

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 29 September 2021 6.00 pm by Zoom

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

In attendance: Zoë Lawrence (Director of Governance), Nick Bell CEO*

*in attendance for relevant agenda items

1	<p>Welcome and apologies for absence LG welcomed everyone to the meeting. There was 100% attendance.</p>
2	<p>Declarations of interest in the agenda items</p> <ul style="list-style-type: none"> • NB had a COI in item 4a and 5a and was not present for these items • TJ had a COI in item 5b and left the meeting for that item • ZL had a COI in item 5c and left the meeting for that item. TJ recorded the discussion for the minutes in the absence of the Director of Governance.
3	<p>Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i> The confidential and non-confidential minutes of the meeting held on 19 May 2021 were approved as an accurate record for signing.</p> <p>Matters arising had been completed or were covered elsewhere on the agenda.</p>
4	<p>SEARCH</p> <p>(a) CEO Post – Recruitment Update <i>(Paper circulated in advance)</i> See Confidential Minutes</p> <p>(b) Corporation Membership Changes <i>(Paper circulated in advance)</i> ZL updated the Committee on the changes to the Corporation membership over the Summer, in particular that Cathy Bird had stood down as a member. ZL also informed the committee that it was Lee Horsley’s intent to stand down at the end of the academic year. This left a skills gap in relation to construction and estates projects which would be a priority area for recruitment. LG also commented that educationalist expertise within independent members was also diminishing and we may want to look at that going forward.</p> <p>(c) Skills Audit <i>(Paper circulated in advance)</i> This skills audit had been updated from the previous year which now included a wider range of skills to better reflect the needs of the organisation. It was noted what a broad skills base the Corporation now had which would be beneficial. TJ asked if the self-assessment nature of the process had been moderated in any way. ZL said that there was no moderation and that this may be one of the weaknesses of the process though it was still a useful indicator. The</p>

	<p>committee agreed that it would be sensible for ZL to be empowered to make reasonable moderations to this data collection as necessary.</p>
5	<p>REMUNERATION</p> <p>a) CEO Objectives / SPH Objectives <i>(Paper circulated in advance)</i> See Confidential minutes</p> <p>b) Chair’s appraisal See Confidential minutes</p> <p>c) Director of Governance Remuneration See Confidential minutes</p> <p>d) Remuneration Annual Report <i>(Draft report circulated in advance)</i> Members noted the report and that the median pay multiple had levelled off and not continued to increase. It was agreed that the trend data be removed from the report for publication.</p> <p>e) Honours nominations ZL outlined the approach to making a nomination for an honour via the Cabinet Office. It was agreed that the Committee might want to consider this on an annual basis towards the end of the academic year.</p>
5	<p>Governance</p> <p>(a) Visionnaires NB confirmed that the company documentation had been signed and sealed since the previous meeting and that there had been an initial meeting of the members. FA as the UCG NED expressed his enthusiasm for the approach being taken and the potential for lasting impact if it was done well. The UCG marketing team were involved in the Visionnaires re-launch which was expected to take place during mid-October following which recruitment to the courses would start. NB said that at the current time this offer was only available to adult students, but there had been developments with Unlock and Westminster City Council to potentially extend it to 16-18 year-olds. Members noted the update.</p> <p>(b) Governance Risk Register <i>(Document circulated in advance)</i> ZL provided a summary of the main changes to the risk register. These included a reduced risk on financial aspects due to a positive financial position at year-end, and reduced risk of disruption from Coronavirus. The risk which had increased concerned the changes to the senior leadership team as a result of the resignation of the CEO. TJ suggested that it would be worthwhile including robust engagement with SLT, seeking and following legal advice, and accurate record keeping of discussions in the mitigating actions. ZL agreed to do this.</p>

(c) Governance KPIs

(Document circulated in advance)

At the previous meeting of the committee it had been requested that these KPIs were revised and more meaningful indicators be proposed that would better measure governance and the strategic direction of the organisation. ZL had made some suggested changes in the paper to reflect safeguarding and EDI training and the composition of the Corporation. These were agreed with the addition of being able demonstrate that the Corporation included members covering all 8 protected characteristics. ZL agreed to include this.

(d) Governance Evaluation Report / SAR and QIP

(Document circulated in advance)

ZL highlighted the main feedback themes from the governance evaluation completed over the Summer. The themes were generally the same as the previous two years but did show improvements in some areas. The main area of concern was information and data being provided to the Corporation/ Committees that was robust and timely. Members recollected that the governor dashboard as part of the Power BI project had been promised nearly 2 years previously and was still to be realised. Data on EDI for students was often not available or late. Members also had a discussion about the quality and purpose of the papers being provided and that some of these provided too much data, were too long, and lacked focus on decision-making. It was agreed that the committee chairs would try to influence this as would ZL though liaison with the SLT. It was also agreed that where possible it would be assumed that the committee papers had been read and the focus at meetings would be on discussion not on the SLT member providing lengthy descriptions of their paper's contents.

(e) GSR Annual Report

(Document circulated in advance)

Members noted this annual report as best practice and the quality improvement plan it contained.

(f) Amendment to Instruments & Articles of Government – Student Governors

ZL forewarned the committee of a potential change to the I&A which was being discussed at the Department of Education. The Charity Commission were challenging the status of student governors that they did not have powers to vote on financial or contractual matters under the age of 19. This was considered a breach of charity law in that student governors would be unable to fulfil their responsibilities as trustees. It was likely that an amendment would be needed. ZL would bring this issue back to the Committee once the Department of Education had made a decision.

(g) Conflicts of Interests Policy

(Draft policy provided in advance)

Members agreed the small proposed changes to the policy indicated in red text for recommendation to the Corporation for approval.

(h) Governor Expenses Policy

(Draft policy provided in advance)

	<p>Members agreed the small proposed changes to the policy indicated in red text for recommendation to the Corporation for approval.</p> <p>(i) Governor Code of Conduct <i>(New version of the Code of Conduct circulated in advance)</i></p> <p>ZL explained that this was a new and updated Code of Conduct provided by Eversheds. She sought the Committees agreement to using this version going forward for new appointments rather than a one page summary. She was of the view that the comprehensive nature of the document and the links it provided was of benefit to new members. The Committee agreed to recommend this to the Corporation for approval.</p>
7	<p>Any Other Business No items were raised</p>
8	<p>Dates of Future meetings</p> <p>16 March 2021</p> <p>The meeting closed at 8.08 pm</p>

Minutes taken by Zoë Lawrence 30/09/2021

SIGNED: **Date:**

Laura Griffin, Chair

ACTIONS

Ref	Action	Owner	Status
May 21 5b	SPH Objectives to include ensuring the robust and effective policy framework for UCG	TJ/FA	Carried forward
May 21 5e	Prepare a proposal providing costed options for an external review of governance	ZL	Carried forward
4a	ZL to prepare a paper and CEO JD for inclusion in Corporation papers on 13 October.	ZL	Complete
5a	TJ and NB to agree amendment to NB's objectives and provide a revised version for inclusion in the Corporation papers on 13 October	TJ/NB	Complete
6a	To make amends as described to the Governance risk register.	ZL	Complete
6c	To include the monitoring of all protected characteristics in the governance KPIs	ZL	Complete

6 g,h,i	For the Conflicts of Interest policy, Governor expenses policy and the Governor Code of Conduct to be approved by the Corporation on 13 October.	ZL	Complete
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