

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 05 June 2024 6.00 pm by Zoom

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

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

*in attendance for relevant agenda items

1	<p>Welcome and apologies for absence</p> <p>LG welcomed everyone to the meeting and in particular Ross Mackenzie as a new member as interim chair for the F&R Committee.</p>
2	<p>Declarations of interest in the agenda items</p> <p>SD and ZL had a conflict in item 5 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></p> <p>The confidential and non-confidential minutes of the meeting held on 6 March 2024 were approved as an accurate record.</p> <p>Matters arising</p> <p>There were no matters arising.</p>
4	<p>Committee Review</p> <p>No common issues or themes were raised by members.</p>
5	<p>REMUNERATION <i>(Papers circulated in advance)</i></p> <p>(a) SPH Objectives (b) CEO and SPH Objectives (c) Director of Governance Objectives (d) Chair Remuneration See Confidential Minutes</p>
6	<p>GOVERNANCE</p> <p>a) Governance Risk Register</p> <p>ZL presented the governance risk register. She reported that the governance risks were mostly unchanged other than the staff engagement risk which had been reduced to below tolerance level so would no longer be included on the strategic risk register. She had considered that the IIP diagnostic process, other increases in staff engagement more generally, and compliance with training were sufficient to reduce the risk but welcomed the Committee's view on this, being conscious that it may be too soon. LG said that she thought the current progress was encouraging but it was necessary to understand whether this was positive engagement and to bring in other measures. These would include the</p>

completion of PDRs, the staff survey and IIP diagnostic report. It would be important to consider not just the level of engagement but also the feedback received. SD recognised this and agreed. He welcomed the IIP assessment and that it would provide a structure for improvements to be made. He noted that over 500 staff members had been recommended for the staff awards, and the forward strategy was to be a 'People First' organisation. Key challenges would lie ahead in the pay award for 2024/25 as there was some difference between the unions pay claim and affordability.

ZL also brought to the committee's attention a new risk relating to the current absence of the chair and that this role was not only key in leading the Corporation but also the organisation as a whole. How this was to be resolved in the medium-term was a governance risk. Further discussions on potential succession planning would need to take place in the Autumn term.

b) Governance KPIs

ZL presented the KPIs which were generally looking positive at this point in the year. Governor attendance was at a similar level to previous years, safeguarding and EDI training were up to date, and the average number of training events by governor was 3.9. Areas for further improvement were the gender and diversity mix of the Corporation which could only be addressed when vacancies arose. The Committee noted the progress made.

c) Governance Self-Assessment

ZL had provided a paper setting out the approach to the Governance Self-Assessment which would take place over the Summer. She provided an alternative online questionnaire which was similar to that used in the EGR from the previous year, which would provide some ease in completing and also be comparable. She also discussed with members how they would like to approach the 121 interviews with governors, particularly as TJ was not available to complete these this year. It was agreed that each Committee Chair would have a 121 meeting with their committee members based on an agreed template and provide feedback to FA and ZL. This would provide an opportunity for committee chairs to review their own committees, as well as consider the wider corporation needs. It also shared the workload over a several people, and not over burdening an individual. Pending a review of how this goes it may be a model that is used in future years. Members also agreed the use of the revised questionnaire.

d) Cycle of Business

ZL shared the cycle of business for 2024/25 which provided an outline agenda plan for all committees and the Corporation for use by the committee chairs and executive. There had been a few updates since the previous year on policies, but it was largely similar. Members noted the paper.

e) Committee Dates for 2024/25

ZL presented the proposed date for Committee and Corporation meetings for 2024/25 and put forward the request from the executive to move the majority of meetings where

	<p>possible to a Monday instead of Wednesday evening. The Committee were supportive of this suggestion pending any issues with quoracy on implementation.</p> <p>f) Conflicts of Interest Form Following the publication of the College Financial Handbook in April 2024 it was now a requirement for the register of interests to record when the interest began. ZL provided an amended form to collect this information which would be used from September 2024. Members approved the update.</p>
7	<p>SEARCH</p> <p>a) Membership Update ZL reminded the committee that Liz Jones had recently stood down as a governor and that she held the position of safeguarding governor which would need replacing. She explained that the recruitment process was in hand and that the position was being posted on various platforms including Women on Boards and Trustees Racial Diversity in accordance with the changes to the recruitment and succession planning policy and the intent to improve the diversity of the Corporation. Members suggested that we may want to approach alumni of the colleges who had the appropriate skills or link into other NED and trustee networks.</p>
8	<p>Any Other Business There were no other items.</p>
9	<p>Dates of Future meetings September 2024 (TBC)</p> <p>The meeting closed at 19.35 pm</p>

Minutes taken by Zoë Lawrence 06 June 2024

SIGNED:

Date:

Laura Griffin, Chair