Minutes

Meeting	Search, Governance and Remuneration Committee
Date	Wednesday 22 January 2025
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)
Attendance:	Jane Hartog (ED HR, Marketing and OD) as required; Sarah Connerty (Director of Governance and minute taker)
Apologies:	Donna Clifford. Hayley Tingle departed at 18:50 noting that the Committee was not quorate for the final part of the meeting (items 13-17 for information items)

	Item	Action
1.	**Appointment of the meeting Chair** The Chair of the Board chaired the meeting and the Vice Chair chaired the remuneration section of the meeting. The Director of Governance explained to the Chair of Audit and Risk Committee that the meeting Chair for the Committee rotates around members.	
2.	**Welcome, introductions and apologies for absence** The Chair welcomed colleagues to the meeting and the Chair of Audit and Risk to her first Committee. Apologies received from Donna Clifford. The ED HR, Marketing and OD does not have any items on the agenda so was not required at the meeting.	
3.	**Declaration of interests** The Director of Governance declared an interest in item 9 – Self-Assessment (Director of Governance annual review).	
4.	**Minutes of the meeting held on 27 November 2024** **RESOLVED:** The minutes of the meeting held on the 27 November 2024 were agreed as a true and accurate record.	
5.	**Matters arising** The Director of Governance reported that all actions are completed or in progress and included on the agenda: **Action 1** – review of the Director of Governance. The Vice Chair circulated the survey and this is on the agenda at item 9 **Action 2** – review and drafting of governance risks. The Chair of Audit and Risk, Vice Chair and Director of Governance met last week and this is on the agenda at item 6 **Action 3** – Progress against areas in the Governance Improvement Plan is on the agenda at item 7	

	Item	Action
	Action 4 – a skills and diversity audit were circulated in December and is on the agenda at item 8.3 **Action 5** – the updated governor links scheme has been rolled out with all the updated information shared with link governors and their leads. The Director of Governance and Vice Chairs to monitor through 2024-5 and a review will come to the September Committee. Risk areas have all been addressed with Kay Mulcahy agreeing to take on the Environment and Sustainability and Health and Safety link governor roles. **Action 6** – governor onboarding – update at item 9.3 **Action 7** – governor exit survey, this was completed by Heather Barnett and Sharron Blackburn and is on the agenda at item 9.1 **Action 9** – all governors whose first terms of office finish in 2025 have been contacted and this is on the agenda at item 8 **Action 10** – the Board agreed to include a HE student on the HE Strategy group and this is on the agenda at item 8 **Action 13** – mapping against the FEC's Effective Senior Post Holder Appraisal and Chair performance Review is on the agenda at item 14 **Actions from 11 September 2024:** **Action 9** - The Dir of Gov to arrange a session with Jason Thomas and governors around the capability of google for papers – this will take place as a drop-in session for governors as part of the Board strategy day and an AI session will take place during the strategy day **Action 11** – papers review is on the agenda at item 7 **Action 13 – student voice across all sites.** This work is ongoing. The Board has agreed to bring a HE student onto the HE strategy group. Learning walks are being rolled out to give governors the opportunity to hear the student voice across all sites. The Vice Chairs continue to work with the student governors. The CEO will organise focus groups for students from all sites as part of the consultation on the new strategic plan **Action 15** – Vice Chairs on Committees – no interest to date. Suggest this is an area of focus for the May meeting **Actions from 11 January 2024:** **Action 3 –** ED HR, Marketing and OD working pattern to be reviewed at the January 2025 Committee. This is on the agenda at item 14	
6.	**Risk** *(action 1)* The Chair noted that the Committee agreed that governance risks would be reviewed offline with the Vice Chair, Chair of Audit and Risk and Director of Governance. The Vice Chair reported that a meeting had taken place last week and proposed risks are included in the paper. The Vice Chair, Chair of Audit and Risk Committee and Director of Governance had looked at the current governance risks, sector wide risks around governance, the Code of Good Governance for English Colleges, the Nolan Principles, the Board's Code of Conduct, the upcoming internal audit on corporate governance, and suggestions from Committees to develop the new proposed risks. The Chair reported that risk 5 around conflicts and perceived conflicts was a good risk to watch and monitor and the Director of Governance confirmed that this was also a risk item in the upcoming internal audit on corporate governance. The Committee confirmed that the risks were appropriate and provided a good breadth across the Group's governance framework. **RESOLVED:** The Committee recommended to approve the governance risks on the Group's strategic risk register to the Audit and Risk Committee on the 13 February	

