MINUTES

RNN GROUP

Meeting	**Search, Governance and Remuneration Committee**
Date	Monday 2 June 2025
Time	17:00-19:00
Venue	Google meet

Membership:	Chairs: Paul Lomas (Chair of the Board and Chair of Finance and Resources Committee) Donna Clifford (Vice Chair and Chair of Quality and Standards); Hayley Tingle (Chair of Audit and Risk Committee); Shirley Collier (Vice Chair); 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)

	Item	Action
1.	**Appointment of the meeting Chair** The Chair of the Board chaired the meeting, with Shirley Collier chairing the remuneration agenda.	
2.	**Welcome, introductions and apologies for absence** The Chair welcomed colleagues to the meeting, and Shirley Collier to her first meeting after being appointed Vice Chair of the Board. Apologies received from Donna Clifford and Hayley Tingle did not attend the meeting. The ED HR, Marketing and OK was not needed for this meeting.	
3.	**Declaration of interests** The following declarations were received: • Director of Governance for item 12 – Policy for the Independence of the Director of Governance • Senior Post Holders for item 16 – Senior Post Holders Framework and Remuneration Policy	
4.	**Minutes of the meeting held on 22 January 2025** **RESOLVED:** The minutes of the meeting held on 22 January 2025 were agreed as a true and accurate record	
5.	**Matters arising** The Director of Governance noted that the majority of actions are completed and the remaining are included on the agenda: **Action 2** – Suggestions for further work from the AoC Code of Good Governance –on the agenda at item 7.4 **Action 3** – Review of papers – this is an ongoing action and on the agenda at item 7 Items from 27 November 2024 **Action 3** – External Governance Review – diversity of the Board and reporting and papers to the Board –on the agenda at item 8.3 and item 7	

	Item	Action
	Action 8 – review of governor roles –on the agenda at item 8.4 Items from 11 September 2024 **Action 15** – Vice Chairs on Committees –on the agenda at item 8.2	
6.	**Risk** The Director of Governance noted that risk is an item of focus in this year's Governance Improvement Plan. At the last Committee the Vice Chair and Chair of Finance and Resources Committee, Chair of Audit and Risk Committee and Director of Governance presented suggested governance risks for the strategic risk register. These were shared with the auditors, presented to the Audit and Risk Committee and agreed by the Board in March 2025. In line with the Board's request the governance risk register is included as a standing item at the start of the Committee's agenda, is on the cycle of business for 2025-6, and cover sheets are being updated to include the new risks. The ED Finance and Estates has included the governance risks on the strategic risk register. The review of governance risks and the process to embed them across the governance framework is proving to be a valuable exercise to focus the Board and Committees. Work continues as follows: 1. The Director of Governance to undertake 4risk training to keep the register up to date. Further work with the ED Finance and Estates and Director of Governance to streamline the register, and work on cause and effect, risk control, action required and inherent and residual risk rating. The Committee noted that further work is required to ensure the governance risk register is up to date. There was a discussion about the format of reports for risk and how they can be made more accessible for governors. One governor noted that the register is difficult to read and does not support the Board and Committee's role in scrutinising risk. The Director of Governance reported that the ED Finance and Estates is working through the 4risk system and has confirmed to the Audit and Risk Committee that risk dashboards will be available in the autumn term. **ACTION:** The Committee asked that the Director of Governance completes 4risk training and the risk register is up to date by the beginning of July 2. The Chair, Chair of Audit and Risk, and Director of Governance to continue to review the governance risks as they are embedded in the governance framework and adjust the register as required. To date suggestions for additional controls, include SPHs (retention, target setting and performance, standalone Board budget). At the Audit and Risk Committee it was agreed that further work is required around Committee chairs providing feedback to the Chair of Audit and Risk around their respective risks and committee discussions. **ACTION:** It was agreed that this could take place at Chair termly catch-up meetings.	Dir of Gov Chair
7.	**Progress against the Governance Improvement Plan** *(action 2,3,3)* including: 1.**Governance Improvement Plan** The Director of Governance reported that progress against the seven actions in the Plan is going well. **ACTION:** There is a proposal to carry over two policies for drafting	Dir of Gov/

