

Minutes



Meeting	Search, Governance and Remuneration Committee
Date	Monday 29 September 2025 - 17:00-19:00 Wednesday 1 October 2025 - 17.00-18.00
Venue	Google meet

Attendees:	Donna Clifford; Shirley Collier; Paul Lomas; Hayley Tingle; Jason Austin (CEO and Principal for Search and Governance items)
In attendance:	Sarah Connerty (Director of Governance and minute taker)

		Action
	The Committee has a rotating chair. For this meeting: Paul Lomas – Items 1-4 and Search and Governance matters Shirley Collier – Remuneration matters	
0.	Summary of items and approvals These were noted as helpful to navigate the agenda.	
1.	Welcome, introductions and apologies The Chair welcomed colleagues to the meeting. Apologies received from Hayley Tingle and the ED HR, Marketing and OD will join for item 6.	
2.	Declaration of interests The Chair asked for declarations. There were no declarations for the Search and Governance Committee items.	
3.	Minutes of the meeting held on 2 June 2025 RESOLVED: The minutes from the meeting held on 2 June 2025 were agreed as a true and accurate record.	
4.	Matters arising A large number of actions are complete or included on the agenda. Items for update: Action 2 – CLOSED: the chairs' termly catch up has been introduced with the first meeting on 11 December due to governors' diaries. Action 4 – CLOSED: the Chair is enrolled on the ETF chair leadership programme starting in November 2025 which completes the actions from last year's Governance Improvement Plan Action 5 – at a glance dashboards to support Committees and the Board with reporting are in progress through risk, finance and HR systems. The Vice Chair asked that this is a specific action for the Chair to take forward with specific dates allocated to the roll out of dashboards including a clear understanding of what the Board are looking for to support effective monitoring and challenge. It was noted that a dashboard of risk had been included in the recent Audit and Risk Committee which included some but not all of the previous strategic risks being monitored by the Committee. ACTION: The Chair agreed to take forward the action on dashboards and also report back following the publication of the Finance and Resources Committee papers.	Chair VC (SC)

	<p>ACTION: One governor noted an excellent college on a page live KPI dashboard which pulled out key measures for governors and agreed to share with the Committee.</p>	
5.	<p>Items 5 – 8 relating to Senior Post Holders (performance reviews, terms and conditions, SPH remuneration reporting, and the annual SPH report are included in the confidential minutes for independent governors)</p> <p>Strategic indicators 2025/6 (Strategic ambitions) The Vice Chair explained that whilst this Committee would review proposed strategic indicators in order to approve the methodology for setting SPH targets, the approval of the indicators was reserved to the full Board. Having reviewed the CEO and Principal’s paper the Committee confirmed the general format of the strategic indicators, which relate to the new Strategic Plan, and challenged the CEO to continue to refine these and ensure that all were measurable. The Committee also asked whether the targets included would allow the Group to achieve Y1 of the Strategic Plan and the CEO confirmed that this was the case and that the individual indicators and targets had been set to achieve this. The targets are linked directly to the monitoring aspects of the Plan and there is opportunity for future years to expand with further measures. This is a significant change from previous years.</p> <p>The Committee asked what the magic numbers are to drive performance and are we driving ourselves to get there. If targets are not achieved it is a useful discussion about why, and if that ambition is not there the Group will never know if it has done enough for its learners. The CEO acknowledged the challenge, particularly in areas like college leaver progression, where the sector historically struggles with measurement. The Vice Chair stressed the importance of quantifying outcomes, particularly for destinations to demonstrate the value of FE to the outside world.</p> <p>The CEO explained that the definition of disadvantaged learner now encompasses those with Level 2 English and Maths, which includes nearly all learners. The Committee suggested agreeing on specific measures within this broad definition to help governors focus their questions and the CEO agreed that specific measures would make monitoring much easier.</p> <p>The Chair noted that the Exec team objectives should evolve and change throughout the five-year strategic cycle, reflecting a living and breathing Strategic Plan. He stressed that objectives should span across different streams, promoting cross-dependency and collaboration among the executive team rather than being confined to role-specific areas.</p> <p>ACTION: the CEO to ensure all indicators are measurable using percentage-based improvements, and to produce a matrix indicating which members of Exec will lead in each area ensuring that as far as possible individual accountability is measurable, for the October Board meeting. The CEO to share an updated document to the Committee for review in advance of the distribution of Board papers on the 14 October 2025</p> <p>The Chair noted that this is a more complex matrix, and succinct reporting is required as the Board will not want a list of outputs.</p>	
9.	<p>Board and Committee membership and succession planning The Chair reported that there had been a good discussion about membership at this mornings’ Chair and Vice Chair meeting and asked for views on the items raised in the paper. Comments included:</p> <ul style="list-style-type: none"> • The ETF maturity matrix is a good model to look at. The aim is to move and reflect on how we work and move to a better position • Retention of governors and the resignation of five governors in 2024-5 - The Board should be able to retain governors who are busy working people and facilitate them 	