	Item	Action
	2025 and the Board on the 26 March 2025, subject to any further input from the ED Finance and Estates and the internal auditors.	
7.	**Progress against the Governance Improvement Plan** *(action 2)* (see report for full details) **1.Governance Improvement Plan** The Committee noted the progress against the plan. One item is rated green and the remaining six are amber and will be completed by year end. The Committee considered the rag rating and whether the anticipated year end position needed to be made clearer, particularly if the Plan was going to be shared with an external audience. The CEO and Principal noted that the Group uses the same system with in progress items rated as amber until they are completed. Completed items in year are rated blue. **ACTION:** The Director of Governance to add a further column to the Plan which rag rates the anticipated year end position. **2.The External Governance Review recommendations** The Committee noted that progress against the recommendations is going well. Out of the ten recommendations seven are rated green, three are amber (two are in progress as part of the new Strategic Plan and one is in progress awaiting the results of the Skills and Diversity Audit). All actions are on track to be completed by year end. **3.The External Governance Review suggested enhancements** The Committee noted that progress against the suggested enhancements is going well with 16 now rated green and five in progress (strategic plan, Board reporting to students, papers, consideration of a dashboard, board portal). The Chair gave an overview to the Chair of Audit and Risk Committee of the External Governance Review. The Board had agreed that they would use the opportunity of an external review to look at governance at the Group and what could be done to add value and further improve the effectiveness of the Board. The number of recommendations and suggested enhancements reflect this remit and provide a lot of ideas of areas for development. **4.Review against the AoC Code of Good Governance for English Colleges** The Director of Governance provided an overview of the Code, its principles, and the Committee's agreement to review the Board's governance arrangements with the Code to ensure it is operating effectively and look at areas for further work. It was agreed that the Board is clearly aligned to the six pillars of effective governance and the Director of Governance noted that this has been strengthened significantly by the work of the Committee over the last year and there are no areas of concern to report. The Director of Governance noted some suggested areas for further work to consider: • **The Board's promotion and oversight of environment and sustainability and social responsibility matters.** It was agreed that this work is beginning to take place at the Finance and Resources Committee with a standing item on environment and sustainability. The Vice Chair and Chair of Finance and Resources Committee asked for a progress update on the Group's approach to E&S. The CEO and Principal reported that the Group is intending	Dir of Gov

Item	Action
to use external sources for specific projects and bringing inhouse a new admin function. A lot of sustainability work goes on across the colleges and it is a key part of capital projects and involves capturing information and data around energy. A progress report will come to the next FRC and the Vice Chair suggested that a communications piece is put together to keep everyone updated on the progress being made. The CEO and Principal agreed noting that the plan will be agreed with the Exec and there is work to do around collating the work that goes on in each of the curriculum areas and including relevant KPIs around E&S.	
• **The Board's promotion of equity, diversity and inclusion across all of its work**	
The Group strongly promotes EDI and presents this to the Quality and Standards Committee and the Board. Further work can be looked at, particularly now the Board has a new EDI link governor and safeguarding and SEND link governor.	
• **Sharing of monthly management accounts with the Board**	
It was agreed this should be taken forward. The Board has good oversight and reporting on the Group's finances including the management accounts and receives at each FRC and Board meeting. Between these times any issues around finance are raised with the Chair of FRC and the Chair. **ACTION:** Going forward the Board will receive the monthly management accounts from the ED Finance and Estates. The Chair of FRC, ED Finance and Estates and Director of Governance to ensure an appropriate feedback and questions process is included before the first circulation.	Dir of Gov
• **The Board's oversight and involvement in stakeholder engagement**	
The Committee agreed that the Group has very strong stakeholder engagement across the colleges. The Quality and Standards Committee has approved and has sight of the Group's Stakeholder Engagement Strategy and more work can be done to report on stakeholder engagement, its benefits to students and staff, employers and the community. **ACTION:** This work to be taken forward with the appointment of the new Chair.	Dir of Gov
• **The importance of the new Chair to lead the Board, promote good governance and maintain the strong triumvirate**	
The Committee agreed on this as a key part of the effectiveness of the Board.	
5.Compliance with the AoC Senior Post Holder Remuneration Code	
The Director of Governance provided an overview of the review and noted that the Board is compliant with all 15 principles in the Code. There is overlap between this Code and the FE Commissioners' Effective Senior Post Holder Appraisal and Chair performance Review (see item 14).	
6.Review of Board and Committee papers	
The Committee noted the progress and the work that has taken place to date across the Committees to improve Board and Committee papers. The Chair noted that has been an ongoing discussion over the last five years and highlighted all the work that the ED Strategic Planning and Corporate Services has done around policy review and the tracking of policy updates which has been very effective and supported governors in reviewing policies and recommended changes.	
The Chair of Audit and Risk Committee noted that the changes being implemented to date are in line with the NHS for the more efficient use of manager and governors'	