	Item	Action
	and approval by the Board in 2025-6 -Corporate Social Responsibility Policy and Environment and Sustainability Policy. The Committee asked about progress with the Group and Eddison's on environment and sustainability and the CEO and Principal reported at a lot of work has been done at Rotherham College and a full update will come to the next Finance and Resources Committee. **ACTION:** The action for the Chair to attend the Education and Training Foundations' Chair Leadership Programme can not currently be completed as there are new dates being offered. Alternative support is being reviewed and a request has gone to the FE Commissioners team for a National Leader of Governance mentor. A number of areas in the External Governance Review will continue to be focused on as key elements of good governance, led by the new Chair and the Vice Chairs, in particular the continued improvement of Board and Committee papers. **2.The External Governance Review recommendations** **3.The External Governance Review suggested enhancements** Out of the 31 recommendations and enhancements 26 are green and five are amber. Outstanding areas to update on are: **Recommendations:** 1.1 – education character statement as part of the Strategic Plan – triumvirate agree this is already actioned 1.2 – statement of public benefit as part of the Strategic Plan – triumvirate agree this is already include across Group policy 1.3 – consider action to take to broaden membership and increase diversity of the Board **Suggested enhancements:** 2.5 – statement about high expectations of students in the Strategic Plan – triumvirate agree this is already in place across Group documents 7 – roll out of at a glance data dashboards to support effective Board support and challenge – this is in progress across risk, HR and audit reporting The Committee agreed that the strategic plan and accountability agreement include statements of public benefit and exceptional learning is included in the Group's mission. **ACTION:** It was agreed that all areas are completed with the roll out of dashboards due early next year. The Committee asked for progress on the strategic plan and the CEO and Principal reported that the final draft is with the web designer and it will be circulated ahead of the Board meeting. Further staff meetings are planned to share the plan. One governor noted that she has undertaken a lot of Board reviews, and a much smaller number of recommendations are generally given to Boards. The EGR should have understood how governance can add value to the operation of the Group. A	Exec Chair Exec

	Item	Action
	huge amount of work has been done to work through the large number of actions and there is a real question about what value this brings and whether additional policies are of value. The Director of Governance noted that the Committee has focused on areas which they felt would support the Group and students and staff the most, including the recruitment of new governors with specific skills, a strong policy framework, governor induction and Board development and the importance of the student voice, the relationship between the Board and Exec, and improving self-assessment. Going forward the Committee has a lot of scope to focus the Governance Improvement Plan on areas that will add value. One governor noted that having a Governance Improvement Plan owned by the Committee and the Board is very positive. Alongside this the new AoC Code has been slimmed down and is a better tool for Boards to use, and there is an Education and Training Foundation (ETF) maturity matrix which may be beneficial. **4.Suggestions for the 2025-6 Governance Improvement Plan *(action 2)*** **ACTION:** The Director of Governance noted that the new Plan will come to the first meeting of the Committee when all self-assessments from 2024-5 have been received and analysed. Areas suggested so far by the Committee to include in next year's Governance Improvement Plan are: a. Items coming out of the review of the AoC Code of Good Governance • The Board's promotion and oversight of environment and sustainability and social responsibility matters • The Board's promotion of equity, diversity and inclusion across all of its work • The Board's oversight and involvement in stakeholder engagement b. Items from new Strategic Plan c. Items from this year's self-assessment (taking place between April and July 2025) d. Sector governance - for example External Board review trends, FE Commission areas of focus, sector failures e. The Board's focus on students f. Continued work on Board and Committee papers g. Board dynamics and relationships. The Committee has a good understanding of the importance of dynamics and relationships as an equally important part of the Board as its decision making and has some plans in place to strengthen this (post-Board supper in the Wharncliffe, suggestion for Chair termly catch ups, Insights programme). **ACTION:** The Chair noted that he will take forward the discussion on the 2025-6 Governance Improvement Plan with the new Vice Chair at their meeting later this week.	Dir of Gov/ Chair Chair /VC

