

Minutes

Meeting	Search, Governance and Remuneration Committee		
Date	Wednesday 27 November 2024	Time	17:00-19:00
Venue	Google meet		

Membership:	Donna Clifford; Paul Lomas; Janet Pryke; Hayley Tingle; Jason Austin (CEO and Principal) (member for the Search and Governance section)
In attendance:	Jane Hartog (ED HR, Marketing and OD); Sarah Connerty (Director of Governance and minute taker)

	Item	Action
1.	Appointment of the meeting Chair The Chair was agreed as Paul Lomas.	
2.	Welcome, introductions and apologies for absence The Chair welcomed colleagues to the meeting. Donna Clifford joined the meeting later due to an overrunning previous meeting and Hayley Tingle did not attend the meeting.	
3.	Declaration of interests All senior post holders (Jason Austin, Jane Hartog and Sarah Connerty) declared an interest in item 13.	
4.	Minutes of the meeting held on 11 September 2024 Confidential minutes of the meeting held on 11 September 2024 RESOLVED: The minutes and confidential minutes from the meeting held on 11 September 2024 were agreed as a true and accurate record.	
5.	Matters arising The Director of Governance noted that there were a large number of actions from the last meeting. Good progress has been made in the majority of areas. There has been a focus on covering the roles of the Chair and putting in place a Chair recruitment process so a couple of items (audit against the AoC Code of Good Governance and review of Board and Committee papers) are in progress and will come to the January 2025 Committee. Updates on actions are: Action 1 – Risk – the Committee agreed that they would like to take time offline to consider governance risks and asked that the item is carried over to the next meeting for further discussion – on the agenda at item 6 Action 2 – the Governance Improvement Plan to be shared with the Board - this was done on the 9 October 2024 and will continue through 2024-5 as part of the Committee's report to the Board Action 4 – feedback on governor engagement to be included on Committee agendas – this took place at last week's Quality and Standards Committee with updates on	

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	<p>learning walks, the new governor tours, and the Student Governors' experience at the Association of Colleges Student Governor Conference</p> <p>Action 5 – the Governor link scheme was presented at the 9 October 2024 Board meeting. See agenda item 7.3 for further details</p> <p>Action 9 – there are a number of actions across the Board and its Committees for a session with Jason Thomas – capabilities of google as a Board portal, induction and refresher for governors on google and session on AI. Request sent to Jason for an initial session and dates pending</p> <p>Action 11 – self-assessment review of Board and Committee papers. Work is in progress and a substantive item will come to the January Committee</p> <p>Action 12 – Self-Assessment is an item on the January Committee</p> <p>Action 13 – the importance of hearing the student voice from all campuses. There is a request from the Quality and Standards Committee to consider a HE student governor, see item 8. Learning walks are in being scheduled in which supports this action</p> <p>Action 14 – student governor elections will commence in May 2025</p> <p>Action 15 – Vice chairs on Committees – there have been no expressions of interest to date</p> <p>Item 16 – governor roles – this is on the agenda at item 7.5</p> <p>Action 17 – Board profile. A new diversity audit is proposed for circulation alongside a skills audit – this is on the agenda at item 7.2</p> <p>Actions from the 14 May 2024:</p> <p>Action 12 - the New Chair and Director of Governance survey to go out in December for review at the January 2025 Committee – the Committee agreed that a survey to review the performance of the Director of Governance would be sent out with feedback coming to Paul Lomas in time for the January 2025 meeting</p> <p>Action 17 – the skills audit is on the agenda at item 7.2</p> <p>Action 12.1 – a suggestion from the Board to look at the way the Committee reviews SPH pay – on the agenda at item 12.1 and 13</p>	Dir of Gov/ Paul Lomas
Search and Governance items		
6.	<p>Risk (action 1)</p> <p>An action from the last meeting was to consider whether the Governance Risks on the Risk Register are appropriate and fit for purpose and the Committee asked for further time to consider. Risks will go forward to the Audit and Risk Committee for review prior to going to the Board. There were no risks from the Committee to review at the meeting.</p> <p>ACTION: The Committee agreed that the Chair and Director of Governance would meet to take forward risks and include the Chair of Audit and Risk in discussions. The revised risks to come to the January Committee for final review before going to the Audit and Risk Committee</p>	Dir of Gov/ Paul Lomas
7.	<p>Framework for 2024-5</p> <p>1. Progress against the Governance Improvement Plan (action 2)</p> <p>The Committee considered the progress against the Plan.</p> <p>Six areas are progressing well. All areas are rated amber as they are in progress</p> <p>Areas to note:</p> <ul style="list-style-type: none"> There have been some Group issues with the 4risk system, however the Board and its Committees continue to consider risk as a key part of discussions. 	

