

Meeting/Committee	Search & Governance Committee
Date of meeting	4 th October 2022 at 5.30pm (via Google Meet)

1 Appointment of the meeting Chair

Committee agreed to appoint Jenny Worsdale as the Chair for this meeting.

2 Declarations of interest and eligibility

The meeting Chair reminded everyone present to declare any interests that they may have on matters to be discussed. Janet Pryke asked that it be noted that Debbie Marshall, who is to be discussed as a potential new governor, is someone who works with her. It was agreed that this wouldn't prevent her from participating in discussions but that it would not be appropriate for her to be part of the interview panel which ultimately makes a recommendation to the board. Standing declarations were noted.

3 Welcome, introductions and apologies for absence

Attendees:

Jenny Worsdale	Meeting Chair
Janet Pryke	
Jason Austin	

In attendance:

Maxine Bagshaw	Director of Governance
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Apologies for absence

Apologies for absence were received from Stephen Bulley.

4 Minutes of the meeting held on 17th May 2022

The minutes were reviewed and it was agreed that they were an accurate record of discussions.

AGREED: to approve the minutes of the meeting held on 17th May 2022.

There were no matters arising.

5 Action progress report

In relation to the one action outstanding, which relates to the preparation of an annual remuneration report, the Director of Governance presented two examples sourced from other colleges. The first is from Bradford College and the second from East Coast College. She invited the committee to provide feedback on the content and format of the examples so that she could receive some guidance on what is to be prepared for the RNN group. Committee considered the two documents and key points discussed and agreed were:

- Format and style of the Bradford College example was preferred, it was agreed that it was easier to read,
- The link to the Principal's salary is to be made in relation to that published in the yearend accounts rather than specifying in this report,
- Governors would like to see the report simplified and concise,
- In terms of the summary of activity for the year, it is not necessary to specify meeting dates.

In general discussion committee all agreed that there were some positives and negatives to each of the examples and therefore the steer to the Director of Governance was to 'take the best of each'. Director of Governance confirmed that she would prepare a first draft which would then be circulated to the committee for feedback before a final report is presented to the next meeting (**Director of Governance, November 2022**)

AGREED: to note the content of the update provided.

6 Board Review 2022

Director of Governance presented her detailed report and indicated that there were several aspects to consider at this meeting and each was taken in turn.

1) Current membership

Director of Governance drew committee's attention to the list of current board membership/tenures and it was noted that:

- There are no governors, save for both student governors, who conclude their terms of office in this academic year
- There are several governors who conclude their terms of office on 18th December 2023, these are; Janet Pryke, Veronica De Bruce McCoy and Stephen Bulley.

2) Vacancies and recruitment

Committee noted that there are currently four vacancies for independent/external governors. The number has recently increased following the resignations received from Rob Lawson in July and Jo White in September 2022.

Director of Governance confirmed that the group is receiving support from the DfE funded programme to appoint Peridot to fill one of the vacancies. The skills set for this recruitment campaign is 'HR and organisational development'. The recruitment microsite is now live and a link has been shared with all governors. Shortlisting is scheduled for 3rd November 2022 and interviews on the 9th November 2022. Interview panel is Janet Pryke, Jason Austin and Jenny Worsdale. She confirmed that, following interviews, an appointment recommendation will be made to the board.

Committee were advised that, the group has received two expressions of interest from individuals with finance skills and experience who wish to be considered to join the board. The first is Debbie Marshall and her CV was considered. The second individual is Somnath Saha who is the Managing Director at Brunton Shaw UK. Director of Governance indicated that his CV was awaited and would be circulated as soon as received. Committee all agreed that both had the skills set and experience previously identified as required to support the work of the board and the Finance & Resources Committee. The hope is that one can eventually become the next F&R committee Chair. All agreed that it was important to have an open, transparent and equitable process in place and therefore governor volunteers would

be invited to interview both candidates. Committee all agreed that it wasn't an 'either/or' situation, given the importance of having financial experience and qualifications on the board and therefore, if the panel feel that both would be suitable governors, then the panel should feel free to make recommendations regarding both.