	Item	Action
	The Chair noted the importance of EDI and particularly inclusion, make sure as many people as possible are included as part of the Board's work. One governor reported on some work with another college around being a consciously inclusive company which may be useful for governors alongside the Insights Programme. **ACTION:** Shirley Collier to ask for some reference materials around consciously inclusive and share with the Committee. The CEO and Principal reported that a lot of work had been previously done to target governor recruitment in the regions diverse communities and this had not been successful. It was agreed that this work should continue as the Board is committed and understands the importance and benefits of a diverse Board. One governor noted that if a community is not being used to being reached out to this work takes time. **Next steps:** 1. The Director of Governance to continue working with the Chair and CEO and Principal to complete the outstanding areas of work in the EGR around the Strategic Plan and a report will come to the Board in June 2025 2. The Committee to carry forward the recommendation around a diverse Board 3. A new draft Governance Improvement Plan to be drafted for the Autumn 2025 Committee 4. The Corporate Social Responsibility and Environment and Sustainability policies to be carried over to 2025-6 for drafting and approval.	Shirley Collier
8.	**Board and Committee membership and succession planning** *(action 15)* **1. Board Membership and terms of office** The Director of Governance noted the changes in membership since the last meeting are the resignation of Janet Pryke, the sabbatical of David Grimes, the appointment of a new Chair and the appointment of a new Vice Chair. **Student governor** elections are underway with students in place by Monday 26 May. 10 learners have been nominated with 6 to date confirming they want to continue to interviews on 11 June 2025. The Committee asked about Board involvement in the appointments and the Director of Governance explained that Student Services lead on the process alongside the recruitment of the Student Presidents and Student Council. The Director of Governance works with Student Services at an early stage to share details of the student governor role, commitment and meeting dates and support available for the role. Directly after the appointment meetings are held with the students and the Director of Governance and Chair, an induction is held, paperwork completed, the new students meet with the outgoing student governors, and if available the new students attend the summer Board meeting as part of their onboarding. This year the process has been changed in response to student and Board feedback around student capacity and the student governors do not need to have a student president role but are expected to attend student council meetings. The Committee considered this year's student governors, the positive impact of one and the poor attendance of another due to personal circumstances. One governor noted that most Boards struggle with student governor attendance and attendance and the Board can influence this more if they choose to. The Chair asked if a	

	Item	Action
	different process should be set up that has more Board involvement. **ACTION:** It was agreed that the Chair would attend either the student governor interviews or meet with the students following the interviews and prior to the appointment to provide support and answer any questions on the role of student governor. **2. Committee membership** The Committee noted the current Committee membership. Areas of risk were discussed: **Finance and Resources Committee** – membership numbers have reduced (four independents and the CEO and Principal) and there is only one qualified accountant on the Committee. **ACTION:** The Committee agreed to recommend an external recruitment campaign to appoint a new financially qualified governor to sit on the Board and the Finance and Resources Committee. The Committee discussed the FRC chair role which is currently held by the new Chair of the Board. One governor noted that the Chair's background is in HR and he is not financially qualified, and the remit of the Committee is wide so it is not a huge concern for the current Chair to remain in this role. The Director of Governance noted that in the last call for governors to consider their committee membership the staff governor had expressed an interest in joining the FRC. It was agreed that the staff governor has transferable skill, provides challenge, has a valuable view of the world and good attention to detail. **ACTION**: The Chair to meet with Ian Sutherland about a role on the FRC The Committee considered the timing of staff governor elections, with the staff governors' four-year term of office coming up for renewal in October. **ACTION:** The Committee requested that the staff governor election is sent out this week. The Committee noted that Katie Asgari has been an excellent staff governor, has a wide range of soft skills, and supports the student governors. The Director of Governance explained that the current staff governor has enjoyed the role and found it very beneficial, and would be happy to stand for a second term. **Vice Chairs on Committees –** there have been no expressions of interest to date and this continues to be an action. **3.Skills and Diversity audit *(action 4)*** The Director of Governance noted that the skills and diversity audit had been circulated this year. The Committee had preferred to wait until the strategic plan was completed to map skills closely to the plan, but the previous skills audit had been completed some time ago and the Board had an internal governance audit in the spring term and was keen to look at the skills since the new governors had joined in the autumn term. Going forward the skills audit will work alongside the Group's strategic plan. The Committee considered the data and summary of the skills audit, noting that there are three outstanding returns for the skills audit and two for the diversity audit. One governor raised the following questions: • How do we use the information gathered to be clear in what we want?	Chair Dir of Gov/ Chair Chair Dir of Gov