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	<ul style="list-style-type: none"> • A full audit against the AoC Code of Good Governance for English Colleges will take place in December-January 2024 and the Director of Governance has used the EGR outcomes and a review against the current framework to confirm in the Annual Financial Statements that the Board is compliant with the principles in the Code • The Chair's attendance on the Chair's leadership programme has been carried until a new Chair of the Board is in role. <p>a. The External Governance Review recommendations</p> <p>The Committee considered the progress against the EGR recommendations. There is good progress in the majority of areas. ACTION: Areas for further work by the Committee are the diversity of the Board (3.10a and b)- to be reviewed further at the January 2025 meeting alongside the results of the skills and diversity audit, ACTION: a student voice link governor (4.1) to be considered further in the summer term, ACTION: and a full review against the AoC Code (6.1) which come to the next meeting.</p> <p>b. The External Governance Review suggested enhancements</p> <p>The Committee considered the progress against the EGR suggested enhancements. Areas for further work relate to 4.1 on the student voice and ensuring students are aware of Board discussions and decisions made to support students, and 6.32 a and b on reporting and papers.</p> <p>The Committee considered how the Board can improve its communications on the decisions it makes that affect students, their experience at the college and responses to student concerns. The Committee asked how the Student Governors are progressing in their Student Union President roles. The Director of Governance reported that Jack had been in touch to say he was considering stepping down as Student President. The CEO and Principal and Director of Governance will meet with Jack to hear any concerns, and the Committee agreed that both Jack and Fatima are fully involved in the Board, and it was important for them to be supported to carry on in their Board role.</p> <p>An update on the Plan will come to the Board as part of the Committee report.</p> <p>2. Skills audit (action 17)</p> <p>The Director of Governance noted that a skills audit has not been completed by governors for some time. The optimum time would be to carry out a skills audit when the new Strategic Plan is in place but with new governors in role and an internal audit on governance next Spring it was agreed it was important to complete a skills audit. The Director of Governance suggested sending out a diversity audit alongside the skills audit which can cover social mobility as well as diversity. With the results of the audits the Committee can draft a Board profile document.</p> <p>Action: The Director of Governance to draft a new skills audit and diversity audit for circulation to the Board and completion by early January 2025 to come back to the Committee for review on the 22 January 2025.</p> <p>The Director of Governance confirmed that the data from the diversity survey can be used for the 2024-5 Department for Education: FE Workforce Data Collection which has a return date of 17 January 2025. This year's return is being completed by the HR team and all data is available for 2023-4.</p> <p>3. Governor link scheme [actions 4 and 5]</p>	Dir of Gov

