

CORPORATION BOARD of UNITED COLLEGE GROUP
Minutes of a meeting of the Governance, Search and Remuneration Committee
Wednesday 18 June 2025 6.00 pm by Zoom

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

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

*in attendance for relevant agenda items

1	Welcome and apologies for absence LG welcomed everyone to the meeting. There was 100% attendance.
2	Declarations of interest in the agenda items SD and ZL had conflicts in item 5 and would leave the meeting as necessary for that item.
3	Minutes of previous meeting <i>(Minutes and actions were circulated in advance)</i> The confidential and non-confidential minutes of the meeting held on 10 March 2025 were approved as an accurate record. Matters arising Matters arising had been completed.
4	Committee Review – Common themes / interrelated issues No items were raised.
5	REMUNERATION <i>(Papers circulated in advance)</i> (a) CEO and CFO Objectives Review (b) SPH Remuneration (c) CEO Remuneration (See confidential minutes)
6	GOVERNANCE a) Governance Risk Register ZL presented her paper which set out an alternative approach to the governance risk register than had been used previously. She explained that the approach which considered the risks around the non-delegable functions of the Corporation often overlapped and duplicated that which was on other risk registers and caused inconsistencies. The revised approach assessed the risks around the governance processes and relationships specifically and several examples were included in the draft provided. ZL said that the opportunity for governors to escalate a specific risk was still possible through the other risk registers that were reviewed by the committees. All the governance risks were low and none were to be included on the strategic risk register. The Committee considered the proposal and the value of the change in focus. RM suggested that a risk concerning the over-dominance of the capital project be included, and CS that the risk concerning the balance between finance and curriculum quality be included. ZL agreed to make these updates. b) Governance KPIs

ZL presented the governance KPIs at this point in the year. Governor attendance was at an all time high of 91% this year which was a 7% increase on the previous year showing a good level of commitment from governors. The response to the self-evaluation survey whilst higher than the previous year was only at 75% so a further push would be made for that in the coming days. The number of governors completing two training and development events this year had fallen to around 70%. ZL said that she thought that this was connected to the maturity of the board members in that several had been governors at the college for some time and their training needs were up to date. She said that some of the newer less experienced governors had attended up to 10 training events, whilst those in their second term significantly fewer and one or two none. Also, the Governor Development event in May had been cancelled which had impacted. Members said that the reduction appeared reasonable and understood. Link governor activity was ongoing and the interaction generally between governors and the college was positive.

c) Governance Self-Assessment

ZL set out the process for the governance self- assessment which would be taken forward this Summer. It was noted that this was a requirement that needed to be reported in the Governance Statement of the Annual Report. The self-assessment questionnaire had already been issued to governors in May, and then there would be a series of governor interviews shared among the Committee Chairs with themes and key messages fed back to inform the governance improvement plan. Members were in agreement with this approach and ZL would assist with the setting up of the interviews.

d) Chair Appraisal

As part of good governance practices, it was necessary to complete a chair's appraisal review. The paper set out the process and proposed a questionnaire which would be transferred to Microsoft Forms and sent to members. The feedback would be collated anonymously and then fed back to the Chair by LG as the Chair of this committee and CS as Vice Chair. The Committee agreed the process and that the questionnaire would be issued at the beginning of July.

e) External Governance Review 2025/26

ZL presented her proposal for the EGR which was to take place in 2025/26 three years since the previous review. She was proposing that Rockborn completed the review to provide continuity from the previous review, but that a different main reviewer be appointed to provide a fresh eye. The Committee were content to take this forward for the Autumn term 2025 and for the review to conclude by the December board meeting pending that procurement procedures on the number of quotes needed be checked and actioned as appropriate.

f) Cycle of Business 2025/26

This was provided to give an overview of committee and corporation business and a reference for committee chairs. Members noted the cycle of business.

g) Committee Dates 2025/26

ZL said that following discussions with the executive earlier that day that two of the dates had changed from those provided in the papers. One of these was the TLS Committee which was originally scheduled for mid-October and would now be put back to mid-November. And the October Corporation meeting would be on Wednesday 22 October and not Monday 20 October due to the availability of senior staff. It was also suggested that the GSR and Audit Committee dates in March be swapped over as LG was unable to

	make one of these dates. Other than these changes the Committee was content to agree the committee dates for 2025/26. h) Governor Training & Development Policy This was an existing policy which had been reviewed. The main changes concerned nomenclature, updates to training providers and policy updates from the DfE. LG commented whether the objective for governors to complete 2 training events each year should be reworded to aim to complete given the discussion earlier on the KPIs. Otherwise, the Committee was content to recommend the policy to the Corporation for approval.
7	SEARCH a) Appointment of Student Governors – change to the I&A ZL explained that this paper was requesting an amendment to the I&A to include the flexibility to appoint student governors by interview as well as by election. It was not intended that this would be used for 2025/26 as the student union was keen to continue the democratic process, but could be used in future years when the appointment of student members was more challenging. The focus of this was to ensure that the right person was appointed for the role and had a clearer understanding of the responsibilities. Members were supportive of this flexibility as long as the same process was used for the appointment of student governors in any given year. ZL agreed that this would be the case. The Committee resolved to recommend this change to the I&A to the Corporation for approval. b) Membership Update ZL reported that Max Maalimey (staff governor) had recently resigned from his teaching post at the college and would therefore no longer be eligible to be a staff governor. A recruitment process to appoint a replacement staff governor would commence at the beginning of the Autumn term.
8	Any Other Business There were no other items.
9	Date of Future meeting September 2025 (TBC) The meeting closed at 7.52pm

Minutes taken by Zoë Lawrence 19 June 2025

SIGNED:

Date:

Laura Griffin, Chair

Ref	Action	Owner	Status
6a	ZL to make the updates to the governance risk register as minuted.	ZL	Complete