

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 06 March 2024 6.00 pm by Zoom

Members Present: Laura Griffin (Chair), Tony Johnston, Colin Smith, Derrick Betts

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. Apologies had been received from Franklin Asante.</p>
2	<p>Declarations of interest in the agenda items</p> <p>SD had a conflict of interest in item 5a and would leave the meeting if necessary, during this 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 27 September 2023 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) CEO and SPH Objectives See Confidential Minutes</p>
6	<p>GOVERNANCE</p> <p>a) Governance Improvement Plan</p> <p>ZL presented an updated improvement and impact plan to the committee. She highlighted progress being made on various actions, and sought committee members' views on one of the main recommendations from the external review of governance concerning committee chairs reporting back to the Corporation. This was discussed at the previous meeting in September, but no conclusion reached. Members discussed the merits of this approach, and how it would improve the accountability and assurance between the committee and Corporation, but were keen to prevent a repeat of committee discussions. It was agreed that ZL would provide a summary of main points that were discussed by the committee as an aide memoire for the committee chair, and that the committee chairs would invite additional areas of questioning at the Corporation meetings. This would be trialled and reviewed in due course.</p>

b) Governance Risk Register

ZL presented the governance risk register, and explained that the risks related to the main functions and responsibilities of the Corporation. Two risks were above tolerance and related to staff engagement and quality of teaching and learning. She noted that the latter of these was at a higher risk in the governance risk register than in the Student Experience and Outcomes risk register. The Committee were in agreement with the risks as they understood them from a governance perspective.

LG asked DB how this related to the Audit Committee's approach to risk. DB explained that areas of extreme risk in the strategic risk register were looked at in detail, and were if necessary, included in the internal audit plan. This had been the case for the capital projects risk register. The Student Experience and Outcomes risk register was to be the focus of the June Audit Committee meeting. DB also mentioned a maths and English internal audit that has recently been completed. This made an assessment of the processes and not the quality of teaching. It was agreed to include this for information in the TLS papers.

TJ suggested that the EDI composition of the Corporation be included on the governance risk register.

c) Governance KPIs

ZL presented the governance KPIs which were mostly on track at this point in the year. The exceptions were those in relation to board composition as there had been a reduction in the number of women and those from an ethnically diverse background on the Corporation. Members asked about those who had left and whether there was any evidence that their decision was related to any inclusion issues. ZL shared those members' reasons for leaving with the committee and it was agreed that inclusion did not play a part, however this would be actively monitored and reported to this committee going forwards. Members noted the KPIs.

d) Student Governors

ZL provided a summary of this paper which set out some suggestions for increasing the engagement of student governors, particularly in relation to meeting attendance. Members were in support of all the suggestions posed, and also that it may work better for student members to just attend a section of the meeting which was more focused on issues that related to them. CS said that he would be willing to re-order the TLS agenda to accommodate this.

TJ suggested whether it may be an option to include a former student on the Corporation. ZL said that this was currently not consistent with the I&A, unless they became an independent member for which there were currently no vacancies. CS was sceptical about how helpful this would be as the purpose was to get current feedback and input from students of their experience of the college now. The course workload for students to be able to be able to make time for committee meetings was noted. It was suggested that adult students may be better placed at managing this. TJ asked if the current student

	<p>governors were active members of the Student Union. ZL said that she was not sure and would inquire. TJ asked if expenses including a meal allowance had been offered to student members. ZL confirmed this but she got the impression that this would not be a motivator to attendance for the current student governors but may be in the future. It would not be possible to offer an attendance allowance for student governors without seeking Charity Commission approval as they were classed as charity trustees in the same way as other members.</p> <p>e) Governors’ Expenses Policy</p> <p>The Governor expenses policy was due for a review. There were some small changes for clarity, but otherwise it was the same as the previous version. The Committee resolved to recommend the policy to the Corporation for approval.</p>
7	<p>SEARCH</p> <p>a) EDI and Governor Recruitment</p> <p>This paper set out some proposals for revisions to the recruitment and succession planning policy with the aim of improving the Corporation’s approach to appointing members who were women and those from diverse backgrounds. It included data from appointments made to date, and also made recommendations about the composition of recruitment panels to prevent any bias. Members welcomed the recommended changes and resolved to recommend the amended policy to the Corporation for approval.</p> <p>b) Co-opted member for the Property & Infrastructure Committee</p> <p>This paper proposed the appointment of Rob Bradley as a co-opted member to the Property & Infrastructure Committee. Rob is the former CEO of Bouygues UK and has extensive experience in the construction industry. ZL noted in her paper that this proposal was not compliant with the recruitment and succession planning policy, but set out clear explanations for this non-compliance and that overall the appointment was in the best interest of the college. The independent advice that he could provide to UCG concerning the redevelopment project at Wembley would be of considerable value to the Corporation and Executive. It was also noted that an open and extensive recruitment exercise had taken place in 2022 to replace Lee Horsley, who had similar skills and experience but it was not possible to appoint at that time. TJ confirmed that he had met with Rob and that he supported the appointment. Rob though retired is part of the Westminster Business Forum and well connected in London. Members expressed some concern about managing any potential conflicts of interest but did not consider this as a barrier to appointment. The Committee resolved to recommend the appointment of Rob Bradley to the Corporation for approval.</p> <p>c) Member Terms of Office - renewal</p> <p>ZL reported that Ross Mackenzie’s first term of office as an independent governor was coming to an end in July 2024. Ross had confirmed that he was willing to stand for a second term. The Committee were content to recommend this second term of office to the Corporation for approval.</p>
8	<p>Any Other Business</p>

	There were no other items.
9	Dates of Future meetings 06 March 2024 The meeting closed at 8.00 pm

Minutes taken by Zoë Lawrence 07 March 2024

SIGNED: **Date:**

Laura Griffin, Chair