	<p>being fully involved with a manageable workload. There is a lot to read and understand across the current Board and Committee papers. Two to three years ago governors needed that level of assurance. A different approach could be introduced now to move away from operational and move to the next level in terms of governance</p> <ul style="list-style-type: none"> • The Chair noted it was about making it easier to be a governor. ACTION: The Chair and Director of Governance to work on a review of the information coming to the Board and Committees. The Chair's suggestions included papers being less wordy, executive summaries with RAG status. This will be in place for the December Board and will be piloted on one Committee as a starter • Board size - running a committee structure requires a certain sized Board but it is difficult to have good discussions with large numbers of governors • Skills – do we include governors on the Board who have the skills in key curriculum areas or people who have experience of processes i.e. stakeholder relationships. It is important for the Committee to think about what we need. ACTION: The Vice Chair and the Director of Governance to look at the ideal profile for each Committee based on the Gateshead model. This will include a meeting with each Committee Chair. A report to come to the January 2026 Committee. <p>ACTION: At the next meeting the Committee will consider whether to issue a skills audit in 2025-6 focused on the new strategic plan and review the current skills and diversity outcomes.</p> <p>Renewals</p> <p>RESOLVED: The Committee considered and recommended to approve a second four-year term of office for Donna Clifford, Margaret Cobb, and Carol Stanfield effective from 21 October 2025. This will be circulated by written resolution due to the timing of the next Board meeting. [Donna Clifford left for the consideration of her renewal].</p> <p>It was agreed that all three were very strong and valued governors.</p> <p>Committee membership</p> <p>The Committee considered potential risks to Committee membership.</p> <p>The Chair asked for feedback from the Chair of Quality and Standards Committee about the size of the Committee and whether it was useful or was too large for effective conversations. The meeting is fine to chair; there are a lot of staff on the Committee. Once the Committee starts looking at the structure and information coming through committees the number of individuals reporting may change. The Director of Governance updated on the English and Maths task and finish group and the proposal to review the focus of the Q&S Committee around the new Ofsted framework and the focus on inclusion which would support the work on streamlining agendas. There is a collective approach at the Q&S Committee and last night's meeting had a good contribution from governors and attendees. It was disappointing that there were no student governors present. There is a potential issue with neither governor from the E&M Task and Finish Group sitting on the Committee.</p> <p>Finance and Resources Committee membership is currently small with a very wide remit. The Chair noted that Ian Sutherland has complementary skills around information compliance and is joining the next meeting as an attendee with a view to move over from Q&S Committee. The Chair of Q&S confirmed she was content to have one staff governor on Q&S</p>	<p>Chair/ Dir of Gov</p> <p>Vice Chair (SC)/ Dir of Gov Cttee</p>
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	<p>Committee. The Chair noted that Ian will attend a meeting before a recommendation is made to the Board. The Director of Governance reported that Sohil Zokari had requested to move from Audit and Risk Committee to Finance and Resources Committee. This is the role he had originally applied for on the Board. The Chair noted that this required discussion with the Chair of Audit and Risk Committee, and ensuring there is appropriate financial expertise on ARC, and no recommendation was made at this stage.</p> <p>Search Governance and Remuneration Committee is small due to the overlap of the Chair, Vice Chair and Chair of Committee roles which will change when a new Chair of Finance and Resources Committee is in role.</p> <p>The Chair reminded the Committee that there are two live adverts out with Governance for Schools for a Chair of Finance and Resources Committee and a co-opted financially qualified governor with interviews scheduled for the 4 November 2025.</p> <p>Governor support for the student governors</p> <p>The Committee considered the pilot last year with meetings scheduled prior to the Board with the Vice Chairs. Due to the availability of the students and Vice chairs the majority of meetings had been led by the Director of Governance. ACTION: The Chair asked the Director of Governance to continue to meet with the student governors. [after note: this will be extended to the staff governors].</p> <p>Student Governors are attending the student governor ETF induction programme this month, are enrolled on the UNLOC student changemaker programme, and have the opportunity to attend the AoC student governor conference in November. Student governors are provided with all the necessary information prior to applying for the roles, including meeting dates for the year. It has been disappointing they have not been able to attend any meetings to date and the Director of Governance will continue to provide support alongside student services. The Committee will review the student governors' attendance and commitment through the year.</p>	Dir of Gov
10.	<p>Board self – assessment 2024-5</p> <p>The Chair reported on his 121 meetings with governors over the summer summarising the feedback, which included continuing the implementation of the strategic plan and alignment with Board business, maintaining focus on key items, holding the Exec to account, defining Chair and Vice Chair responsibilities, how to work better as a Board, resetting the link governor role, and delivering effective and impactful meetings and papers.</p> <p>ACTION: The Chair and Vice Chairs met this morning to review the self-assessment feedback and are developing a map of change which they will present to the Board in October. It will focus on the alignment between strategy and the key areas of curriculum, IT and stakeholder engagement and align with link governor roles. The Vice Chair roles will each have a focus on internal and external.</p> <p>ACTION: The Chair will work with the Director of Governance on the improvements to paper preparation.</p> <p>The Vice Chair thanked the Chair for the rich discussions and unifying experience of the 121 sessions with governors which was a good start so early in the Chair's leadership.</p> <p>Board self-assessment 2025-6</p>	<p>Chair/ Vice Chairs</p> <p>Chair/ Dir of Gov</p>

