

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 27 January 2021 6.00 pm by Zoom

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

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

*in attendance for relevant agenda items

1	<p>Welcome and apologies for absence</p> <p>LG welcomed everyone to the meeting. Apologies had been received from JK.</p>	
2	<p>Declarations of interest in the agenda items</p> <p>NB declared an interest in item 4a and ZL had an interest in 4b and would leave the meeting as necessary for these items.</p>	
3	<p>Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i></p> <p>The confidential and non-confidential minutes of the meeting held on 30 September were approved as an accurate record for signing.</p>	
4	<p>Remuneration</p> <p>(a) SPH Objectives See Confidential Minutes</p> <p>(b) Director of Governance Objectives and Performance Review See Confidential Minutes</p>	
5	<p>Governance</p> <p>(a) Governance for Commercial Entity - Update <i>(Document circulated in advance)</i></p> <p>NB provided an update to the Committee on the first two meetings of the Commercial Entity Working Group (CEWG) which had been established as an action of the previous meeting. Discussions of the Group had included current commercial income from lettings and the Cockpit Theatre, market analysis of commercial potential for a subsidiary, examples of similar activity from other FE Colleges, and consideration of priority areas for growth. CEWG had also heard from an external speaker with a wealth of experience in similar enterprise. The next stages would be to develop business cases for priority areas and consider what structures were needed to support them. A report would be provided to the Corporation on 31 March 2021.</p> <p>FA, who is a member of the CEWG said that the work on this to date had proved useful in understanding the FE landscape and avoiding being blind-sided. He welcomed the considered approach but was of the view that the post-covid environment may be quite different.</p>	

	<p>TJ said that the Group was assessing why a commercial entity may be needed and some of the practical and financial reasons for this. He felt that a separate commercial entity would encourage entrepreneurialism, and allow an increased margin with lower pension commitments than the LGPS. He acknowledged that some aspects, such as security courses, were essentially ‘business as usual’ and growth could be achieved through the existing arrangements. Commercial work would only benefit from being taken into a subsidiary where a different infrastructure was needed. NB said that for him it was about creating a different culture away from the approach to enrol students to one of commercial contracting.</p> <p>AF said that the work of the Group sounded sensible so far. She was of the view that the F&GP Committee should be involved in the business planning aspect and the governance aspects would be for this Committee. She queried whether an autonomous board as opposed to a management team was needed.</p> <p>LG asked what it was likely to mean for the Corporation structure. NB explained that a separate entity would allow more responsiveness to markets. The overall strategy can still be set by the Corporation on profitability and margins. However, it was too early to say what any separate entity would look like. The complexities of the impact on the College GFE provision needed to be worked through. LG appreciated that the options would need to be worked through in detail and looked forward to considering these in due course.</p> <p>CS commented that a number of London colleges were exploring alternative funding streams and commercial work. UCG was not alone in this respect.</p> <p>TJ commented that the Group were to look at a range of company and organisational models. These included partnerships, companies limited by guarantee and shares, and possibly Community Interest Companies which may be good reputationally in terms of community perception and purpose.</p> <p>NB left the meeting at 7 pm.</p> <p>(b) Governance Risk Register <i>(Document circulated in advance)</i> The Risk Register was provided on a revised template which provided more information on the nature of the risk. ZL explained that she had increased the level of risk on 3 risks due to the impact of coronavirus on the college. TJ also thought that risk 1.4 should be elevated for the similar reasons. ZL agreed to adjust this.</p> <p>(c) Governance KPIs <i>(Document circulated in advance)</i> Members noted the KPIs and that these may have been positively impacted by coronavirus. Attendance of governors at meetings and online engagement was good for this point in the year. TJ asked if there were any more activities for governors</p>	
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	<p>planned. ZL hoped that these would come through the Link Governor Scheme which had just been initiated. AF commented on the renewal process for governor DBS disclosures. ZL agreed to look into this.</p> <p>(d) Governance QIP <i>(QIP circulated in advance)</i></p> <p>ZL explained that this QIP was based on a number of assessment of good governance and feedback received from Governors over the Summer terms effectiveness review. The primary areas of improvement focused on:</p> <ul style="list-style-type: none"> • IT and robust information systems to support KPI monitoring and the provision of regular monthly management accounts. • Stakeholder engagement with staff and students, and external stakeholders. A recent piece of work had with an external agency had conducted an assessment of UCG’s impact and reputation and was due to report. This would be reflected in the next version of the QIP. • Continued momentum and focus on EDI within the organisation. <p>Work was in progress in each of these areas. Members welcomed the QIP, and suggested that EDI and staff engagement/morale be included in the Strategy Event planned for 24 April.</p>	
6	<p>Search</p> <p>(a) Governor Vacancies <i>(CV circulated in advance)</i></p> <p>The Committee had previously identified IT infrastructure knowledge and skills as a skills gap on the Corporation. ZL presented a CV of a potential candidate to fill this gap. She had had a short meeting with the candidate earlier that afternoon and was of the view that his IT knowledge was what the Corporation needed though he would need support in understanding the education sector and also aspects of the governance role, but this was considered to be manageable. ZL recommended that the candidate be interviewed by a panel of governors. Members were supportive of this. CS commented that it was often of greater value to have members from outside the education environment. ZL would make arrangements for the interview and link this with the staff governor interviews (below).</p> <p>(b) Skills Audit – Review <i>(Skills Audit Summary provided in advance)</i></p> <p>ZL provided the summary of the skills audit to members for information. TJ asked where ZL thought the gaps were. She said that her priorities were forward looking for when JK would stand down at the end of the Summer term, and that it would be sensible for that vacancy to include safeguarding and be used to further strengthen the TLS Committee. This would also impact on the Audit Committee which would need 4 members, including a new chair. Proposals for this would be provided for the next meeting of the GSR Committee. Members also queried if the skills requirements</p>	

