

CONFIRMED MINUTES

UNITED COLLEGES GROUP SEARCH AND GOVERNANCE COMMITTEE Minutes of Meeting held on Monday, 20 September 2017 at 6.00pm in the Board Room at Paddington Green Campus

Present:

Tony Johnston, Acting Chair
Keith Cowell
Alexandra Fyfe
Brenda Goring Moore
Judith Williams

In Attendance:

Christina Price, Clerk to the Corporation (Minutes)

1. Attendance and Apologies for Absence

Action

There were no apologies for absence.

100% of the membership was in attendance and the meeting was quorate throughout.

2. Declarations of Interest

There were no declarations of interest other than those in the Register of Interests and under Item 10.

3. Health and Safety Announcements

The Clerk provided a briefing on the Health and Safety procedures for the meeting.

4. Minutes of Meeting held on 10 October 2016 and Action Log

The following were **agreed** and confirmed as an accurate records:

- The minutes of the meeting of City of Westminster College's (CWC) Search and Governance Committee held on 10 October 2016: to be signed by Alexandra Fyfe who was Acting Chair of CWC at that time;
- The minutes of the meeting of College of North West London's (CNWL) Search Committee held on 15 June 2016: to be signed by Judith Williams who was Chair of CNWL at that time.

It was **noted** that there were no matters arising.

It was **agreed** that Tony Johnston, Chair of the Corporation, would chair the meeting but it would be good practice to seek another Member to Chair the Committee going forward.

5. Review of Committee Terms of Reference

The Committee's reviewed its Terms of Reference (ToR) and **agreed** to recommend to the Corporation that paragraph 2.1(d) be amended to state: "To initiate searches for potential candidates for Corporation membership if required through consultation with interested bodies, organisations and/or individuals and the placement of timely advertisements in *relevant media and* community publications".

Clerk

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The Chair indicated his intention to attend Teaching, Learning and Skills Committee meetings, when possible, but in the capacity of an observer rather than a member of the Committee.

6. **Corporation Key Performance Indicators 2017/18**

The Committee reviewed the basic Key Performance Indicators (KPI) adopted previously by College of North West London and City of Westminster College and the proposed Corporation KPI for United Colleges Group (UCG) in 2017/18 which all Corporation Members would be expected to achieve during the course of the year. It was noted that the matter of “what good governance looks like and how it feeds into the strategy” would be taken forward following development of the strategy for UCG.

After due consideration, it was **agreed** to recommend that the following KPI for 2017/18 be approved by the Corporation:

- 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 Committee requested that sufficient notice of college social events be provided to Members. It was reported that these would be added to the Training and Development Plan prior to presentation to the Corporation, if available, and notification would also be sent via email/Governors’ Bulletins.

Clerk

7. **Review of Skills Analysis, Committee Membership and Committee Chairing Arrangements**

The Committee reviewed the membership of the Corporation and Committees in the context of:

- The Members’ skills analysis and any gaps in expertise which, in the opinion of the Committee, needed to be addressed so as to ensure that sufficient and appropriate skills are reflected in the membership;
- The requirements of the Articles of Government and the Post-16 Audit Code of Practice;
- Governance good practice, e.g. ensuring that the independence and objectivity of the Audit Committee is maintained.

It was **noted** that:

- No Chairs of Committees had been appointed and therefore it would be necessary to identify a member of each Committee who possesses appropriate experience and skills to chair that Committee;

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- Ben Humpage, Support Staff Governor, had resigned from the Corporation following his decision to leave the organization and an election would take place to appoint his replacement.

Members emphasised the importance of achieving a mix of public and corporate sector experience across the membership of Committees.

The Committee **noted** and **endorsed** the recommendation of the Remuneration Committee that its membership be increased to “at least *five* members” (who may or may not be members of the Corporation) - rather than “at least four members” – in order to effect a larger quorum. It was **agreed** that the existing membership numbers of the Search and Governance Committee and Audit Committee were sufficient.

After due consideration, it was **resolved** to recommend to the Corporation that:

- Judith Williams be appointed to the Remuneration Committee on an interim basis to effect an increase in its membership to at least five members;
- The following Members be appointed as Committee Chairs, subject to their agreement;
 - * 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;
- 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).

It was suggested that existing Members might have links with Citizens Advice, Brent community groups and LGBT groups which could be approached in the search for Co-optees to Committees.

