

CORPORATION BOARD of UNITED COLLEGES GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 31 May 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*(CEO), Melissa Drayson* (Rockborn)

*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> <ul style="list-style-type: none"> • SD had a conflict of interest in item 4a. • ZL had a conflict in item 4b.
3	<p>Minutes of previous meeting</p> <p><i>(Minutes and actions were circulated in advance)</i></p> <p>The confidential and non-confidential minutes of the meeting held on 08 March 2023 were approved as an accurate record.</p>
4	<p>REMUNERATION</p> <p>(a) CEO and SPH Objectives Review and SLT Remuneration</p> <p><i>(Paper circulated in advance)</i></p> <p>See Confidential Minutes</p> <p>(b) Director of Governance Objectives</p> <p><i>(Paper circulated in advance)</i></p> <p>See Confidential Minutes</p> <p>(c) Senior Post Holder (SPH) Policies</p> <p><i>(Paper circulated in advance)</i></p> <p>ZL presented these policies for review. She noted that at the previous review in 2021 there had been the suggestion that these policies be incorporated in to the all staff policies, and not be separate for SPHs. ZL said that this had been worked through with Claire Collins (Director of People and Communications) and it had been concluded that the differences in process involving governors, which would likely trigger a need to consult the unions, was such that the combined policies would be overly lengthy and complex. It would therefore be preferable for the policies to remain separate. There were no changes to the policies from the previous versions. The Committee resolved to recommend the policies to the Corporation for approval.</p> <p>(d) Performance Appraisal of the Chair</p> <p>The Committee agreed that the process for the appraisal of the chair, in accordance with the remuneration agreement, would be taken forward following this meeting. This would be done</p>

	<p>through the questionnaire and LG and FA would meet with TJ following that to provide feedback.</p>
<p>5</p>	<p>GOVERNANCE</p> <p>(a) External Governance Review (EGR) - Update</p> <p>Melissa Drayson of Rockborn, who was conducting the external governance review, joined the meeting from this item and provided a short presentation on the review to date. This included feedback from the document review and the responses to a short governance survey. She highlighted the five strongest areas and the five areas we may want to consider for improvement and any areas for which there were polarised views from the survey for the committee.</p> <p>FA commented on the perceived dominance of finance over curriculum matters and asked MD if this was something she had seen in other colleges. MD said that this was one of the strategic tensions and avoiding insolvency was important. She thought that UCG was not alone in this, and that it was common in other governing bodies. TJ reflected that at this point there were more positives than negatives. He commented on the difficult balance between the strategic and the detailed viewpoints, and the aim not to repeat the committee discussions at Corporation, keeping the meeting length to a maximum of 2.5 hours. It was hoped that the agenda items were suitably prioritised. LG said that there was a lot of resonance in the feedback to date, particularly about ensuring a student focus. She was interested to understand what other college boards did to ensure good student achievement outcomes, and what UCG's board needed to do differently to support that; how good governance practices could make an impact.</p> <p>The next steps were for MD to attend some committee meetings and the Corporation to triangulate the current findings. The final report would be available over the Summer.</p> <p>SD left the meeting at the end of this item.</p> <p>MD remained in the meeting as an observer.</p> <p>(b) AoC Code of Good Governance <i>(Paper and draft code circulated in advance)</i></p> <p>ZL said that this was a pre-publication copy of the near final version of the new Code of Good Governance which was likely to be published by the AoC in June/July. She described how this code was formatted differently to the previous one, and included an assessment template. She sought the Committee's endorsement to use this code in place of the Charity Commission code from the beginning of the next academic year. It was expected that the new code would be promoted by the AoC in the Autumn term and form part of the AoC Conference in November.</p> <p>FA welcomed the format of this new code and that it was much more understandable and accessible. He noted the number of acronyms and suggested that these be listed somewhere to help readers. ZL agreed to suggest this to the AoC. TJ congratulated ZL on the preparation</p>

of the code and the work that had gone into compiling it. He asked how the final version may differ from this draft. ZL said that there were some technical issues around the description of some colleges which were not exempt charities and small drafting improvements to the wording. The overall premise and format of the code would not change. LG commented on the format being much better than the previous one, particularly for new governors coming into the sector and the helpfulness of the template in assessing governance practices and behaviours. The Committee agreed that the final version of this code would be adopted from the next academic year.