	<p>The Committee agreed that there is a lot of really rich data from the self-assessments undertaken that shows where we need to be working. It was agreed that an end of year Board survey was not required and would not add any further value.</p> <p>ACTION: It was agreed to follow the same processes for self-assessment in 2025-6 with the additional of post-meeting evaluation. This had been done for the recent Board strategy day and would be useful to evaluate the upcoming work on streamlining papers.</p> <p>The Committee was mindful that the Group is going into a potential inspection year and documenting and monitoring the work of the Board and its impact is key.</p> <p>Link governors</p> <p>The Committee agreed that mandatory link governor roles would remain. There is a request from the link governor for safeguarding and SEND to split these roles as they are both large and critical areas. The Deputy CEO has raised a proposal to introduce an inclusion link governor. The link governor for EDI has requested to step down from the role due to capacity and will remain in the role until a new governor can take it over.</p> <p>The Vice Chairs discussed how a recent inspection at work had focused on the golden thread of governance, ensuring reporting flows through all organisational layers. There is a current challenge with the current link governor setup, where they might not be part of the relevant oversight committee. The Committee suggested a full review of the link governor scheme, and suggested that the current process of governors reporting back on visits/link governor work on agendas might not be the most strategic approach.</p> <p>ACTION: The Chair and Vice Chairs will take forward a full review of the link governor scheme</p> <p>Governance SAR statement</p> <p>ACTION: The Committee reviewed the statement and the Chair agreed to update the section around governance priorities for 2025-6 following the Chair and Vice Chair meeting. [after note: this was completed by the triumvirate]</p> <p>External Governance Review 2026-7</p> <p>The Chair suggested the Vice Chair, as an expert in this area, start the discussions. The Vice Chair reported that she has been an independent assessor and on the AoC panel since 2015 and has an interest but not a conflict in external governance reviews.</p> <p>The Board has done so much work consolidating its position that it is now in a position to have a much more meaningful board review.</p> <p>The Vice Chair explained that there are three types of providers – law firms which tend to be compliance led. Stone King comes into this category and has recently published a report with the University of Sutherland which is a useful read; independent reviewers who are often drawn from the corporate sector; and the AoC who is the market leader and has a strong panel of reviewers (governance professionals who focus on process and facilitating, principals, senior governors, and chairs). The quality of the review can vary with chairs and senior governors offering a different perspective. The AoC has an internal moderation process and standardised process with individual assessor strengths influencing outcomes. There is a need to book a reviewer in good time due to demand.</p> <p>The Director of Governance noted that the previous reviewer had been selected by shortlisting and a collaborative approach and approval by the Board and there are a number of different providers in the sector to choose from. The Vice Chair suggested that with its current maturity and available data, the Committee should directly develop targeted terms of reference for the upcoming review, rather than broadly consulting all governors. ACTION: The Committee agreed that a focused proposal should come to the December Board with a view to engage early in the new year for a review in 2026-7. The Vice Chair suggested inviting another governor who is not a committee chair to work with the Committee on the external</p>	<p>Dir of Gov</p> <p>Chair/ Vice Chairs</p> <p>Chair</p> <p>Chair/ Vice Chairs</p>
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	<p>review terms of reference. This would guard against perceptions of two-tier governance and provide a diverse experience, Kay Mulcahy was proposed.</p> <p>ACTION: The Director of Governance to ask Kay Mulcahy to join the discussions and find a suitable time to meet with the Chairs</p>	/Dir of Gov
11.	<p>Regulation</p> <p>The Director of Governance updated the Committee on areas of governance regulation to provide assurance.</p> <ol style="list-style-type: none"> Code of Conduct – the publication of the annual Eversheds Code is pending and when published will be circulated to governors as a reminder and to reaffirm their commitment to the Code Compliance <ul style="list-style-type: none"> There is 100% completion of annual register of interests from governors and Exec. The completed register has been published on the governance area of the website and shared with the Head of Finance to review any conflicts with Group contracts 15 out of 19 governors have read the updated Keeping Children Safe in Education and the outstanding returns are being followed up [after note: all governors have now read KCSIE] The Board is compliant with the ICO and FE Commissioner recommendations around the publication of Board and Committee minutes. It currently holds two years plus the current year of minutes on the website with the opportunity for further minutes and Audit and Risk minutes from the Director of Governance. All Board and Committee minutes are uploaded after each Board meeting. The Committee confirmed that timely publication of minutes is their main focus. Risk The Director of Governance has completed 4risk training and the risk register is up to date and updated regularly with no changes to report. Corporate Governance internal audit – May 2025 The report was presented at the last Audit and Risk Committee. It has substantial assurance and no audit points or suggestions to take forward. 	
12.	<p>Framework</p> <p>1. Governance improvement plan 2025-6</p> <p>The Committee considered the list of suggested areas to include for this year's Governance Improvement Plan and the request to prioritise areas to focus on:</p> <p>Items agreed last year for consideration:</p> <ul style="list-style-type: none"> Areas of further development in the AoC Code of Good Governance principals – environment and sustainability, social responsibility, stakeholder engagement Equity, diversity and inclusion, noting the increased focus on inclusion in the Ofsted framework Governor links scheme Board relationships and behaviours and links with the Exec <p>Links to the new Strategic Plan and new Ofsted framework:</p> <ul style="list-style-type: none"> All governors to have a detailed insight into the Group's strengths and areas for development with board business and succession planning linked to the five-year plan All governors understand the curriculum and are committed to their role in improving standards, particularly for those who are disadvantaged (linked to inclusion) Ensuring the wellbeing and development of the Exec team and understanding and oversight for all staff <p>Outcomes from 2024-5 self-assessment:</p> <ul style="list-style-type: none"> Streamlining of meetings (agendas, papers, governor engagement) and a strategic focus 	