	Item	Action
	time. A useful addition in the NHS has been the increased use of hyperlinks to direct to more detailed background information.	
	It was agreed that items for escalation need to be clearly marked up with the required action clearly stated. Coversheets are key to ensure effective Board business.	
	The Chair noted that all governors cannot have detailed knowledge of all areas of Group business and that governor skills and relevant expertise on each Committee and the Board is key to the effective running of the Board.	Chairs/ Dir of Gov
	ACTION: It was agreed that Chairs would continue to work with their Exec leads on refining Board and Committee papers with support from the Director of Governance.	
	It was agreed that the new Chair may have ideas they want to take forward around Board and Committee papers when they start in role.	
8.	**Board and Committee membership and succession planning** *(action 13, 14 and 15)* **1. Board Membership and terms of office** The Director of Governance noted that there are no changes to report since the last meeting. The Chair reported that she was pleased with the current position of the Board and how well the December Board meeting had gone. There is robust challenge and support by governors, good interactions between governors and the Exec, and she was impressed with the contributions of the new governors and the ease with new and existing governors had come together. Attendance and contributions are very positive. **Student Governors** The Director of Governance noted that there are two actions in progress: 1. 1.The Director of Governance to work with Student Services on a May 2025 election for Student Governors so that the incoming students can work with the outgoing Student Governors and attend the summer Board meeting as observers as part of their induction. 2. 2.The Director of Governance to work with Student Services and the HE team to bring a HE student onto the HE Strategy Group. As this will be a role outside of the Board membership structure this does not require any changes to the Board's framework documents. **Succession planning:** At the Committee's request the Director of Governance has contacted and received feedback from all governors whose first terms of office finish in 2025: • Shirley Collier – 31 August 2025 – Shirley is keen to stay on the Board noting that she would take on a Board role at a more local institution of one became available • Donna Clifford – 20 October 2025 – Donna has recently been appointed as Vice Chair and would be keen to stay on the Board • Carol Stanfield – 20 October 2025 – Carol is keen to stay on the Board • Margaret Cobb – 20 October 2025 – Margaret is keen to stay on the Board • Katie Asgari – 20 October 2025 – Katie would be happy to serve a second term as Staff Governor if elected but is keen that other staff members have the opportunity	

Item	Action
The Director of Governance noted that further work on succession planning will take place at the next Committee when the final results from the skills and diversity audit are available.	

2. Committee membership

The Director of Governance noted that there are no changes since the last meeting. Donna Clifford was approved as Chair of the Quality and Standards Committee by the Board at its December 2024 meeting.

It was agreed at the last meeting that Committee membership will be reviewed during the summer term when the new Chair is in role. There is assurance that all Committees have strong memberships with the range of skills required to carry out their remits and are all quorate. Membership will be reviewed alongside the skills and diversity audit and governor roles to give a full picture.