	Item	Action
	• How the data is presented leaves a gap in terms of analysis. What are our expectations and what do we need? • A Board profile of what we need is the next step and the current reporting doesn't help us get to the point • What do we want as our profile, both for the Board and its committees? • How do we use the skills and diversity data to make us better to inform decisions and choices? • What are the right numbers for committees? • What does good look like for us? The Director of Governance noted that the governance framework (including the Instrument and Articles and terms of reference) refer to skills and membership so this will be useful to include. **ACTION:** The Chair and Vice Chair will come together to look at this further and come up with an ideal Board and Committee profile. It was agreed this will be a good opportunity to make good use of committee chairs. **ACTION:** Shirley Collier noted that Gateshead college had a good example of a skills audit and she would approach them to share an example with the Committee **Key points** from the audits include: **Diversity Audit:** • This is a new diversity audit to identify diversity and inclusion priorities • There is a good range of ages on the Board • Over represented categories – there are more women than men on the Board • Under represented categories - For the other protected characteristics (disability, race, sexual orientation, religion) there is a very small amount of diversity • There is representation of the majority of protected characteristics on the Board • Over a quarter of the Board has parental/caring responsibilities • There is experience of upward social mobility **Skills audit** • There is experience and skills (both basic skills and competent) across all categories listed and a high number of strong expertise across a lot of areas, particularly key areas of responsibility for the Board. • The Board has three qualified accountants on the Board (two sit on Audit and Risk Committee and one sits on Finance and Resources Committee). There is also a financially qualified co-opted governor on the Audit and Risk Committee • The categories that do not include strong expertise are: secondary education, mental health and wellbeing, sustainability (green skills and environmental management), AI, cyber, ESOL, construction, STEM, environment and creative (horticulture, conservation, land management, animal care). **4. Governor roles *(action 8)***	Chair/ VC Shirley Collier

