

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Monday 10 March 2025 6.00 pm by Zoom

Members Present: Laura Griffin (Chair), Colin Smith, Franklin Asante, Ross Mackenzie, Derrick Betts.

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

*in attendance for relevant agenda items

1	Welcome and apologies for absence LG welcomed everyone to the meeting. There was 100% attendance.
2	Declarations of interest in the agenda items SD and ZL had conflicts in item 5 and would leave the meeting as necessary for that item.
3	Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i> The confidential and non-confidential minutes of the meeting held on 23 September 2024 were approved as an accurate record. Matters arising Matters arising had been completed.
4	Committee Review – Common themes / interrelated issues LG reminded governors that with this committee being a committee of the main committee chairs it provided the opportunity for themes or cross committee issues to be raised. ZL commented that the risks surrounding the Wembley capital project appeared to have increased and that it was impacting discussions at several committees, including Audit and Finance and Resources. Six new risks associated with the redevelopment project had moved to the strategic risk register which had been discussed at the Audit Committee the previous week. SD said that the position on the Wembley project had not changed very much since the meeting of the Corporation in December. The recent meeting of the Property & Infrastructure Committee had provided direction for the procurement process for the main contractor. Several governors were well sighted on this. He reminded the committee that once Dollis Hill Wembley secured acceptable planning consent then the terms of the existing contract would become legally binding. The decision not to build the new college would still be open, but not to sell the land. SD commented that there were still a lot of moving parts and the increase in risk was a fair reflection and work was in place to mitigate. LG was mindful of the corporation's support to the executive to progress to the next stage.
5	REMUNERATION <i>(Papers circulated in advance)</i> (a) SPH Objectives mid-year review (b) SPH Remuneration (c) Director of Governance objectives review (See confidential minutes)
6	GOVERNANCE a) Review of Standing Orders/ ToR

	<p>ZL presented the proposed changes in the Standing Orders and her reasons for the changes. These included some points of clarification, but the main change was to the role description for the chair which had been amended and brought up to date for the recent election for the role of chair in December 2024. A few updates had also been made to the committee terms of reference. The committee were content to recommend the revisions to the Standing Orders to the Corporation for approval.</p> <p>b) Governance Improvement Plan This Governance Improvement plan was an update on the one provided at the September meeting and demonstrated progress made and was for information. LG commented that it was important that governors were engaged in the college not just at committee meetings to be able to fulfil their roles. It was agreed that this would be included in the Grey Box (for information) at Corporation.</p> <p>c) Governance Risk Register ZL presented her assessment of governance risks. She highlighted that she had reduced the risk on delivery of quality education following the Good grade at the Ofsted inspection, financial risks associated with the capital project as this was being very closely monitored, and the student engagement risk as the participation of the student governors this year had been much improved. The staff compliance particularly around the completion of PDRs continued to require action, though this risk was below tolerance level and not any longer on the strategic risk register.</p> <p>CS did not agree that the risk on quality of education was now managed as teaching and learning was still not yet consistently good across the college despite the Ofsted rating and results were still not consistently at or above national rates. The predicted achievement which was to be reported the following week to the TLS Committee showed several risk areas for achievement so he considered that this risk should be higher. He also noted that the QDP student survey had also declined to the C rather than B quartile.</p> <p>The committee also considered that the financial risk of the capital project should be higher in line with the other risk registers (finance and property). The risk relating to governance leadership following the appointment of the chair and Vice Chairs could now be closed out. ZL agreed to make these changes.</p> <p>d) Governance KPIs Good progress was being made on the relevant Governance KPIs at this point in the academic year. Governors noted the difficulty in increasing the gender and diversity mix and that extending the reach in recruitment exercises was key. ZL confirmed that a broad reach on gender and diversity forums had been used in the most recent exercise and that one candidate had come forward from one of those forums which was reassuring.</p>
7	<p>SEARCH</p> <p>a) Appointments ZL sought the Committee's agreement not to pursue the appointment of Sara Hassan as a co-opted governor. Several contacts had been made with Sara, but she had not responded. The Committee were in agreement.</p> <p>Following the changes to the Corporation Leadership and the appointment of the chair and vice chairs, a vacancy remained for a full voting member. ZL suggested that this be offered to Stephen Grainge in recognition for his dedication and commitment to the role as co-opted</p>

	<p>member to the Audit Committee. The Committee noted his attendance and the link governor roles he had undertaken to date as well as supporting the college with the appointment of the external auditors. The Committee were content to offer Stephen the position and that it would be recommended to the Corporation for approval at the next meeting on 31 March 2025.</p> <p>b) Co-opted member(s) for Property & Infrastructure Committee ZL updated the committee on the progress made to replace Amish Nathwani and Jessie Turnbull on the Property & Infrastructure Committee. The search had begun in the New Year and two candidates had been selected for interview later that week. The candidates had different skills sets that were likely to be of value to the committee.</p> <p>ZL made the committee aware of GB's interest in appointing another member with IT skills to support the IT strategy. The Committee were mindful of the focus on the capital project and that this was the priority at the current time. Elom Tay as a voting member had good expertise in this area. The GSR Committee were not supportive of this proposal at the current time and were cautious of the Corporation becoming too large.</p> <p>c) Committee Chairs ZL reminded the Committee that the chairing roles for the Property & Infrastructure and Finance and Resources Committees were interim and suggested that the incumbents be made permanent. RM was content to continue in this role and the committee were supportive for the F&R Committee. Concern was expressed about the time commitment and complexities of the P&I Committee at this point with the capital project and suggested that GB be asked to continue as chair but be supported in the role closely by AF as deputy. This would also help should one of them be unavailable.</p>
8	<p>Any Other Business There were no other items.</p>
9	<p>Dates of Future meetings Monday 18 June 2025</p> <p>The meeting closed at 7.27 pm.</p>

Minutes taken by Zoë Lawrence 11 March 2025

SIGNED: **Date:**

Laura Griffin, Chair

Ref	Action	Owner	Status
6c	ZL to make required changes to the Governance risk register	ZL	Completed