	Item	Action
	<p>The Director of Governance reported that there had been one item of feedback after the Board meeting where the proposed change to the governor link scheme was presented. This was from Margaret Cobb who expressed an interest in taking on the apprenticeship link governor role. Margaret will step down from the environment and sustainability link governor role to accommodate this. In addition, due to Heather Barnett's (EDI) and Jenny Worsdale's (Safeguarding) roles becoming vacant and inactivity in the health and safety link governor role these are currently vacant posts. The new governors' skills and expertise cover the vacant roles and Simon (safeguarding and SEND), Sohil (EDI) and Kay (health and safety and Environment and Sustainability) are considering the roles and meeting with key staff. Their main consideration is around the time commitment for the role as they are keen to be involved in different areas of the Group to learn about the colleges. The interim Chair suggested Steve Bulley may be interested in a role as his previous link governor role around audit and MIS has been moved to the ad hoc governor expert category.</p> <p>The Chair asked the Committee if they were content with progress against the action for the Governor Link Scheme. It was agreed that the vacant roles were a priority for filling and ensuring that the Scheme had impact and visits were being recorded and updates provided. The Director of Governance noted that there had been a useful section at the end of the last Quality and Standards Committee where governors and Exec and SLT fed back on their experiences of learning walks, governor tours and the AoC Conference for students. This will be a standing item going forward on agendas to support recording visits, sharing information and demonstrating any impact. There is further work to do to ensure the link scheme is consistent in terms of input from governors, advising when visits/correspondence is taking place and feedback and the filling of vacancies is being followed up as a priority.</p> <p>The following actions were agreed:</p> <ol style="list-style-type: none"> 1. The Chair noted that he will remind governors at the Board meeting to send through any interactions with the Group to the Director of Governance for recording on the engagement register. 2. The Director of Governance and Vice Chairs to ensure all governors are in touch and working with their relevant manager and monitor through the year. 3. Vacant roles to be filled as a matter of urgency. 3. Committee agendas from 2025 to include a standing item for verbal updates on link visits/other activities. 4. The Director of Governance to draft a document on governor experts and circulate to the Exec and SLT alongside the revised Governor link scheme paperwork. <p>RESOLVED: The Committee considered and agreed updates to the current Governor Link Scheme paperwork which will be circulated to link governors.</p> <p>4. New governor inductions</p> <p>The Director of Governance reported that the induction has been updated, taking into account recommendations and suggestions from the EGR. New governors first joined the Board strategy day and have now attended a round of Committees. The Committee agreed that governors had settled in really well and made good contributions to discussions and brought in new viewpoints and a diversity of thought. The CEO and Principal and Director of Governance spent the day with new governors visiting North Notts College, Rotherham College and Dearne Valley College and this was a valuable part of the induction to ensure the new governors understand the campuses</p>	<p>Chair</p> <p>Dir of Gov/ Vice Chairs Dir of Gov Dir of Gov</p>

	Item	Action
	<p>and their risks and opportunities. Louise and Simon were unable to attend and have the opportunities to attend the Open Days, visits with Directors of Campus, a visit prior to the next Board meeting and learning walks.</p> <p>The Director of Governance noted that the process for DBS and IT is currently separate from the governor induction process and for future inductions the Director of Governance will liaise directly with HR and IT to have oversight of this process to have an understanding of this area of induction so it runs smoothly.</p> <p>ACTION: The Director of Governance to ask for feedback from the new governors on their experience of the induction to date and feedback to the Committee</p> <p>The Director of Governance suggested that an exit survey for departing governors is included as part of the governance framework and the Committee agreed this would be a useful exercise to support self-assessment and governance improvements.</p> <p>ACTION: The Director of Governance to draft a survey and share with Sharron Blackburn and Heather Barnett</p> <p>5. Governor roles (action 16)</p> <p>The Director of Governance noted that at the last meeting it was agreed to look at current governor roles and responsibilities to mitigate risk of over reliance on a small number of governors and to support retention. The Committee noted that there are some vacant link governor roles to include, plus an oversight to include Hayley Tingle and Donna Clifford on the SGR. ACTION: When all roles are populated, the Committee will review alongside the results from the skills and diversity audit and membership lists and terms of office to give a holistic view of the Board.</p>	<p>Dir of Gov</p> <p>Dir of Gov</p> <p>Dir of Gov</p>
8.	<p>Board and Committee membership and succession planning (action 13, 14 and 15)</p> <p>1. Board Membership and terms of office</p> <p>Following the recent recruitment, the Board now has 20 governors (15 independents, 1 CEO, 2 Staff and 2 Student Governors) and 1 co-opted governor. This will increase to 21 when a new Chair is appointed.</p> <p>Four independent governors and one staff governor finish the end of their first terms of office next year. An early review took place last year and all governors are interested in serving a second term of office. ACTION: It was agreed to follow up with governors on their appetite for a second term of office in advance of the January meeting</p> <p>At the Quality and Standards Committee on the 19 November 2024 the Committee suggested that an additional Student Governor joins the Board as a designated HE Student Governor and it was agreed to bring this to the Committee for further discussion. This would require an update to clause 12 of the Standing Orders and an update to the Governor Recruitment and Succession Planning Policy and Board approval. The Committee considered the options:</p> <p>1. Increase designated Student Governors to three members and commence with the election/appointment of a HE Student Governor early in the new year</p> <p>2. Increase Student Governors to three members and include this as part of the Student Governor election/appointment process commencing in May 2025</p>	<p>Dir of Gov</p>