3.Skills and Diversity audit *(action 4)*

The Director of Governance noted that there have been 13 (skills) and 14 (diversity) responses to date. Results are very positive noting this is an interim report with a full report and discussion to the next meeting. There is room for improvement on representation on the Board and this will be considered at the next meeting when all the results are received.

4. Governor roles *(action 16)*

The Committee noted the chart detailing all governor's current roles as part of the Board framework.

All link governor areas are filled and this risk has been mitigated. There remains some variability on the number of roles governors hold and it was agreed to review at the next meeting alongside the Committee membership review.
.

. **5. Chair recruitment**

The Committee noted:
1. FEA are continuing to share progress reports and the Chair and CEO and Principal have had informal catch ups with some potential candidates
2. 6 February 2025 – advert closes
3. 11 February 2025 – shortlisting by the panel
4. 4 March 2025 – Chair interviews in person at Rotherham

ACTION: The Committee agreed to schedule an extraordinary Board meeting shortly after the interview date on the 4 March 2025 to approve the appointment of the successful candidate as a Board member and Chair designate until the Board meeting on the 26 March 2025.

Action: Dir of Gov

6.In person Board meetings

The Committee considered requests for governors to join Board meetings remotely. There was a detailed discussion which included:

- In person Board meetings are a positive experience, provide the opportunity for relationship building both between the Board and the Board and Exec, and are an effective way for the Board to conduct its business

	Item	Action
	• The balance of online Committees and in person Board meetings works well for the Board and the Exec • The Group and the Board is inclusive and part of this is having the option for hybrid attendance • A large number of governors are working full time • There is significant effort from governors to attend Board meetings in person but there are instances where this is not possible and the Committee would prefer governors to join online rather than miss meetings • The IT needs to be right to ensure hybrid meetings are effective **6.Engagement beyond the boardroom** It was agreed that governors are making the effort to come into college for Board meetings and taking advantage of the opportunity for networking is important to develop relationships and strengthen the Board. The current position with a buffet being available when governors arrive is not effective and there is significant waste. The Committee considered a few ideas from the triumvirate around using this opportunity. It was agreed that convening Board meetings at 16.30-18.30 followed by a one course supper in the Wharncliffe was a good idea. **ACTION:** The Director of Governance to circulate the proposal to the Board and Exec to commence in 2025-6 and asked for responses by exception from any colleagues that would not be able to make the earlier times.	Dir of Gov
9.	**Self-Assessment for 2024-5** *(actions 1,6,7,12)* The Committee reviewed the self-assessment processes in place for 2024-5 and the outcomes of self-assessments to date. **External Governance review** – see item 7 **Skills and diversity audit** – returns are still in progress and will be reported in full to the next meet as part of membership and succession planning discussions (see item 8). **Exit survey** – two governors have completed the survey and it was agreed that it is a useful addition to the Board's self-assessment to consider the views of governors when they step down. Key points included the time commitment, length of papers and long agendas, clarity on the link governor roles and a greater focus on EDI and Board development. (see item 9.1 for details). There was positive feedback on support for governors. These are all existing areas of focus for the Board this year. **New governor induction and onboarding** – three governors have completed the survey to date with two pending due to IT issues in accessing the survey. The Chair of Audit and Risk Committee gave an update on the experience which had been positive, with a supportive environment. The tours were really valuable providing a valuable context to the Group and the different colleges, and while being time consuming were well worth the time. The outgoing Chair of Audit and Risk has given support and has stayed on as a co-opted member which is a great support. IT issues around onboarding were frustrating, although IT staff offered support to address these. Using google is a new experience after using Teams. The Director of Governance is taking forward the IT and google feedback for future onboarding. **Director of Governance review** – the Vice Chair noted that 19 out of 25 responses have been received to date. The Committee agreed that the Director of Governance should remain for the item. Of the eight questions all responses were either strongly agree	