	Item	Action
	The Director of Governance explained that the Committee had decided to look at governor roles outside the boardroom in response to the risks around individual governors taking on a large number of roles. The majority of governors have an additional role alongside their committee role. The exception to this is Sally Gillborn. Two governors have a large number of roles – Margaret Cobb (five roles) and Donna Clifford (four roles). There are five governors with three roles (Hayley Tingle, Kay Mulcahy and Paul Lomas). Although Simon Ashton has two roles his link governor role (Safeguarding and SEND) is substantial. The Committee discussed the additional roles governors are involved in and how effective the roles are and the support, challenge and impact they bring to the Board. **ACTION**: The Chair and Vice Chair will discuss this further at the catch up later this week and report back on thoughts One governor noted that the sector encourages link governor roles and the Board has an impressive spread of roles and it is important to evaluate their value for the Board, Committees and staff member. It is about if the role adds value. The CEO and Principal noted that it is important to document the roles to show to external bodies. The Director of Governance reported that one of the link roles regularly completes paperwork. Instead, a standing item has been included on Board and Committee meetings where governors and staff can feedback on their visits. A record of link visits is included alongside all governor visits and development and training and this is a standing item for the Committee to consider. **ACTION:** It was agreed to add Governor Link Scheme to the Governance Improvement Plan for 2025-6. **5.Second term of office for governors** **RESOLVED**: The Committee considered and recommended to approve a second one year term of office for Sharron Blackburn as a co-opted governor on the Audit and Risk Committee, effective from the 10 October 2025. Sharron stepped down as an Board member and Chair of Audit and Risk Committee earlier this year and took up the co-opted role. It was agreed that Sharron's skills, expertise and commitment to the Committee are excellent. The Director of Governance noted that Sharron had been a strong support to the new Chair of Audit and Risk Committee. [Shirley Collier departs for this item] The Committee considered the contributions, commitment and attendance (2024-5 76%; 2023-24 88%, 2022-23 – 90%) of Shirley Collier. Shirley joined the Board in 2021, and is currently a member of the Audit and Risk Committee, previous member of Quality and Standards Committee, and link governor for Careers Education, Information, Advice and Guidance (CEIAG). Shirley is an active governor outside the boardroom attending 11 additional Group events this year, has many relevant skills to support the Board and the Group, contributes to both Board and Committee	Chair /VC Dir of Gov

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<tr><td></td><td>discussions and decision making and has been appointed this month as Vice Chair. It was agreed that Shirley's skills, expertise and commitment to the Board are excellent.
RESOLVED: The Committee considered and recommended to approve a second term of office for Shirley Collier, effective from 31 August 2025 for a four-year term of office.</td><td></td></tr>
<tr><td>9.</td><td>Self-Assessment for 2024-5
The Director of Governance reported that there are no updates to the self-assessment processes in place for 2024-5 since the last meeting.
There have been two self-assessments since the last meeting:
Exit survey – Janet Pryke
Key points:
There is support for governors and Board development opportunities are helpful
The Board is inclusive and views are listened to
Governors engaging on site, and challenge and support in meetings has been very positive this year
Papers and information to the Board are appropriate and further work is needed to be more succinct and highlight risks
Committee self-assessment – all Committees are in the process of reviewing their effectiveness and a report will come to the Committee in the Autumn term. The Committee's results to date are included at item 10.5.
3. Timings for the next External Governance review
The Director of Governance noted that the next review is due by 2026-7. The Committee considered timings noting that:
The Board has had an internal audit on Corporate Governance this year with substantial assurance
The previous EGR was a detailed and extensive review
The new Strategic Plan is being rolled out in 2025-6
A new Chair started in role in April 2025 and a new Vice Chair in May 2025
One governor reported that the availability of good people is a key consideration. It is important for the Committee to look at how an EGR can add value for colleges when there is not a huge amount of change in the sector. Colleges can exercise more independence on the scope of their review and suggested focused areas to the reviewer and request the reviewer brings in areas of good practice.
ACTION: It was agreed that the review will take place in 2026-7, with an earlier procurement and appointment after the outputs of the Board strategy day in March 2026 to secure the best person. Timings for the review will be looked at to ensure the reviewer has the best access to Board business, i.e. schedule around a strategy day.
ACTION: Shirley Collier noted that as an experienced Board reviewer she would be happy to take a lead on this work and the Chair agreed this would be beneficial to the Board.
The Committee agreed it would like to take more responsibility for the review, and to engage with the reviewer and get what the Board and Group needs from it.</td><td>Dir of Gov