Committee then went on to discuss the remaining one vacancy (should both Debbie Marshall and Somnath Saha be appointed) and considered where to target recruitment. All agreed that having someone on the board with a local strategic connection would be beneficial and that this could be sourced through either local authorities, chambers of commerce, federation of small businesses etc. A number of names were particularly discussed, including:

- Will Moorledge who is the Chief Executive of the D2N2 LEP
- Joda Allen, although it was acknowledged that whilst she may be interested in the opportunity she would not necessarily have capacity whilst still working at the chamber of commerce. Board Chair indicated that she had had some discussions with her at the HE awards ceremony and, because of capacity challenges, now might not be the right time to approach her.
- Lisa Pogson who is an immediate past president of the chamber of commerce and is now the Chair of the Business Growth Board. It was noted that she joins the discussions at the Apprenticeship Task and Finish Group meetings and therefore would have a good understanding of certain parts of the organisation already.
- Ben McFeeley at the Barnsley and Rotherham Chamber
- Andrew Denneth who is on the Barnsley Chamber Board
- Natalie Gusson who is within the D2N2 region and is leading the LSIP for the Federation of Small Businesses

It was agreed that the CEO and the Director of Governance would liaise outside the meeting and agree the priority order for making contact to explore any interest in joining the board. Committee noted that, previously a potential target area for skills recruitment was 'legal' and all agreed that, if this is still considered an area of need, then the large local law firms in Sheffield should be targeted.

3) Training and development

Director of Governance reminded that there is a heightened focus in the sector on the need to ensure that board members and the Director of Governance receive appropriate development and training opportunities. There is a requirement that details of training and development will be specifically detailed in the 2021/22 yearend financial statements. Committees attention was drawn to the rolling log maintained for the 21/22 academic year and early entries for 2022/23. All agreed that there were no concerns, with it being clearly evident that governors are taking up many opportunities for relevant training. Committee were really pleased to see the spread of participation.

4) Governor engagement log for 2021/22

For information purposes only, the Director of Governance referred committee to the log maintained for 2021/22 and confirmed that a new list would be started for 22/23.

5) Chairs 1:1s with governors

The Board Chair provided a verbal update and confirmed that all interviews, except for two, have now been concluded and that there are a number of themes which have emerged, including:

- Lower levels of engagement at meetings from some governors, perhaps the quieter personalities. She confirmed that, in her 1:1s she has spoken to all who may be considered to be 'quiet' and provided the feedback received from other governors. She has encouraged each and every governor to make a contribution to discussions at each meeting.
- Staff governors in particular have been encouraged to say more and share their experiences and perspectives.
- There are too many reports and the reports are too long. She indicated the intention to identify a small number of governors who can sit down with members of the executive and have a professional conversation regarding what the board needs to be able to focus in on the necessary discussions and decisions.
- There should be more forward-looking discussions and information provided, rather than the historic position.
- Sometimes the reports from the committee chairs appear rushed given time constraints. One suggestion is for each of the chairs in their summary report to identify up to three key issues arising from the meeting. These will then be board discussion points, with more contribution made by the executive.
- Too much time spent on what has happened rather than what is going to be done to address known issues.
- Governors looking forward to a return to face to face board meetings
- More opportunities to receive staff and student voice information and feedback would be helpful
- More time to be allowed for strategic discussions.

In general discussion, committee all agreed that the suggestion for two to three governors to meet with the executive to repurpose the papers would be a positive step forward. It was agreed to also look at the structure of agendas so that priority areas are given sufficient time at the beginning of the meeting. Suggestion was that reports should focus on what has changed and the issues i.e. what is the 'news' and what is the organisation going to do to address known risks and challenges. Chair advised that a number of governors had questioned whether the level of detail provided is required. It was acknowledged that, there are more governors on the board now with FE experience and therefore not as much explanation is required. All agreed that it is the right time to look at the board becoming more strategic, effective and less operational.