(c) Governance Risk Register

(Document circulated in advance)

ZL highlighted the two risks which she suggested should reduce in risk. One of these related to student achievement, but this was still slightly above tolerance as there was still a risk at this point that we may not achieve and Ofsted Good. The second related to the MIS migration project which would improve the quality and timeliness of performance information. ZL also suggested the inclusion of a new risk on staff engagement which was a theme coming from a number of committees relating to compliance, strategic alignment and capability of the organisation. LG thought that it was too early to reduce the MIS migration risk and advised it remained at the prior level until the benefits of the project had been realised. She and TJ were supportive of the Ofsted risk reducing but at the level indicated. This would still be at or above tolerance so would be included on the strategic risk register. The Committee were supportive of a staff engagement risk being included on this risk register and for this to raise the profile of the issue within the organisation.

(e) Governance KPIs

ZL presented the governance KPIs. Good progress was being made on attendance, governor training activities, EDI monitoring and training, and activity within the Link Governor Scheme. Governors meeting or attending an event directly with students was fairing less well and there had been some adjustments to the composition of the board with an increase in female members and a slight decrease in ethnically diverse members. Safeguarding training being offered to governors had been comprehensively reviewed with the support of the safeguarding lead governor. It has been concluded that a bespoke training session would be developed for all new members, and the DSL would provide updates to the Corporation annually. This would be taken forward soon which would increase this KPI outcome.

(f) Committee Dates for 2023/24

The draft committee dates, which were largely based on those for the current year, were provided for comment. The number of meetings had reduced by 10 a year since 2019. This was largely as a result of a reduced number of Property & Infrastructure Committee meetings now the Project Board was in place, combining Governance and Search with Remuneration, and a joint Finance and Audit Committee to agree the financial statements. Members agreed these dates.

(g) Cycle of Business for 2023/24

(Report circulated in advance)

	<p>This cycle of business, which had been consulted on with the SLT in advance of the meeting, had been updated with relevant new policy initiatives and checked for consistency. Members and the SLT found this useful in planning agendas and also sharing the work programme overall. It would be included in the Corporation papers in July.</p>
6	<p>SEARCH (a) Skills Audit</p> <p>ZL presented the skills audit paper which had been updated following the appointment of new members in October 2022 and March 2023. There were a couple of areas where there was only one member with a particular area of expertise such as property and law. However, it was considered that there were sufficient external advisors to the board in these areas to support decision-making. The skills matrix had also been mapped against the risk register and it was concluded there was sufficient expertise in the relevant areas to support these risks. ZL advised against any further co-opted members as she considered the governing body to have reached a limit on size. Members were in agreement, but suggested that local community and employer links be considered when there was next a vacancy on the Corporation.</p>
7	<p>Any Other Business</p> <p>No items were raised.</p>
8	<p>Dates of Future meetings September 2023 (TBC)</p> <p>The meeting closed at 8.20 pm</p>

Minutes taken by Zoë Lawrence 01 June 2023

SIGNED:

Date:

Laura Griffin, Chair

ACTIONS

Ref	Action	Owner	Status
7 (Sept 22)	Programme for a committee chairs development event to be taken forward.	ZL	Sept 2023
4(a)	SPH collective objectives for 2023/24 and the 3% pay award for SPHs to be recommended to the Corporation for approval.	SD/ZL	Complete
4(c)	The SPH Policies to be recommended to the Corporation for approval	ZL	Complete

4(d)	The annual appraisal of the chair to be taken forward	ZL	In progress
5(c)	To make the suggested updates to the next version of the governance risk register	ZL	Complete