	<ul style="list-style-type: none"> • Strategic Plan focus and student focus for all board and committee business • Governor workload • Bringing the Board together and chair leadership <p>The Committee agreed that they would not have a Governance Plan in place for the Board in October and would like more time to review. The Director of Governance noted that having a Plan in place at the start of the year was useful to start improvements early, and bringing to the next Committee in January 2026 would miss this opportunity.</p> <p>ACTION: The Director of Governance and Chair to take forward the Plan next week. Guidance from the Committee was for the Plan to be short and strategic and align with all areas of governance.</p> <p>Board development and training</p> <p>The Director of Governance noted that last year there had been a very full programme of training and development due to the number of mandatory training requirements. This year there is one mandatory session on safeguarding, and a number of voluntary opportunities (twilight briefings, learning walks, college events) as well as regular invitations to external sector development opportunities. The Committee considered and agreed with the current plan in place. In addition, the DCEO will provide training for governors on the new Ofsted framework in November (date tbc). The Vice Chair proposed this is mandatory for governors due to the Group being in the inspection window and the revised grading of Leadership and Governance.</p> <p>The Vice Chair asked about the Insights programme for governors and it was agreed that this would be a useful development opportunity for the Board, there is the budget in place, and it would take a day and a half of governors' time. ACTION: The Chair to work with the ED HR, Marketing and OD to find a suitable date for Insights training for governors and a follow up session with the Exec.</p> <p>2. Board Strategy days – feedback from 23 September 2025</p> <p>This item was not discussed on the agenda. A survey was circulated post meeting for governor, Exec and SLT feedback.</p> <p>After note: Feedback on the event will be included in the Committee's self-assessment reviews for 2025-6 and fed into the triumvirate for the next Strategy day. There have been five responses to date:</p> <p>Four out of five found the day useful and feel it will help with their role as a manager/governor. Four felt listened to, one did not and was unclear of the purpose.</p> <p>Anything that would have benefited the day:</p> <ul style="list-style-type: none"> • Discussions on specific facilities as well as IT and infrastructure. • A connection to the strat plan and more focus. • Link back to the strategy in each of the areas to help embed it and measure our progress. • Meeting local skills needs, priority sectors in the Industrial strategy – more discussion on arguments for and against. <p>Takeaways:</p> <ul style="list-style-type: none"> • Knowing how far the Group has come. • Exciting opportunities despite the external environment. • Collaboration across campuses. • Collaboration is key. <p>Planning for the 25 March 2025 strategy day</p> <p>This item was not discussed.</p>	<p>Chair/ Dir of Gov</p> <p>Chair</p>
13.	Attendance and engagement 2024-5 and 2025-6	