Shirley Collier/ Chair</td></tr>
<tr><td>10</td><td>Committee Governance</td><td></td></tr>
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	Item	Action
	The Director of Governance noted that all Committees review their governance arrangements in the summer term and this comes forward to the Board for approval in June 2025. **1. Search, Governance and Remuneration Committee terms of reference** The Chair, CEO and Principal and Director of Governance have reviewed the cycle for Senior Postholder target setting and performance reviews and propose that the cycle is aligned with the roll out of the new Strategic Plan with an autumn review. An appendix has been added to the terms of reference to give clarity on the cycle. There are no other proposed changes. The Committee discussed and agreed with this update subject to the understanding that the Committee and Board need to be clear on the outcomes from the previous year and the sequencing of SPH targets, for example outcomes from the financial statements and Self-assessment report which are approved later in the second term. The CEO and Principal explained that there is a continuing review of KPIs through the year and it was requested that this is clear in governance paperwork with the full Board being involved in any changes. The Director of Governance noted that the first Committee of the year is being moved to a later date to accommodate this change. **RESOLVED:** The Committee recommended to approve the Search, Governance and Remuneration Committee terms of reference **2.Special Committee terms of reference** **RESOLVED:** The Committee recommended to approve the Special Committee terms of reference, noting there are no changes **3.Cycle of Business review of 2024-5** The Director of Governance noted that the Committee has met the remit of its terms of reference. Key points to note included: • There are five amber areas in the cycle: **Item 17 and 18** – SPH year-end performance review and pay and terms and conditions – the cycle has been updated to align with the new strategic plan roll out in September 2025. **Item 26** - Public values statement – this was an action from the External Governance Review. The Committee agreed this would be drafted in line with the new Strategic Plan – the triumvirate agreed this is in place **Items 37 and 38** – Protocol for Governor Visits and Governor Link Scheme – it was agreed to give the link scheme time to roll out with new governors in role and this was deferred from the September 2024 meeting and agreed at the November 2024 meeting. • The Committee considered an additional two items outside of the cycle – governance risks and the FE Commissioners Effective Senior Post Holder Appraisal and Chair performance Review **4.Cycle of Business 2025-6** ***(action 9)***	

	Item	Action
	Updates to the cycle recommended are: • Additional items: governance risks and sector updates/legislation • The SPH performance and target setting cycle. The November 2025 meeting is now a holding date in case required for pay award discussions following the annual all staff pay award at the autumn Finance and Resources Committee. In line with the new cycle a change of date is required for the first Committee of the year to early October. **5.Membership** Membership is small at four members, plus the CEO and Principal, due to the Chair of the Board and the Vice Chair currently being the Chair of Finance and Resources Committee and Chair of Quality and Standards Committee. The Committee agreed that they were happy to continue with the current membership, including the CEO and Principal being a member for the Search and Governance, but not for any specific remuneration matters. It was agreed that the Committee is clear on the management/governance relationship. The Chair confirmed that an external member to the Committee or recruitment of a Senior Independent Director would not be beneficial. **6.Review of effectiveness** The Director of Governance noted that there have been three out of four returns to date. Due to time pressures with the agenda a full discussion will come to the Committee in the autumn term. Results are positive and there are examples of impact. There are two areas for improvement – all cameras on during meetings; sharing specific reports with individual governors to encourage discussion at meetings. Areas for improvement from last year have been addressed.	
11	**Meeting Schedule and Board development for 2025-6** The meetings schedule for 2025-6 is confirmed and in diaries with the exception of National Fluid Power Centre (NFPC) meetings and Board strategy dates. The Deputy CEO has confirmed that the Group is holding its health and wellbeing festival on the 22 October Board date. **ACTION:** it was agreed to keep the date and invite governors to appropriate sessions. **1. Strategy Day planning 2025-6 – timings and topics** The CEO and Chair suggested a full day strategy day in late September/early October and a half day in March which could be scheduled on the same day as the Board meeting. **ACTION:** The Director of Governance to circulate suggested dates and book into diaries. The CEO and Principal suggested the autumn strategy day focuses on the Board's duty to review and a good look at the curriculum. One governor noted that the scoring for curriculum planning in the skills audit was lower than other areas and all governors understanding the duty, planning of the curriculum, and the link between the curriculum and the finances is key.	Dir of Gov Dir of Gov

