

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 30 September 2020 6.00 pm by Zoom

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

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

*present until 7.30 pm

** in attendance for relevant agenda items

1	<p>Welcome and apologies for absence</p> <p>LG welcomed everyone to the meeting in particular FA and CS who were new members. There was 100% attendance. Members thanked JK for chairing the committee the previous year.</p>	
2	<p>Declarations of interest in the agenda items</p> <p>TJ declared an interest in agenda item 4e and would leave the Zoom meeting for that item. NB had an interest in item 4c and would leave the Zoom meeting for that item.</p>	
3	<p>Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i></p> <p>The non-confidential minutes of the meeting held on 20 May were approved as an accurate record for signing.</p>	
4	<p>Revised Terms of Reference <i>(Draft ToR provided in advance)</i></p> <p>Members provided a few comments on the draft ToR which would be incorporated into the next versions. Members considered the overlaps in certain areas between committees and how these would be managed. Members agreed to recommend the revised GSR Committee ToR to the Corporation for approval.</p>	
4	<p>Remuneration</p> <p>(a) CEO Objectives See Confidential Minutes</p> <p>(b) SPH Objectives See Confidential Minutes</p> <p>(c) SPH Role and Responsibilities See Confidential Minutes</p> <p>(d) Draft Remuneration Annual Report</p> <p>Members expressed concern at the increasing median pay multiple, and considered that it would be worthwhile conducting further investigation to better understand this trend. It was suggested that the recent 1% pay increase for staff below spine point 39</p>	

	<p>be included in the report. Pending this amendment the Committee agreed and noted the report.</p> <p>(e) Chair Remuneration Agreement See Confidential Minutes</p>	
5	<p>Governance</p> <p>(a) Governance alignment with the Strategic Plan <i>(Document circulated in advance)</i> This document set out a mapping of the governance responsibilities against the themes in the strategic plan. It had been used to develop the new ToR. Members thought that it would be useful if this was shared more widely with members to provide an overview of the Corporation’s responsibilities. This item was for information.</p> <p>(b) Governance Effectiveness Review <i>(Document circulated in advance)</i> Members noted this review report. It was of interest that the same themes had arisen from the questionnaires for a second year, but in most cases there was improvements. EDI was recognised as a continuing area of concern for Corporation Members.</p> <p>(c) Draft GSR Annual Report <i>(Draft report circulated in advance)</i> Members noted this draft report. In particular that the majority of governance KPIs had been met and in some areas had exceeded the level of the previous year despite coronavirus lockdown. The Governance Improvement Plan was included in the report which reflected some of the feedback from the evaluation. It was acknowledged that this was a live document which was reviewed at intervals throughout the year.</p> <p>(d) Governance Risk Register <i>(Risk Register circulated in advance)</i> Members reviewed the risk register. There had been no significant movement of risks since the previous version.</p> <p>(e) Role description for Vice Chair <i>(Document circulated in advance)</i> It was noted that UCG did not currently have a Vice Chair role description. Members approved this draft.</p> <p>(f) Draft Succession Planning Policy <i>(Draft policy provided in advance)</i> Members welcomed this draft policy. NB suggested that it be linked to the succession policy being developed for all staff (other than SPHs). ZL said that she would follow this up with CC, and bring the next version back to the committee for final approval.</p>	

	<p>(g) Governance for Commercial Entities <i>(Paper circulated in advance)</i></p> <p>NB set out the premise of his paper to members on the proposed governance arrangements for the new commercial entities as part of the Commercial Strategy. He proposed that the Chair of the Corporation became chair of the commercial board in its initial phase to mitigate against any strategic divergence. The Commercial Board would report to Corporation and the Enterprises Board would report to F&GP. It may be possible for the Boards to have fewer members than proposed in the paper.</p> <p>LG commented that she thought 8 members was a high number for what was essentially a start-up, and asked what other options had been considered in developing these proposals. It was noted that it was the intention to have on the Board more non-executives than executives, and that the right skills representation was important.</p> <p>TJ said that it would be useful to have some phasing, and for the membership number to be driven by skills and understand the areas which could be covered by existing members before appointing further. He thought that a board for the enterprises element was overcomplicating arrangements, and whether a board was actually needed for what was an operational aspect of business. NB said that he thought the skills for the commercial board included commercial, financial, marketing, legal and digitalisation skills. He acknowledged that the arrangements for the enterprise board may be disproportionate.</p> <p>AF stated that the issues with the enterprise element could be remedied through the provision of information to the existing governance arrangements and did not need a board structure. She felt it was a management team issue and a business plan needed to be developed. The company arrangements were intended to separate the business income from the charitable characteristics and she would need convincing that a formal board structure was needed. She expressed concern that the proposals may be overly disruptive, would have implications on governance, and more needed to be understood before a decision could be reached.</p> <p>TJ agreed with AF and suggested that a Working Group be established to consider the phasing and transition to any new governance arrangements for the commercial elements. This would also take into account the need for co-opted members. NB was keen that this process would not hinder the necessary pace. The committee gave assurance that it would not. It was agreed that TJ would chair the Working Group with view to transitioning to a Commercial Board.</p>	
6	<p>Search</p> <p>(a) Governor Vacancies</p> <p>ZL explained that there was currently one vacancy for an independent member, but there was also potential to appoint to co-opted positions for identified skills gaps. The skills gaps she was aware of included legal, IT digital, teaching and learning expertise,</p>	