	Item	Action
	(65%) and agree (35%). Comments included the Director of Governance offers immediate and invaluable support and has the knowledge and experience to carry out the role. Suggestions for further work were providing a greater voice in guiding the Board, upholding standards, and how to work together, and ensuring that any changes proposed by committees to a document are followed through. **ACTION:** outcomes from the review to be taken forward at the triumvirate and included in the performance review for the Director of Governance. Self-assessments for the remainder of the year are – Committee reviews of effectiveness (May 2025), Board self-assessment (June/July 2025), Chair annual review (June/July 2025), Chair annual 121 with governors. It was agreed following the last round of 121s that next year's reviews would be shared between the Chair and Vice Chairs. Due to a new incoming Chair, it was agreed to take their view on the process for 2024-5. A further suggestion for self-assessment was using the opportunity to undertake short case studies on any key areas of business through the year and this will be carried out time permitting either during 2024-5 and 2025-6.	Chair/ CEO/ Dir of Gov
10.	**Governor attendance and engagement** **Attendance** - the Committee considered Board and Committee attendance which is positive with 18 out of 22 governors having attendance of 80% or over with 12 at 100% (noting it is early in the year). The CEO's attendance is excellent at 100%. Committee attendance has dropped slightly in some committees but remains good. There are four governors with attendance below 80%. There are no areas of concern as this has been due to scheduled holidays, issues with childcare, sickness, and changes in role/end of term of office and are not related to commitment. **Governor engagement** *(action 8)*-governor activity outside the boardroom is positive with engagement in development and training opportunities and governors are starting to attend learning walks. The briefing sessions are going well, are well attended and comments from governors are that they are useful and beneficial to their roles. All governors are on track to meet the target of attending at least three events in the year. Following discussion at the last meeting on recording of governor engagement the Vice Chair raised this at the December Board and there is good compliance with communications around visits to the colleges. The Director of Governance noted that she has reviewed the meta compliance records which require further work and a note will go this month with a list of mandatory online training.	Dir of Gov
11.	**Meetings Schedule and Cycle of Business** **1.Review of meeting schedule 2024-5 and proposed schedule for 2025-6** The Committee reflected on the meetings schedule for this year to date compared to the previous years. It was agreed that Committee and Board business is being delivered comfortably in the new schedule, there is less repetition and a more streamlined approach to policies. The Director of Governance highlighted the amount of Committee work the Exec and SLT are undertaking during the start of the year when the colleges are busy with new students and the start of term. A suggestion is to take out the Quality and Standards	

	Item	Action
	Committee and hold a Q&S focused Board. This was considered and the Committee agreed that it would prefer to retain the Committee and schedule later in the term. The schedule will be drafted in consultation with the Exec and Chairs of Committees before being recommended for approval to the March 2025 Board. This will allow meeting dates to be added to diaries early and support governor diaries and attendance.	
	ACTION: The Committee agreed to draft a meetings schedule for 2025-6 in line with the 2024-5 version, with a later date for Quality and Standards Committee in the Autumn term to be shared with the triumvirate, Exec and Chairs of Committees before coming to the 26 March 2025 Board for approval	Dir of Gov
	2.Review of cycle of business for 2024-5	
	The Committee noted the review against the cycle and the minimal number of additional actions that have been added to the cycle in year. **ACTION:** The Director of Governance to draft a similar cycle of business for 2025-6 to be shared with Committees for consideration and agreement in the spring/summer terms before final approval at the 25 June 2025 Board	Dir of Gov
	3.Strategy Day planning – 26 March 2025	
	The CEO and Principal noted that the Board will consider a draft copy of the proposed strategic plan. A lot of progress has been made since the October 2024 strategy day with three meetings with the SLT and a session with the CLT. A good framework is in place with headline themes and key priorities. This will be shared with staff, students and external stakeholders for input and feedback. Colleagues from Derby, Derbyshire, Nottingham, Nottinghamshire (D2N2) and East Midlands Combined County Authority (EMCCA) who had joined the October 2024 strategy day continue to support the strategic plan and are being kept updated. The final iteration of the plan will be rolled out for September 2025 with the Board considering the final draft at its June 2025 meeting.	
	Ideas for other items on the agenda for the Strategy Day on the 26 March 2025 are: • EMCCA region and progress in terms of devolution • Impact reviews of local councils • HE strategy. The CEO and Principal noted that he was meeting with the Vice Chancellor from Sheffield Hallam University next Monday to look at opportunities and was having discussions with other universities in the region • Estate's priorities, the potential for more capital monies, the upcoming conditions surveys, progress against the Further Education Estates Planning (FEEP). The Chair noted that it would be really helpful to have a full update on the state of the estates following all the capital works that have taken place. • Sustainability and the environment	
	The Director of Governance noted that apologies to the strategy day to date are: Paul Lomas, Sohil Zokari and Sally Gillborn.	
	ACTION: The CEO and Principal, Chair and Director of Governance to draft the agenda for the Strategy Day	
	ACTION: The Vice Chair would welcome a meeting with the CEO and Principal to feedback into the draft strategy as he will be away on the day.	
12.	**Statutory**	