	Item	Action
	One governor noted that the strategy day is a good opportunity to meet external stakeholders and this would be welcomed. **2.Board training and development proposals for 2025-6** The Committee considered the Board development and training for 2024-5. It was agreed that the programme had been useful with some exceptionally good sessions. One governor noted it had increased her confidence as a governor. It was agreed to run a similar programme for 2025-6 **ACTION:** The Director of Governance to check with the Board about breakfast and morning Board development sessions as well as 17:00 starts. The Committee asked about attendance to sessions. There is a mix of mandatory and voluntary sessions and details of attendance are included on the engagement log. **ACTION:** The Committee asked that governors are encouraged to attend and when invites go out it should be flagged up why people need to attend. Suggestions for the 2025-6 Board development calendar were agreed as: 1. Statutory training – Safeguarding 2. Key areas of development recommended – health and safety; sexual harassment; trauma informed practice 3. Bitesize sessions – items carried from 2024-5 – HE; understanding funding methodologies. Other suggestions: employer academies; EDI; business and key stakeholders; key items in the new Strategic Plan 4. Insights Discovery programme 5. More promotion of the ETF training modules **3.Chair catch ups** The new Chair has asked for thoughts from Chairs on a termly catch up with Chairs and the CEO and Principal to share committee business, consider any Group items/issues and to support each other. It was agreed this is an excellent idea to allow closer working together for the Chairs, Vice Chairs and CEO and Principal. **ACTION:** Termly catch ups to be scheduled commencing in September 2025	Dir of Gov Dir of Gov Chair/ Dir of Gov
12	**Policy on the Independence of the Director of Governance to the Board** The Director of Governance noted that there are no changes to report since last year's report. **RESOLVED:** The Committee considered and confirmed the independence of the Director of Governance **ACTION:** One governor asked that the policy is formatted in the same way as other governance policies and linked to the risk register.	
13	**Governance budget review of 2024-5 and budget for 2025-6** The Director of Governance noted that there are no changes to report since the last meeting. There has been overspend on the 2024-5 budget mainly due to unexpected governor recruitment (a new Chair and two additional independent governors). The 2025-6 budget has been requested, in agreement with the Chair, and is pending agreement.	

	Item	Action
	One governor noted the Director of Governance's attendance at the AoC Conference and asked if the Director of Governance can attend training opportunities and whether the budget allows for this. The Director of Governance confirmed that she regularly attended development and training which is often free through various organisations and was able to attend paid training when beneficial.	
14	**Policies** **Mentoring arrangements for new governors, including co-opted members** The Director of Governance noted that this is a new policy. Informal mentoring was requested from two governors this year as part of their onboarding and is in place with two experienced governors. **ACTION:** One governor asked for the policy to be formatted in the same way as other governance policies **RESOLVED:** The mentoring arrangements for new governors, including co-opted members was approved **Senior Post Holder Remuneration Policy** This was taken at item 16.1.	

15	**Governor attendance and engagement** (*action 7)*
	1.Board and Committee attendance
	The Director of Governance noted that attendance and governor engagement is a standing item on the Committee's cycle of business. The register for 2024-25 shows:
	Areas of strength
	• 17 out of 22 governors have attendance of 80% or over with 7 at 100%
	• The CEO's attendance is excellent at 100%
	• Committee attendance has picked up since the last meeting and is good:
	    o Search and Governance Committee 80% (100% overall last year)
	    o Quality and Standards Committee 81% (80% overall last year)
	    o Finance and Resources Committee 96% (100% overall last year)
	    o Audit and Risk Committee 83% (90% overall last year)
	    o Capital Projects Steering Group attendance has improved and is currently 75%
	Areas of concern
	• There are six governors with attendance below 80% (one has stepped down and one is co-opted). This number should improve if attendance is positive for the last round of committee and Board meetings. 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 is not related to commitment
	• One of the student governors attendance is low at 29% and this has been affected by sickness and family bereavement.
	2.Governor engagement
	The Committee considered the engagement log for 2024-5 and the Director of Governance noted that there has been excellent engagement through the year with all governors achieving the target of attending three or more events outside of the boardroom (in total there have been 178 visits/engagement by the Board outside of	

