to the Strategic Risk Register, and sought members to sense check it against their perceptions. Members were supportive of this revised approach. The risk register was noted.

(d) GSR Annual Report

ZL presented the GSR Annual report which reported on the activities of the committee, including governance KPIs. CS noted that the KPIs relating to link governors was at 92% but the interaction of governors with students was low. ZL explained that these two measures were separate in that the Link Governor activity with students was not included in the other KPI measure. The lower interaction with students and the governing body was noted. It was suggested that it may be possible for governors to meet with learners face to face before the Corporation meetings. ZL said that she would look into this.

(e) Standing orders – GSR Terms of Reference

ZL explained that the Standing Orders were due review and she presented a number of updates which were mostly in response to the ONS reclassification of colleges and updates

	<p>following the revised strategic plan. She also asked the committee to consider the proposed changes to the ToR and to take an overarching view of the ToR as a whole for the committees. TJ queried the amendments to the Lead Governor roles on page 22 as these had been changed to focus on SEND and Safeguarding Lead governors. ZL explained that these changes were to reflect government requirements now in place. The Committee resolved to recommend the proposed changes to the ToR to the Corporation for approval.</p> <p>(f) Conflicts of Interest Policy This policy was due for review. ZL said that she was not proposing any changes. The Committee resolved to recommend the policy to the Corporation for approval.</p> <p>(g) Governor Code of Conduct UCG uses the Eversheds Governor Code of Conduct. It had recently been updated to reflect the ONS reclassification of colleges and new terminology used by the DfE. ZL sought the Committee’s support to adopt this new version. There were no changes to the responsibilities or desired behaviours of governors so she was not seeking for it to be re-signed by existing members but to be used for new appointments going forward. The Committee resolved to recommend the Governor Code of Conduct to the Corporation for approval.</p>
7	<p>Any Other Business</p> <p>Committee Chairs’ Development ZL reminded members of the commitment to reconsider this at this point from the prior year. She asked if a session for chairs, and aspiring chairs would be welcome, what topics they would like to cover and the format of the event. It was agreed that it would be useful to take place in the evening by Zoom. A facilitator would be helpful. Topics may include agenda time management and board impact. ZL agreed to take this forward.</p>
8	<p>Dates of Future meetings 06 March 2024</p> <p>The meeting closed at 8.02 pm</p>

Minutes taken by Zoë Lawrence 28 Sept 2023

SIGNED: **Date:**

Laura Griffin, Chair

ACTIONS

Ref	Action	Owner	Status
4	ZL to correct the salary information in the remuneration report.	ZL	Complete
5	Members to provide comments on the candidates to interview for the TLS vacancy.	All	Complete
7	ZL to take forward a Chairs’ Development session	ZL	In progress