



## CONFIRMED MINUTES

### UNITED COLLEGES GROUP CORPORATION PART ONE – PUBLIC

**Minutes of the Meeting held on Wednesday, 11 October 2017 at 6.00pm  
in Room WF331 at Willesden Campus, Denzil Road, London NW10 2XD**

#### **Present**

Tony Johnston (Chair)  
Roslyn Aird  
Glenys Arthur  
Afsana Begum-Mirza  
Keith Cowell  
Alexandra Fyfe  
Mary Elliott

Brenda Goring Moore (Item 6 onwards)  
Simon Haben (Item 4 onwards)  
Jan Knight  
John Petrie (Item 10 onwards)  
Judith Williams  
Omar Zouine (Item 8 onwards)

#### **Also in Attendance**

Eamonn McCarroll, Group Director of Finance  
Christina Price, Clerk to the Corporation (minutes)  
Amanda Thorneycroft, Chief Operating Officer  
Omar Zouine (Items 1-7)

#### **1. Attendance and Apologies for Absence**

**Action**

Apologies were received from the following Governors:

- Peter Child, due to illness;
- Jayanne Davis;
- Simon Neville, due to work commitments.

Apologies were also received from Anna Openshaw-Lawrence, Group Director of Human Resources, who would normally be in attendance only.

81% of the membership was in attendance and the meeting was quorate throughout.

The Chair welcomed Omar Zouine, Student Member (Elect), to his first meeting of the Corporation.

#### **2. Declarations of Interest**

There were no declarations of interest other than those in the Register of Interests.

#### **3. Health and Safety Announcements**

The Clerk to the Corporation provided a briefing on the Health and Safety arrangements for the meeting.

#### **4. Chair's Report and Announcements**

*[Simon Haben joined the meeting.]*



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The Chair welcomed those present to the first Corporation meeting of United Colleges Group (UCG) and drew attention to the following:

- The post-merger integration work which commenced on 1 August 2017: the Chief Executive Officer would be reflecting upon the first 100 days during Item 16 of the meeting agenda;
- The decisions by two members of the senior leadership team at College of North West London (CNWL) to leave the college at a late stage in the merger process: the Chair wished them well in pursuing other interests away from the college;
- The lengthy induction process undertaken by the Chair over the past few weeks;
- A meeting between with the Chair and CEO of Ealing, Hammersmith and West London's College which was also attended by UCG's CEO;
- A meeting with the Chair of Waltham Forest College who is acting as his mentor
- Work undertaken with the CEO and external consultant in relation to the Strategy Day which would be held at Buzzacott LLP's office on Saturday, 14 October 2017;
- His intention to attend the AoC Annual Conference and the AoC Governors Event in November 2017;
- Ben Humpage's resignation as a Staff Member of the Corporation: Members expressed their thanks for his input and noted that an election would be held to fill this vacancy on the Corporation.

Members discussed the most effective way in which they might communicate with each other outside meetings. The Clerk drew attention to risks associated with use of social media, such as Facebook. It was **agreed** to communicate via email for main business whilst the Chair would provide brief updates via WhatsApp, with the matter to be reviewed at the next meeting.

The Chair's Report was **noted**.

### **5. Minutes of Meetings held on 5 July 2017 and 19 July 2017 and Action Log**

The minutes of the Part 1 meeting of the Corporation of College of North West London (CNWL) held on 5 July 2017 were **approved** as a true record of the meeting, subject to correction of a minor typographical error under item C1iii.

There were no Part 1 meetings of the Corporation of City of Westminster College (CWC) on 5 July 2017 and 19 July 2017.

### **6. Committee Meeting Reports**

*[Brenda Goring Moore joined the meeting.]*

The Clerk provided an update on the following Committee business which did not feature on the Corporation meeting agenda:

- Search and Governance Committee meeting held on 20 September 2017: the Committee reviewed the Governance Risk Registers for the legacy colleges which would be presented at the next Audit Committee meeting;
- Finance and General Purposes Committee meeting held on 4 October 2017: the Committee noted the following:



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- \* Marketing and Public Relations Media Report: there was a co-ordinated campaign across college sites;
- \* Financial Support for Learners – End of Year Report 2016/17: this report related to CWC and the Committee noted that there had been no issues;
- \* ICT Report: this report outlined the progress made against the legacy colleges' IT priorities, and plans to set up an IT Steering Group to consider priorities for the current year, review the infrastructure across the group to inform the IT strategy and form a joint working group for the forthcoming General Data Protection Regulation;
- \* Apprenticeship Reforms Update: this report drew attention to the small amount of funding that colleges and providers have received to deliver apprenticeships to small employers between May and December 2017 and, while UCG is secure for the current year, the allocation could be 50% of forecast for next year and this is a national issue;
- \* An oral update on Disclosure and Barring Service Checks: these are in progress.

The Committee requested that the people aspect of the merger should be reported on at the next meeting.

Members discussed the different approaches adopted by the Corporations of CNWL and CWC in relation to the reporting of Committee business. It was **agreed** that minutes of Committee meetings would be presented at Corporation meetings.

**Clerk**

The Chair stated that consideration was being given to the potential for paperless meetings in future.

### 7. **Appointment of Student Members**

The Corporation **approved** the appointment of Jayanne Davis and Omar Zouine as Student Governors, who will serve as members of the Teaching, Learning and Skills Committee.