In terms of reporting to the board, a number of suggestions were made, including:

- When policies are presented for approval it should only be a track change version shared, so that governors can quickly and easily see what is different.
- Reports include too much 'SLT' type information. What needs to be presented to governors are the key aspects in a concise paper
- Template report to be created so that there is clarity
- There is greater confidence now regarding the transparency of reporting which allows governors to focus in on key areas of challenge, with less assurance required in relation to the operational aspects.

Committee all agreed that they felt that the board was now stronger and more informed and therefore better able to ask the relevant questions. This means that it is timely to reshape board papers to ensure governors provide maximum impact. All agreed that this was reflective of the experience and maturity on the board now and all agreed that it was important to take on the feedback provided by governors and move to make changes suggested. All agreed that the aim would be to implement in January 2023, so as to give sufficient time to governors and executive to discuss proposals and options.

In relation to the Chairs summary reports, the CEO expressed the view that it is important not to always focus on the negatives and that the positives should also be shared and summarised, this was agreed. Director of Governance indicated that she would liaise with each of the committee chairs to get their view on the 'top 3' items to be discussed by the board at the next meeting.

6) Chairs 2022 appraisal

The Director of Governance provided an outline of feedback received and she confirmed that all had been very positive with some constructive suggestions also provided for consideration.

7) Committee membership for 2022/23

Director of Governance referred the committee to the current schedule and suggested that the board might like to consider reallocation, given that there are only three members on the Audit Committee, one of which is an external co-optee. It was agreed to ask Shirley Collier whether she would consider a move from Quality & Standards Committee to Audit & Risk given that the Q&S committee have a high number of contributors. Director of Governance indicated that she would provide an update to the board following her discussions (**Director of Governance – October 2022**).

8) External board review options

Director of Governance indicated that, the agreed approach is to discuss options with the full board at the strategic development day in January 2023. This is so that an agreed preferred partner can be identified for a review in 2023. Committee were asked to discuss tender options and the level of information to be gathered in advance of the January meeting and, in particular, whether any organisations should be invited to present their proposals directly to governors.

In discussion, committee agreed that they would like to pursue the more bespoke review options, rather than any 'one size fits all' compliance type approach. They felt that, whilst there may be security in utilising an organisation that is 'tried and tested' e.g. AOC or ETF, they may be constrained in terms of the scope and nature of a review. Director of Governance indicated that it would be helpful to invite feedback from Shirley Collier as she actually undertakes board reviews herself in her professional capacity. It was agreed that there would be some discussions during the remainder of this term with the intention being to provide options to the board in January for discussion. CEO indicated that, one option could be to approach Lowell Williams to see if he would undertake a review given his previous support and knowledge of the group.

9) Governor links 2022/2023

Director of Governance drew the committees' attention to the update provided. She confirmed that it reflects a number of personnel changes. Committee agreed it was appropriate to maintain existing links so that any activities undertaken last year can be built upon. It was agreed that any gaps would be filled once new governors are recruited.

10) RES Limited Board of Directors

Director of Governance highlighted the fact that the RES Limited Board is currently entirely made up of members of staff i.e. Jason Austin, Jane Hartog and Sarah Herberts. Tony De'Ath was also a director but stepped down upon his retirement.

Her suggestion was that best practice would be to also have a governor who sits on the board. This was accepted and it was agreed to invite the new governor with HR & Organisational Development experience to sit on this board as part of his/her remit.

AGREED: to note the content of the update provided.

7 Update on Executive Director recruitment

Director of Governance referred committee to her report and the outcome of the process to recruit the Interim Executive Director: Strategic Planning and Corporate Services was noted. Committee were happy to note the key dates for shortlisting and interviews regarding the role of Executive Director: Business Development, Innovation and Employer Engagement.

8 AOB

There were no items of additional business.

9 Date and time of next meeting

This was confirmed as Tuesday 6th December 2022 at 5pm.

10 Confidential minutes of the meeting held on 17th May 2022

The minutes were reviewed and it was agreed that they were an accurate record of discussions.

AGREED: to approve the confidential minutes of the meeting held on 17th May 2022.

There were no matters arising.

The meeting closed at 6.45pm

Signed _____ Chair

Date _____