	<p>listed needed review, and whether there were any new skills in the FE changing political and technological environment. This would be included on the agenda for the next meeting.</p> <p>(c) Staff Governors – appointment process</p> <p>ZL updated the Committee on the progress being made on a campaign to appoint a staff governor. The application process had started that week and was due to close on 8 February. She proposed that a panel was convened w/c 22 February to interview candidates. This would also include an interview of the new independent governor to make best use of time. ZL would seek availability of GSR members to form the panel.</p> <p>(d) New Governor Induction</p> <p>ZL provided a verbal update on Grainne Brankin’s induction and that induction meetings with each member of the SLT had now been planned. Other aspects of her on-boarding were in progress and there was regular contact. Grainne’s first committee meeting would be the Property and Infrastructure Committee meeting on 10 February. TJ said that in his induction meeting with GB they had discussed GB’s experience in respect to property which was quite extensive.</p>	
7	<p>Any Other Business</p> <p>FE White Paper: Skills for Jobs <i>(Summary circulated in advance)</i></p> <p>ZL presented a short paper setting out the proposals for FE Governance in the White Paper, how these differed from now, and possible implications. Overall, she considered the proposals to be positive in strengthening the position of governance and providing additional support. Certain aspects required more detail to fully understand the implications particularly on the strengthened powers from SofS. These may mean that Colleges perceive fewer freedoms than they currently have. TJ expressed concern that interventions may focus on any point of vulnerability which for UCG concerned the quality of teaching and learning. It would be important for governors to focus on this area going forward. In the past FE college intervention had primarily concerned financial performance. The Committee would be kept apprised of developments.</p>	
8	<p>Dates of Future meetings</p> <p>19 May 2021</p> <p>The meeting closed at 8.04 pm</p>	

Minutes taken by Zoë Lawrence 28/01/2021

SIGNED:

Date:

Laura Griffin, Chair

ACTIONS

Ref	Action	Owner	Status
4a	Progress update on objectives to be included on the agenda for the May Committee meeting	NB/ZL	On agenda
4a	Proposed timeline for the objective setting and performance review process for SPHs to be included on the agenda with an objectives template.	ZL	On agenda
5b	ZL to amend risk 1.4 as discussed.	ZL	Complete
5c	ZL to check with HR about the renewal process for governor DBS disclosures	ZL	Complete
6a/ 6c	ZL to set up an interview panel for the independent and staff governor positions w/c 22 February.	ZL	Complete
6b	ZL to provide a revised committee membership list for September 2021 taking into account those members whose term of office ends in July 2021.	ZL	On agenda
6b	ZL to review the Skills Audit Form to check the skills requirements are still current.	ZL	On agenda