8. **Review of Role Descriptions**

The Committee reviewed the role descriptions of Vice Chair and Corporation Members. It was **agreed** to recommend to the Corporation that the following be approved:

- The role description of Vice Chair;
- The role description of Corporation Members, subject to amending paragraph 1.1(f) to read: “The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holder of senior posts, *including* the clerk...”;
- 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.

Clerk

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9. **Member Links/Engagement Scheme**

The Committee reviewed the proposed Member Links/Engagement Scheme and emphasised the importance participation by Members in visits across UCG sites. It was **agreed**:

- To recommend that the Member Links/Engagement Scheme be approved by the Corporation;
- That an induction for Members be held at each main campus;
- That development sessions should held to assist those Members who are unable to participate in visits to campuses due to constraints on their time.

*Clerk
Clerk
/Chair*

10. **Appointment of Corporation Member with oversight of Higher Education**

It was **noted** that Tony Johnston would not participate in the discussion or decision relating to this item due to a conflict of interest.

The Committee reviewed the skills analysis provided in the report for Item 7 and, after due consideration, **agreed** to recommend to the Corporation that Tony Johnston be appointed as HE Champion on the basis of his experience developing the MA in International Multimedia Journalism with Newcastle University - a collaboration between a Russell Group university and industry – and chairing the Yorkshire and Humber East Lifelong Learning Network Partnership from 2008 to 2012 - a partnership between Hull University and nine colleges of further education.

11. **Training and Development Plan for Corporation Members**

It was **agreed** to recommend to the Corporation that the Training and Development Plan for Corporation Members for 2017/18 be approved, subject to paragraph 1.2 being updated to reflect the applicable Corporation KPIs discussed under Item 6 on the meeting agenda.

Clerk

12. **Code of Conduct for Corporation Members**

The Committee reviewed the Code of Conduct for Corporation Members and **agreed** to recommend that it be approved by the Corporation.

13. **Conflicts of Interest Policy**

The Committee reviewed the proposed Conflicts of Interest Policy and **agreed** to recommend that it be approved by the Corporation and signed by all Members.

14. **Policy on Recruitment and Selection of Corporation Members and Co-optees to Committees**

The Committee reviewed the proposed Policy on Recruitment and Selection of Corporation Members and Co-optees to Committees and **agreed** to recommend that it be approved by the Corporation.

Members drew attention to the importance of good succession planning.

The Committee **noted** the intention to appoint Student Governors at the next Corporation meeting and **agreed** that consideration should be given to how Members might become most effectively involved in the student voice across UCG.

CEO

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15. Governance Risk Register

The Committee reviewed the content of the CNWL's and CWC's Governance Risk Registers in its role as a reference group for the Register.

The CEO drew attention to Risk 1.14 on CWC's Risk Register ("*Management's attention being distracted by potential strategic alliance*") and emphasised that this risk remains relevant post-merger.

It was reported that the CEO would be presenting the strategic priorities that he had identified as part of his interview for the role at the next Corporation meeting and providing an update on the current position.

After due consideration, it was **agreed** to recommend the Register to the Audit Committee prior to presentation of the overall College Risk Register to the Corporation.

16. Update on Disclosure and Barring Service (DBS) Checks for Corporation Members

It was reported that all Members had received a request to complete a DBS check.

17. Date of Next Meeting

It was **noted** that the next meeting would take place on Wednesday, 8 November 2017 at 6.00pm.

18. Any Other Urgent Business

It was **noted** that Judith Williams would be unable to attend the next meeting of the Committee due to a prior commitment.

It was **agreed** that the Clerk should consider options for paperless meetings and bring a proposal to the next meeting of the Committee, possibly including a demonstration by the preferred software supplier.

Clerk

It was reported that the CEO might wish to extend the Deputy Principal's contract until December 2017 due to ongoing issues at Maida Vale Campus and a decision might be required before the date of the next Corporation meeting. It was noted that this matter did not fall within the remit of the Committee but Committee Members agreed to endorse Chair's Action to extend the Deputy Principal's contract accordingly.

19. Issues of Confidentiality

It was **noted** that the following were to remain confidential:

- Item 4: minutes of the CNWL Search Committee meeting held on 15 June 2016;
- Item 15: Governance Risk Registers, until approved by the Corporation in December 2017;
- Item 18: minute relating to Deputy Principal.

The meeting closed at 8.10pm.

Signed: Date:
Chair