	Item	Action
	meetings). A standing item has been added to the cycle for Board and Committees to give governors the opportunity to report on their visits. The Committee agreed that this is pleasing to see, and the CEO and Principal noted how encouraging it is to have governors coming into the colleges to meet staff and students and experience the facilities.	
16	**Statutory** **Senior Post Holders' framework** The Committee noted the report which includes a review of the work undertaken during 2024-5 around SPHs including policies, compliance against sector SPH frameworks, performance reviews and pay awards. **Changes to the schedule for SPH performance reviews, target setting and terms and conditions** – the Director of Governance noted the suggestion from the triumvirate that SPH performance reviews scheduled for May 2025 will now come to the Autumn 2025-6 Committee in line with the financial and curriculum outcomes. This revised timeline has been included as an appendix in the Committee's terms of reference (see item 10.1). The Autumn Committee will also consider objectives/targets for SPHs for 2025-6 in line with the new Strategic Plan, and a discussion on pay. It was agreed a holding date would be scheduled in December prior to the Board in case further discussion is required after the Finance and Resources Committee considers the annual all staff pay award. There was a discussion about timings for reviewing SPH performance and the CEO and Principal noted that by the end of September there is a good indication of the majority of SPH KPIs and performance against targets. It was agreed that performance of SPHs is monitored through the year and there is flexibility to adjust targets, and this should be clear to the Board and in any relevant paperwork. **Senior Post Holder Remuneration Policy** The Committee noted the minor changes to the Policy. These are the inclusion of the FE Commissioners Effective Senior Post Holder Appraisal and Chair performance Review and an update to the timetable for SPH performance reviews. **ACTION:** The Committee requested an additional sentence is included to show that the Committee will continue to review performance targets through the year. **RESOLVED:** The Committee approved the Senior Post Holder Remuneration Policy, subject to the additional sentence. After note: updates have been made to item 6.2 and 7.6	Dir of Gov
17	**Internal audit – Corporate Governance – 31 March 2025** The Director of Governance noted that substantial assurance with no recommendations and some suggested actions has been verbally reported on by the auditors. All suggestions have been implemented. The report is currently going through the audit partners and will be circulated by email and come to the September Committee and Audit and Risk Committee.	
18	**Any other items** **ACTION:** The Chair noted that the first catch up with the new Vice Chair is taking place	Chair

	Item	Action
	week and he will report back on discussions/actions to the triumvirate. The Chair requested an item on the Board's compliance with the outcomes of the FE Commissioners' investigation at Weston College. The Committee considered the report drafted by the Director of Governance which includes the recent report on Governance Requirements by the FE Commissioner. It was agreed that the Board is compliant with all the recommendations and areas of good governance. **ACTION:** The Committee requested that this is brought to the Board as a stand alone item so that all governors can understand the situation and the implications and where the RNN Group and Board fits against it. One governor suggested the report uses the Group's risk appetite statement. The triumvirate agreed to take this forward.	Triumvirate
19	**Date of next meetings:** **ACTION:** It was agreed that the first meeting of the year would be moved to a later date to align with the performance review discussions. Suggested dates are Monday 22 September; Monday 29 September Monday 6 October; Monday 13 October and will be circulated by email for agreement. **A holding date** will be scheduled after the discussion of the all staff pay award on Tuesday 2 December 2025 at Finance and Resources Committee in case required Wednesday 28 January 2026 Monday 11 May 2026 All meetings 17.00-19.00	

Meeting closed: 19.08