### 8. **Election of Vice Chair(s)**

The Clerk outlined the closing date for nominations for the role(s) of Vice Chair and reminded Members that the election of Vice Chairs would take place following the Strategy Day on Saturday, 14 October 2017.

### 9. **Policies for approval**

Discussion took place concerning the Supply Chain Fees and Charges Policy and the way in which it links to safeguarding policies and procedures when the provider is a subcontractor as this was not stated in the Policy. It was reported that:

- There is a legal requirement for subcontractors to report issues;
- Subcontractors are subject to the college's procedures;
- The college audits every subcontractor: safeguarding forms part of this and the subcontractors must assure the college that their procedures are robust.

The Corporation noted the requirement for the organisation to have a Supply Chain Fees and Charges Policy in place and, upon review, **agreed** that the Policy is adequate.



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After due consideration, the Corporation **approved** the following:

- The Supply Chain Fees and Charges Policy, on the recommendation of the Finance and General Purposes Committee;
- The Conflicts of Interest Policy, on the recommendation of the Search and Governance Committee, which all Members would be required to sign;
- The Policy on Recruitment and Selection of Corporation Members and Co-optees to Committees, on the recommendation of the Search and Governance Committee.

It was **agreed** that the T-Level Action Plan should be circulated.

**CEO**

### 10. **Corporation Report**

*[John Petrie joined the meeting.]*

The Clerk presented this item.

The Corporation **noted** the sector update, which concerned:

- AoC Notes on Governor Liability and Colleges and the General Data Protection Regulations;
- A forthcoming consultation on the College Insolvency Regime;
- An AoC/colleges in the West Midlands report on Strengthening Board Assurance in light of area review and the introduction of an insolvency regime;

After due consideration, the Corporation resolved to **approve** the following:

- Corporation Key Performance Indicators for 2017/18:
  - \* To achieve at least 80% attendance at all Governing Body and Committee meetings overall;
  - \* 100% of governors to complete self-assessment;
  - \* 100% of governors to attend at least two training events / conferences / knowledge enhancing study of direct relevance to College governance;
  - \* 100% of governors to attend at least one social event / exhibition / show put on by the College;
  - \* 100% of external members to engage with staff (and students, where applicable) in curriculum and support areas during the year, i.e. through engagement with College curriculum and support areas and Learning Walks;
  - \* All Governors to complete a declaration of interests form annually;
  - \* All Governors to sign Code of Conduct Agreement Form annually;
  - \* All Governors to undertake an enhanced DBS check upon appointment and thereafter at intervals in accordance with college policy;
- The role descriptions of Vice Chair and Corporation Members and the appointment of two Vice Chairs to the Corporation in accordance with the election procedure described in Standing Orders, subject to receipt of at least two nominations;



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- The appointment of the following Members of the Corporation as Committee Chairs:
  - \* John Petrie – Audit Committee;
  - \* Tony Johnston – Finance and General Purposes Committee;
  - \* Judith Williams – Teaching, Learning and Skills Committee;
  - \* Simon Haben – Remuneration Committee;
  - \* Alexandra Fyfe – Search and Governance Committee;
  - \* Tony Johnston – Strategy and Estates Committee;
- That no Vice Chairs of Committees be appointed: Committees to appoint a chair for a particular meeting in the absence of the Committee Chair;
- That Co-optees to Committees be sought who can provide expertise in the following areas whilst also helping to address the current under-representation in terms of diversity:
  - \* Property (for the Strategy and Estates Committee);
  - \* Further Education or Ofsted, in relation to the quality agenda (for the Teaching, Learning and Skills Committee);
  - \* Social and community links (for the Finance and General Purposes Committee or Teaching, Learning and Skills Committee);
- The appointment of Tony Johnston as HE Champion;
- The Member Links/Engagement Scheme;
- The Training and Development Plan for Corporation Members 2017/18;
- The Code of Conduct for Corporation Members;
- The revised Terms of Reference for the Remuneration Committee in order to increase the membership of the Remuneration Committee to “at least five members” (who may or may not be members of the Corporation) and the appointment of Judith Williams to the Committee on an interim basis to effect this increase;
- Revised Terms of Reference for the Finance and General Purposes (F&GP) Committee following the Committee’s review of its terms of reference on 4 October 2017 which further clarify its remit compared to that of the Strategy and Estates (S&E) Committee, subject to minor amendments to make reference to capital expenditure and financing. It was noted that the S&E Committee will scrutinise proposals for the estates strategy in detail whereas this level of scrutiny could not be provided by the F&GP Committee given its wider remit;
- The Regularity Audit Self-assessment Questionnaires for CNWL and CWC;
- The delegation of authority to approve the HEFCE annual quality assurance return (annual self-evaluation document and annual assurance statement) to

**Clerk**



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the Teaching, Learning and Skills Committee in accordance with the process set out in the report.

### 11. **Date of Next Meeting**

It was **noted** that the next meeting would take place on Wednesday, 13 December 2017 at 6.00pm at Paddington Green Campus.

### 12. **Any Other Urgent Business**

There was no further business.

### 13. **Issues of Confidentiality**

There were no issues of confidentiality.

Signed:

\_\_\_\_\_

Chair

Date:

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