	Item	Action
	<p>3. Maintain two Student Governors, one from HE and one from FE and commence the election/appointment process in May 2025.</p> <p>ACTION: It was agreed to take the following options to the Board for consideration. There was a discussion about the student voice across all campuses and how important this was for Board discussion and decision making.</p> <p>2. Committee membership</p> <p>Committee membership is reviewed during the summer term and approved by the Board for the following year. Following the passing of Jenny Worsdale informal discussions have taken place with governors around acting up for the roles Jenny had led on. Through discussions a number of suggestions came in from governors around Committee membership.</p> <p>Opportunities</p> <ol style="list-style-type: none"> 1. David has skills and experience to support other Committees (currently on Audit and Risk Committee) 2. Carol is happy to move Committees if Quality and Standards Committee membership is too high and can have discussions with the Chair and Phil around the Finance and Resources Committee remit (currently on Quality and Standards Committee) 3. Ian's role in the Information Compliance team would benefit Finance and Resources Committee discussion as well as Quality and Standards Committee (currently on Quality and Standards Committee) 4. Afternote: Donna Clifford, interim Quality and Standards Committee Chair has expressed an interest in taking up the role on a permanent basis <p>RESOLVED: The Board to approve the appointment of Donna Clifford as Chair of the Quality and Standards Committee</p> <p>Risks:</p> <ol style="list-style-type: none"> 1. Quality and Standards Committee is large at 10 members with a large SLT attendance 2. Search, Governance and Remuneration Committee is small due to an overlap of Chairs/Vice Chairs/Chairs of Committee roles. This will improve with a new chair in role <p>It was agreed that skills are strong across all Committees currently. Changing Committee membership from time to time can increase governor knowledge and reach and bring new perspectives, expertise and dynamics to discussions and decision making. It was agreed that because membership has just changed with the new governors have recently joined all Committees the Committee would give time for governors to speak with the relevant Exec leads and take forward discussions in line with the cycle of business for consideration of Committee membership in the spring term.</p> <p>3. Chair recruitment</p> <p>The Director of Governance noted that the Chair recruitment process is progressing well. In line with feedback from the previous selection panel the Board have been consulted on their thoughts for a new Chair, there was engagement from four</p>	<p>Chair/ Dir of Gov</p> <p>Dir of Gov</p>