	<p>and local authority links. Members agreed that a search should be initiated for candidates in these areas with details to be brought back to the committee. Members acknowledged the need to consider the gender and BME diversity of the Corporation in these appointments.</p> <p>(b) TLS Committee – Membership</p> <p>Mary Elliott had stood down as a Governor in the Summer and Glenys Arthur had also recently left the Corporation as her term had come to an end. This had impacted on the TLS membership. CS had kindly agreed to chair this committee and that had been approved by Corporation on 23 September. In accepting the position of TLS Chair, CS would like to relinquish his role as Safeguarding Governor. ZL suggested that Cathy Bird be asked to become a co-opted member of TLS and the role of Safeguarding Governor. Cathy was also a chair of a secondary school, a former FE College chair, and it was agreed that she would have a valuable contribution to make to the Committee and have the skills and knowledge for the Safeguarding role. ZL also suggested that TJ became a formal member of the TLS Committee. He had attended many meetings as an observer in any case. Members agreed that ZL should take forward these proposals.</p> <p>(c) Staff Governors</p> <p>Members noted that the former staff governor Stephen Hayes had stood down over the Summer. Members reflected on the appointment process for staff governors in particular that more needed to be done to encourage staff with the right skills set to apply. Members saw a role for the SLT in promoting and encouraging staff to be involved, and that consideration needed to be given to how this would be taken forward at the right level. It was also suggested that an informal meeting with the Chair/ Vice Chair may be a useful part of the process. ZL would take this forward with the SLT.</p> <p>(d) Student Governors – election process</p> <p>The process to elect the new student governors had taken place during September. Temitope Dorcas had been elected as the Student Governor for CNWL. The Student Governor for CWC would be confirmed by the end of that week. The Committee would be updated.</p> <p>(e) New Governor Induction</p> <p>ZL reported that the induction process for the new governor Ross Mackenzie who was appointed in July, was now complete and she was to meet him following the F&GP Committee meeting the following week for review.</p>	
7	<p>Any Other Business</p> <p>No items were raised.</p>	
8	<p>Dates of Future meetings</p> <p>27 January 2021</p>	

	The meeting closed at 9.10 pm	
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Minutes taken by Zoë Lawrence 01/10/2020

SIGNED:

Date:

Laura Griffin, Chair

ACTIONS

Ref	Action	Owner	Status
4a/b	NB to provide detailed objectives for each SLT member with clearly defined success criteria/targets by end of October 2020	NB	Completed 30 Nov
4c	NB to revised the JD for the GP/CEO, and provide pay benchmarking data together with revised objectives (action 4a above)	NB	Complete
4d	ZL to make amendments to draft Remuneration report as described.	ZL	Complete
4e	ZL to prepare written resolution based on discussions on the Chair's remuneration for approval. ZL to make application to Charity Commission.	ZL	Complete
5f	ZL to work with CC on the next version of the Succession Planning Policy for Governance and in particular how it links with the policy for all staff (other than SPHs)	ZL	Complete
5g	A Working Group to be established to consider the governance arrangements for the Commercial Board	NB/ZL/TJ	Complete
6a	ZL to conduct a search for candidates on the criteria set out and bring details back to the Committee	ZL	Complete
6b	ZL to ask Cathy Bird to be a member of the TLS Committee and Safeguarding Governor. TJ to become a member of the TLS Committee.	ZL	Complete
6c	To develop a new appointment process for Staff Governors in liaison with the SLT to include how it is promoted and communicated at the right level.	ZL	In progress