

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Monday 22 September 2025 6.00 pm by Zoom

Members Present: Laura Griffin (Chair), Franklin Asante, Ross Mackenzie, Stephen Grainge.

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

*in attendance for relevant agenda items

1	<p>Welcome and apologies for absence LG welcomed everyone to the meeting. Apologies had been received from Colin Smith.</p> <p>LG welcomed SG to the GSR Committee as this was his first meeting being chair designate for the audit committee following Derrick Betts standing down as a governor in August 2025. She also introduced Ian Valvona from Rockborn as an observer to the meeting as part of the current external governance review.</p>
2	<p>Declarations of interest in the agenda items SD had conflicts in item 4 and would leave the meeting as necessary for that item.</p>
3	<p>Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i> The confidential and non-confidential minutes of the meeting held on 18 June 2025 were approved as an accurate record.</p> <p>Matters arising Matters arising had been completed.</p>
4	<p>REMUNERATION <i>(Papers circulated in advance)</i></p> <p>(a) CEO/ SPH Objectives outturn for 2024/25 and setting for 2025/26 (b) SPH Remuneration Annual Report</p> <p><i>(See confidential minutes)</i></p>
5	<p>SEARCH</p> <p>a) Governor Appointments ZL provided an update on the processes to appoint to governor vacancies which included a new member of the Audit Committee to replace Derrick Betts, a new staff governor to replace Max Maalimey and the appointment of the two student governors. The processes were underway with interviews planned for early October and for the appointments to be approved by the Corporation on 22 October. Currently all applications were from female candidates which would be beneficial to positively adjusting the gender balance of the Corporation.</p> <p>b) Skills Audit ZL explained that the skills audit had not been completed for a couple of years, so it was a timely exercise. She presented a summary of the governor responses to the skills audit questionnaire acknowledging that this was self-reported. The summary showed a good distribution of skills mix across the Corporation with no glaring gaps, though the position</p>

	<p>would be kept under review. The skills audit would help inform governor appointments and succession planning.</p>
<p>6</p>	<p>GOVERNANCE</p> <p>a) External Governance Review ZL provided a brief summary of the processes the EGR would take which included the governor survey from May 2024, observations of committees and a series of interviews with committee chairs, SLT and the Director of Governance. IV concurred with this and expressed the value of the conversations with governors and SLT as part of the review.</p> <p>b) Internal Governance Review 2024/25 feedback The internal Governance Review survey had been issued in May 2025, and the results had been collated in this paper. As the same survey had been used the previous year it was possible to compare to show areas of improvement and decline. ZL explained that she was slightly surprised that the two areas which had declined to the degree shown, which were student engagement and EDI. Members discussed whether the EDI question in the survey was clear, and whether governors had interpreted this as the composition of the Corporation which had become less diverse in recent years, or wider than that. It was suggested that a wider discussion with members to better understand what success would look like in this area would be beneficial. On student engagement, FA commented that there were a range of ways in which governors could interface with students, some quite informal and others at more formal events. He referred to the masterclasses and mental health panel that he had contributed to in 24/25, and also the benefit of just being in the college buildings getting a sense of the organisation and its students. The Committee members were willing to be involved in the college, but it was noted that at times invitations to events were issued at short notice. It was agreed that a programme of governor engagement opportunities would be drawn up for the academic year and shared to encourage all governors to attend at least one event. RM commented that he would appreciate the VP's being more proactive in relation to the Link Governor Scheme in reaching out to and involving the link governor. He also commented that some of the issues relating to the balance between finance and curriculum could be addressed through the agendas and time given at meetings.</p> <p>c) Chair Appraisal A survey had been sent to all governors to provide feedback on the Chair for the previous academic year and the results had been collated in the paper. FA had met with LG and CS to discuss this feedback. FA commented that he welcomed the observations noted in the feedback, which was the first formal feedback he had received since he had been appointed as Chair. He was generally pleased with the comments and views received having not been in the role particularly long. He noted how his approach had enabled increased participation from governors and that governors had fed back that they felt their views were being heard. He said how he appreciated the support from the committee chairs and vice chairs and how the sharing of responsibilities and knowledge appeared to work well. This was demonstrated in the Ofsted inspection where different governors had led on different aspects of the discussion. LG said she thought the feedback was very positive and governors were appreciative of his approach and style. FA said that relationships between the CEO and Director of Governance were good and effective with frank and open conversations.</p> <p>d) Governance Risk Register ZL explained that the risk register which focused on governance risks had not changed significantly since the previous version but had been updated with the two additional risks that the committee had suggested. None of the risks were above tolerance level. ZL asked the</p>

	<p>committee if it agreed with her scoring and if they had any further comments. The Committee agreed and noted the risk register.</p> <p>e) GSR Annual Report ZL explained that this annual report of the Committee had been prepared to demonstrate best practice and set out the committee’s activities for the prior year and progress against the KPIs. She said how she was planning to work on some of the KPIs this academic year to make improvements, including those relating to governor training and the Link Governor Scheme. Members thanked ZL and noted the report which would be shared for information with the Corporation.</p> <p>f) Governor Code of Conduct ZL reported that the Governor Code of Conduct being used by UCG was the template provided by Eversheds which had been updated during the Summer. The only changes related to the nomenclature of organisations and a policy document referred to in the code; there were no other substantive changes. The Committee resolved to approve the use of this version of the code going forward. As the code was written in legalese language it was suggested that a simpler version be prepared, possibly with the use of AI to provide a more accessible version to remind governors of the key principles. ZL agreed to do this.</p> <p>g) FEC/DfE Governance Letters Three government official letters relating to FE governance matters had been issued from the FE Commissioner and Department for Education since the previous meeting of this committee. Certain requirements were set out in the letters concerning SPH remuneration, financial benchmarks and clauses in the I&A. ZL’s paper set out each of these requirements and how UCG met them with the intention of providing assurance to the Committee that UCG was compliant. The only matter that required attention was the clause setting out Secretary of States powers to appoint to the Corporation should numbers fall below quorum which needed to be removed from the I&A as it was no longer valid. ZL also commented that any reference to the ESFA which had now been disbanded needed amending in the I&A. The Committee resolved to recommend these changes to the I&A to the Corporation for approval.</p> <p>h) Conflicts of Interest Policy The Conflicts of Interest Policy was due for review. There were no changes to be made. The Committee resolved to recommend the policy to the Corporation for approval.</p>
7	<p>Any Other Business There were no other items.</p>
8	<p>Date of Future meeting</p> <p>02 March 2026</p> <p>The meeting closed at 7.38 pm</p>

Minutes taken by Zoë Lawrence 23 September 2025

SIGNED:

Date:

Laura Griffin, Chair

Ref	Action	Owner	Status
6b	A programme of governor engagement opportunities with students to be drawn up for the academic year and shared to encourage all governors to attend at least one event.	ZL	Complete
6b	Relaunch of Link Governor scheme with more onus on AP/VPs to make arrangements with relevant governor.	ZL	Complete
Conf mins	To draw up a comparison of pay multiples with other London colleges.	ZL	Complete