	Item	Action
	<p>governors and this has been shared with FEA alongside the paperwork used for the previous process.</p> <p>The selection panel is:</p> <ol style="list-style-type: none"> 1. Janet Pryke (interim Chair and member of the Finance and Resources Committee and SGR Committee) 2. Donna Clifford (Vice Chair, interim Chair of the Quality and Standards Committee and member of the SGR Committee) 3. Steve Bulley (member of the Audit and Risk Committee and Capital Projects Steering Group) 4. Margaret Cobb (member of the Finance and Resources Committee and Capital Projects Steering Group). 5. The external panel member is Lowell Williams. 6. The CEO and Principal is a non-voting member of the panel and the ED HR, Marketing and OD and Director of Governance are available to support. <p>The search and recruitment agency (FEA) has been appointed by the Board and the first briefing meeting has been held and an advert and pack are being compiled.</p> <p>FEA has suggested the date for interviews week commencing 10 February 2025, prior to half term and panel members will be consulted on availability. There is scope to interview anytime between mid-February to early March to ensure a new Chair has the opportunity for handover and induction prior to the Board Strategy Day on the 26 March 2025.</p> <p>The ED HR, Marketing and OD noted that FEA had highlighted the difficulty of recruiting chairs and suggested they may only be able to find two or three candidates for shortlisting. It was agreed this is a voluntary role and it was important the process is not too onerous whilst complying with the Board's appointment procedures. FEA are leading the process until final candidates are selected for interview so the panel, with support from the ED HR, Marketing and OD and the Director of Governance, can put in place an appropriate process for interview. It was agreed that personal interaction is very important and finding a new Chair who is the right fit for the Board and the Group. It is important that the process involves staff, students and Exec having an opportunity to meet candidates and feed in their thoughts.</p>	
9.	<p>Governor attendance and engagement</p> <p>1. Board and Committee Attendance</p> <p>The Director of Governance noted that it is early in the year and there has been good engagement and attendance to date. The Committee will monitor attendance as a standing item through the year and already have a good understanding of potential risk areas. The previous Chair met with nearly all governors in the summer and all governors were confident they had the time to commit to their roles in 2024-5.</p> <p>2. Governor engagement (action 8)</p> <p>The Director of Governor noted that engagement is strong overall. There is a varying level of engagement and governors have different levels of availability due to their other roles. Governor circumstances and availability are a key point for the Committee to consider when looking at the impact and contribution of the time that can be given. There is a requirement in the Governance Improvement Plan for governors to attend at least three events outside of the meetings schedule and this looks very achievable with the number of opportunities available.</p>	

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	<p>The Director of Governance is doing further work on:</p> <p>Recording governor link visits and engagement</p> <p>Compliance with meta compliance training. The ED HR, Marketing and OD noted that the HR team can support with records of training.</p>	
10.	<p>Board Budget 2024-5 update</p> <p>The Director of Governance reported that the Committee had considered the governance budget for 2024-5 last year and agreed that it was appropriate and in line with previous years. Following unbudgeted costs, the Board will exceed its budget. The reasons are:</p> <ul style="list-style-type: none"> • Recruitment of an additional two governors through Peridot. The Group received three Department for Education funded governors in October 2024. Due to the high quality of candidates who met the skills of a number of areas raised in the External Governance Review (student voice and student facing candidate and large local employer (NHS)) and the Group's strategic aim to increase HE numbers (HE candidate) a decision was made to appoint a further two governors as part of the future succession planning of the Board • Recruitment of a new Chair (due to the sudden passing of the Chair). The Board has a requirement to go out to external advert for the recruitment of a new Chair and a strong recommendation from the previous selection panel was to use a search and recruitment agency for future recruitments • Director of Governance and Student Governor attendance at the AoC Conference • An external facilitator for the Board strategy day in October 2024 to support the Board's first steps into a new Strategic Plan <p>It was agreed that the above activities were all of benefit to the Board and the Group and driving forward improvements for staff and students. There would continue to be a focus through the year on the budget and ensuring value for money.</p>	
11.	Remuneration items	
12.	<p>Statutory</p> <p>The Director of Governance reported that the annual report comes to the Committee as a standing item every year for approval. It is a requirement of the AoC Senior Post Holder Remuneration Code (the Code) that the Board has adopted. The Committee questioned the ratio figures which should read 5.9. The Director of Governance agreed to check the figures and recirculate.</p> <p>RESOLVED: The Committee approved the Senior Post Holder Remuneration Annual Report 2023-4 subject to checking the ratio figures in the report. [after note: the ratio has been checked and was a typo. The figure is 5.9 and this has been updated and circulated to the Committee]</p>	
13.	<p>Regulation</p> <p>[18.10 – Donna Clifford joined the meeting]</p> <p>Policies:</p> <p>1.Remuneration Policy for Senior Post Holders (action 19)</p> <p>The ED HR, Marketing and OD reported that this is a new policy to comply with the Code. The Committee considered the policy and agreed that this is a principles policy for SPH remuneration and they were happy with the content.</p> <p>RESOLVED: The Committee approved the Remuneration Policy for Senior Post Holders</p>	

