

**CORPORATION BOARD of UNITED COLLEGE GROUP**  
**Minutes of a meeting of the Governance, Search and Remuneration Committee**  
**Wednesday 15 June 2022 6.00 pm by Zoom**

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

**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. Apologies had been received from Derrick Betts.</p>
<b>2</b>	<p><b>Declarations of interest in the agenda items</b></p> <ul style="list-style-type: none"> <li>• TJ had a conflict of interest in items 4c and 4d and left the meeting for these items.</li> <li>• SD had a conflict of interest in item 4a.</li> <li>• ZL had a conflict in item 4e and left the meeting for this item. TJ recorded the minute.</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 09 February 2022 were approved as an accurate record for signing.</p> <p><b>Matters arising</b></p> <p>Most of the matters arising from the previous meeting had been actioned. ZL provided an update on the two outstanding items. These concerned:</p> <ul style="list-style-type: none"> <li>• the external board evaluation which would take place during 2022/23. Government guidance had been published in May. ZL confirmed that the specification for the evaluation would be on the agenda for the next meeting of this committee.</li> <li>• Safeguarding and prevent training for governors – all governors had now been registered on the National College platform and would be expected to complete the training during the Autumn term.</li> </ul>
<b>4</b>	<p><b>REMUNERATION</b></p> <p><b>(a) CEO and SPH Objectives</b>  <i>(Paper circulated in advance)</i>            See Confidential Minutes</p> <p><b>(b) SLT Remuneration</b>  <i>(Paper circulated in advance)</i>            See Confidential Minutes</p> <p><b>(c) Chair’s Appraisal</b>            See Confidential Minutes</p> <p><b>(d) Review of Chair’s remuneration</b></p>

	<p><i>(Paper circulated in advance)</i> See Confidential Minutes</p> <p><b>(e) Governance Professional Remuneration</b> <i>(Paper circulated in advance)</i> See Confidential Minutes</p>
<b>6</b>	<p><b>GOVERNANCE</b></p> <p><b>a) Balance Score Card/ KPIs</b> <i>(Paper circulated in advance)</i></p> <p>SD presented his paper which was based on the feedback and discussions from the Governor Strategy event in March. He explained his approach in refocusing the number of themes in the strategic plan and how the KPIs would enable the tracking of in-year progress and that against the lifetime of the strategy. The KPIs were aligned with the SPH objectives and would allow a more detailed level for committee review.</p> <p>TJ welcomed the approach and sought clarification on how fixed the KPIs were at this stage. He noted the intrinsic importance of enrolment which had major impact if not delivered, and asked for enrolment KPIs to be included, stressing the year-long process which began in the Autumn term. SD suggested measures on the number of progressors and possibly a growth target at committee level acknowledging that the EBITDA would not capture it. The intention to link the staff pay award to growth was discussed.</p> <p>Overall, the Committee thought the KPIs were clear and straightforward and could see the interdependences as a balance score card. <b>There was agreement to recommend them to the Corporation for 2022/23 and then review.</b> SD was keen for them to be a tool for management not just for reporting to the Corporation</p> <p><b>b) Governance Risk Register</b> <i>(Paper circulated in advance)</i></p> <p>ZL highlighted the main changes in the risk register from the one received in February. Members noted the Governance risk register.</p> <p><b>c) Governance Code – change to Charity Commission Code</b> <i>(Paper circulated in advance)</i></p> <p>ZL sought the Committees support to change from the AoC Governance Code for English Colleges to the Charity Commission Code for reasons as set out in the paper. The impact of the change would be referenced in the college’s annual report. The Committee was supportive.</p> <p><b>d) Cycle of Business/ Committee Dates 2022/23</b> <i>(Paper circulated in advance)</i></p> <p>ZL explained that this cycle of business would form the agendas for all the meetings for the following year. It had been welcomed by the SLT as it allowed improved forward planning. It also placed more of the locus of control with the Corporation. The proposed dates for meetings were also agreed pending a small change to the description for the strategy and</p>

	<p>developmental events for governors in January and May. <b>The Committee was content to recommend these to the Corporation for approval.</b></p> <p><b>e) Review of Standing Orders</b>  <i>(Paper circulated in advance)</i>  ZL explained that the Standing Orders were reviewed every two years. There were several proposed changes including updates in response to the Skills Act, a protocol for meetings by video conference, amendments made for clarity on the election procedure for Chair and Vice Chair and an addition to the policy on the Governance Professional's responsibilities should the Corporation act outside its powers. <b>Members were content to recommend these changes to the Corporation.</b></p> <p><b>f) Governor Training Policy</b>  <i>(Paper circulated in advance)</i>  This policy had been updated to include changes from the FE White Paper and subsequent Act, and the Link Governor Scheme. <b>Members were content to recommend the policy to the Corporation for approval.</b></p> <p><b>g) Governance Engagement Plan</b>  <i>(Paper circulated in advance)</i>  ZL presented this plan which included some new and ongoing engagement activities. Members welcomed the idea of a Governance Newsletter each term and broader integration of governance into the college calendar.</p>
<b>7</b>	<p><b>SEARCH</b></p> <p><b>(a) Committee Membership from September 2022</b>  <i>(Committee chart circulated in advance)</i>  The Committee were content to recommend the Committee membership to the Corporation of approval.</p> <p><b>(b) Governor Appointments and Succession Planning</b>  <i>(Document circulated in advance)</i>  ZL presented this paper which set out the current position on governor appointments and a proposal for prioritising new appointments to the Corporation. Members were in agreement with the prioritisation and <b>were content to recommend the appointment of Elom Tay as an independent member to the Corporation (from being a co-opted member) and Jessie Turnbull as a co-opted member to the Property &amp; Infrastructure Committee as set out in the paper.</b></p>
<b>8</b>	<p><b>Any Other Business</b>  <b>No items were raised</b></p>
<b>9</b>	<p><b>Dates of Future meetings</b>  28 September 2022</p>

The meeting closed at 8.12 pm
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Minutes taken by Zoë Lawrence 16 June 2022

**SIGNED:** .....

**Date:**

**Laura Griffin, Chair**

**ACTIONS**

<b>Ref</b>	<b>Action</b>	<b>Owner</b>	<b>Status</b>
<b>03</b>	Specification for Board Review to be an item on the September GSR Committee agenda	ZL	<b>On agenda</b>
<b>06a</b>	KPIs on enrolment and growth to be included in the balance score card	SD	<b>Complete</b>
<b>06d</b>	Amendment to be made to the naming of the governor events on the governance dates	ZL	<b>Complete</b>