	Item	Action
	1. Review against Senior Post Holder (SPH) targets for 2024-5 and updated Group KPI targets **[Confidential item]** The CEO and Principal reported because of the timing of the new strategic plan which will come with new KPIs there has been a refresh and update of the current KPIs. The Committee considered the updates which are: **Quality of Education** • Overall, FE self-assessment for 2024/25 to be at least Grade 2 (Good) with at least **4 outstanding features**/ curriculum areas. - This is an increase of one Outstanding area. • Increase survey completion rate to 60% (learner, apprentice and employer sample size) – noting that an 80% completion rate is not realistic. **Financial integrity** • Financial Health: Good – noting that this is on track for achieving. • Reduce deficit by >£2500,000 (2024/25) – noting that the Group can't keep reducing by the same amount. • Maintain an operating deficit better than £1,000,000. **People and Place in the Community** • Ensure overall sickness absence remains at or below the AoC benchmark of 2.7 % (December 2025) – the aim is to achieve this until the end of the current strategic plan • Implement strategies to maintain voluntary turnover below 19% (September 2025). • Introduce termly focus groups to review staff opinion and identify actions to be implemented to support continuous improvement, providing clear communication to staff on the impact or why not actioned (July 2025) • 100% of curriculum sectors at each College site to have an employer academy (July 2025) **Innovation and Growth** • Further develop AI academy and initiatives which have a positive impact on the group. (September 2025) The Group will continue with its work on sustainability. The CEO and Principal noted that he meets with all SPHs every two weeks and undertakes formal reviews every two months which identify key areas of focus. The formal Performance Development Reviews (PDRs) will come to the May Committee and a progress report on Exec members were reported on [confidential item] [Hayley Tingle has to depart due to office closing: 18.48] Formal Committee closed at 18:48 due to quoracy and the remaining Committee members received items 13-17 for information]	
13.	**ED HR, Marketing and OD working pattern** [confidential item]	

	Item	Action
14.	**Regulation** **Review against the FE Commissioner's Effective Senior Post Holder (SPH)Appraisal and Chair performance Review** The Committee considered the mapping of the Group and Board's current processes for senior post holder and Chair performance reviews against the FEC recommended process. The Board is fully compliant in all 21 checklist items. The Committee considered item 12: *Do appraisals take into account feedback, including from governors and staff* and agreed that going forward feedback would be requested from governors who have an active role and engagement with a SPH (such as the Chair, Vice Chair and Chairs of Committees) as part of the review process to contribute to discussions at an early stage. This would have the benefit of providing positive feedback to SPHs from governors to build relationships and flagging up any areas for further work to drive improvement. It was agreed that the process should be relevant and useful and time should be taken to look the process before rolling out. **ACTION:** The triumvirate to review and agree the details of the process **RESOLVED:** The Committee considered and agreed that the Group and Board's processes are in line with the FE Commissioner's Effective Senior Post Holder (SPH)Appraisal and Chair performance Review process	Chair/ CEO/ Dir of Gov
15.	**Internal audit – Corporate Governance – 31 March 2025** The scope of the audit was noted and the Director of Governance confirmed that preparation for the audit was underway and requested documents would be sent through to Validera in line with the requested timeline.	
16.	**Any other items** There were no items raised.	
17.	**Date of next meetings:** **Monday 12 May 2025** 17:00-19:00	

Meeting closed: 18.57