	Item	Action
	<p>2.Disciplinary Policy for Senior Post Holders The Committee considered and agreed the minor updates to the existing policy. RESOLVED: The Committee recommended to approve the Disciplinary Policy for Senior Post Holders</p> <p>3.Grievance Policy for Senior Post Holders The Committee considered and agreed minor updates to the existing policy and the ED HR, Marketing and OD confirmed that the policy is in line with the Grievance Policy for all staff. RESOLVED: The Board recommended to approve the Grievance Policy for Senior Post Holders</p>	
14.	<p>Pay Award for Senior Post Holders The Chair asked the ED HR, Marketing and OD to stay at the start of the item for any questions from the Committee. The ED HR, Marketing and OD noted that the proposal is to agree the pay award by the 6 December 2024 so that staff can be paid the increase prior to Christmas. The CEO and Principal will announce to staff at the 9 December 2024 staff briefing. An update will be included in the written resolution to confirm the £750 payment is for FTE. [ED HR, Marketing and OD departs: 18.14]. The Chair asked for the Committee's view on the CEO and Principal and Director of Governance remaining for the item and it was agreed this was not a discussion about individual pay awards so they would remain. The Chair noted that there are no recommendations for additional pay awards but for completeness and to cover the Board's responsibilities under the Code and new Remuneration Policy for SPHs the following is included:</p> <ul style="list-style-type: none"> ○ Median rate of pay for staff (included at item 11) against the CEO and Principal's salary ○ Current salaries of SPHs ○ AoC Senior Pay Survey 2023 ○ Financial position of the Group. Pay award paper at item 13.1 and three members of the Finance and Resources Committee sit on the Committee and can advise on the financial position of the Group <p>The Committee will receive the performance reviews of SPHs at its next meeting in January 2025 [confidential item] One governor provided an overview of the Finance and Resources Committee discussions which clarified that the 2.5% for both staff and SPHs is included in the forward forecast and is adequately covered. The incremental pay for the national living wage and the eroding of the differentiation between pay bands was considered and further work will be undertaken to address this in the spring term when funding announcements are expected. RESOLVED: The Committee recommended to approve a 2.5% pay award or £750 (whichever is greater on a FTE salary) for senior postholders backdated to 1 September 2024.</p>	

	Item	Action
	This will be circulated this evening as a written resolution to be returned on Monday 2 December 2024 to ensure the pay award will be included in staff wages for Christmas.	Dir of Gov
15.	<p>FE Commissioner Autumn newsletter and Effective Senior Post Holder Appraisal and Chair performance Review</p> <p>The Committee noted the FE Commissioners' newsletter and the appraisal and chair performance review. The FEC circulated the documents on the evening prior to the Association of College's annual conference to college principals and key stakeholders and launched the annex at the conference. The request to Boards is to strongly considering adopting the document.</p> <p>The Chair noted that the appraisal and chair performance review is very straightforward and covers areas that most colleges will undertake as part of the HR processes.</p> <p>ACTION: The Committee will be considering Senior Postholder year end performance and target setting at its January 2025 meeting and it was agreed that the triumvirate will have a detailed look at the proposed process alongside the Group and Board's existing processes. The Director of Governance will include the document in the papers for January 2025 with a mapping against the Group's current processes.</p>	Dir of Gov
16.	<p>Any other items</p> <p>There were no items received. The Chair thanked the Director of Governance for all the work on the papers and this evening's meeting.</p>	
17.	<p>Date of next meetings:</p> <p>Wednesday 22 January 2025</p> <p>Monday 12 May 2025</p> <p>All 17:00-19:00</p>	