

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 9 February 2022 6.00 pm by Zoom

Members Present: Laura Griffin (Chair), Franklin Asante, Tony Johnston, 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 Colin Smith.</p>
2	<p>Declarations of interest in the agenda items</p> <ul style="list-style-type: none"> • ZL had a COI in item 5a and left the meeting for that item. TJ recorded the discussion for the minutes in the absence of the Director of Governance. • SD had COI in item 5b and 5c and was not present for these items
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 29 September 2021 were approved as an accurate record for signing.</p> <p>Matters arising</p> <p>LG noted the action referring to the Policy Framework. SD confirmed that this was being addressed and plans were in place to ensure all essential policies were in place by the end of February and recommended ones by the end of March 2022. Members welcomed this progress.</p>
4	<p>Committee Review – Common Themes</p> <p>LG reminded members that this committee constituted the committee chairs and that this was intentional to bring together the committees to be able to address any cross-cutting themes and interdependencies. DB requested that the papers be presented to committee more precisely to be able to manage the meeting time better. It was noted that the agenda for the joint F&R and Audit Committee in December 2021 was overloaded, and this would be improved going forward. Work was also being done in this area to improve the board papers and how they are presented. DB also commented on the complexity of the risk registers being received by the committees. SD reported that a risk control group had recently been established to look at this and review the Risk Management Policy. A full report on this would be provided to the next meeting of the Audit Committee in March. SD would be proposing a slight change of format for the risk registers, changing the risk categories and the inclusion of risk tolerance ratings. LG stressed how important it was for key aspects of governance to align and that there was common purpose throughout which upheld UCG values, but particularly student focus and EDI. Further exploration of the interdependencies was planned for the strategy event to be held on 5 March 2022.</p>
5	<p>REMUNERATION</p> <p>(a) Director of Governance – Objectives <i>(Paper circulated in advance)</i></p>

	<p>See Confidential Minutes</p> <p>(b) Senior Post holder Objectives <i>(Paper circulated in advance)</i> See Confidential Minutes</p> <p>(c) NB Role See Confidential Minutes</p>
6	<p>GOVERNANCE</p> <p>a) Preparation for Strategy / Governance Event <i>(Programme circulated in advance)</i> TJ and SD provided a summary of the key aspects of the proposed event. Following the pandemic, it would be key to review the strategic objectives and reconsider the external environmental factors the college now faced. The focus was to continue to embed EDI throughout the college culture. The final part concerned improvements to governance practice. DB asked for staff experience and retention to be included as this seemed to be a widespread issue post-pandemic. SD said that this was included in current plans.</p> <p>b) External Review of Governance <i>(Paper circulated in advance)</i> ZL presented a paper which included the recent DoE guidance on external reviews of governance. ZL proposed that the review took place one academic year later in 2022/23 to give time for the policy framework and internal communications to embed and other changes following the appointment of the new CEO. She stressed that governance was not just about the Corporation and its committees, but that the policies and culture set by the Corporation should cascade within the organisation to establish a governance framework through the senior leadership team. Members agreed that the postponement was a good idea. TJ asked if the review report should be published like an Ofsted Inspection Report and whether the approach being taken was developmental. ZL said that she thought it was necessary to refer to the review in the governance section of the Annual Report and Financial Statements and that the report was disclosable under FOI on request, but she did not think that there was an explicit requirement to publish it unless we chose to do so. There would be a tender exercise to identify the external reviewer and the developmental nature of the review can be included in the specification.</p> <p>c) CEWG Update Following the discussion on the SPH objectives it was agreed that the Commercial Entities Working Group would be put on hold until the new commercial strategy had been prepared. ZL agreed to communicate this to members. The Commercial Strategy was expected to be ready for review by the end of the academic year.</p> <p>d) Governance Risk Register <i>(Risk Register circulated in advance)</i></p>

	<p>ZL highlighted two risks which had reduced since the last meeting. These concerned the risk of the Corporation acting outside its powers which was reduced with the pause on the commercial strategy; and the failure to secure an effective SLT which had reduced now the arrangements for the appointment of the new CEO had been implemented. Members noted the risk register.</p> <p>e) Governance KPIs <i>(Paper circulated in advance)</i></p> <p>ZL presented the revised governance KPIs which included current progress where this was available. The previous KPIs were included for comparison. Members noted the high levels of governor attendance at 84%. Members noted the KPIs.</p> <p>f) Governor Training Update <i>(Paper circulated in advance)</i></p> <p>This paper had been prepared to bring to the committee’s attention that it was now a regulatory requirement for governor training to be reported annually. The paper provided a summary of the training taken by each governor in recent years. It also sought the committee’s view on the frequency of mandatory training on safeguarding, EDI and Prevent. It was agreed that it was reasonable for all governors to do this training on appointment and be refreshed every three years. The governance KPIs would be amended accordingly, and this standard would be monitored going forward. It was noted that if there were significant regulatory changes then the training would be brought forward as necessary.</p>
7	<p>SEARCH</p> <p>(a) Members Term of Office - renewal <i>(Document circulated in advance)</i></p> <p>Members reviewed the governor terms of office and agreed that those willing to stand for a second term should be recommended to the Corporation. It was agreed that MG and NW would be approached and asked for interest in standing for a second term.</p>
8	<p>Any Other Business</p> <p>No items were raised</p>
9	<p>Dates of Future meetings</p> <p>15 June 2021</p> <p>The meeting closed at 7.43 pm</p>

Minutes taken by Zoë Lawrence 10 February 2022

SIGNED:

Date:

Laura Griffin, Chair

ACTIONS

Ref	Action	Owner	Status
May 21 5e	Prepare a proposal providing costed options for an external review of governance	ZL	Carried forward
5b	Revised CEO objectives to be reviewed by the Committee by email following 5 March Strategy Event then included on April 6 Corporation agenda	ZL	Complete
6c	ZL to inform CEWG members that the Group was being put on hold until the new Commercial Strategy had been developed.	ZL	Complete
6f	ZL to ensure that Safeguarding, EDI and Prevent training is completed on appointment then for it to be refreshed every three years. KPIs to be amended to reflect this target.	ZL	In progress
7	ZL to contact MG and NW concerning their second term of office.	ZL	Complete