	<p>The Committee noted the report. The Director of Governance reported that the Board is in line with sector attendance for Boards and Committees in 2024-5 (Governor attendance 83% compared to the sector average of 82%). There are no areas of concern or disengagement to report.</p> <p>The Board will continue this year with an expectation for governors to attend three or more events outside of the boardroom. Last year governors had shown excellent engagement across the year with all governors exceeding this target.</p> <p>The Chair noted he had received a useful report from the Vice Chair around the role of governors, how they fully contribute and understand their role.</p>	
14.	<p>Board budget</p> <p>The Director of Governance provided an update on the board budget, noting that while initial recruitment costs in 2024-5 were high, the budget balanced at year end. The Committee agreed a similar budget for the current year. Expenses are encouraged, but remain low, and there is a large amount of free sector and in house development which keeps costs down. The budget is overseen through the year by the Director of Governance with regular reporting from the finance team.</p>	
15.	<p>Governor visits/link governor feedback</p> <p>There were no visits to report on.</p> <p>Due to a change in management responsibilities careers is moving over from the VP Curriculum to the Head of Safeguarding and Student Support.</p>	
16.	<p>Any other items</p> <p>There were no items raised.</p>	
17.	<p>Date of next meetings:</p> <p>Wednesday 28 January 2026</p> <p>Monday 11 May 2026</p> <p>17:00 starts.</p> <p>ACTION: It was agreed to include a holding date for an additional meeting in case required for pay award recommendations between 3 and 9 December 2025. The Director of Governance to liaise with the ED HR, Marketing and OD on payroll dates.</p>	Dir of Gov

Meeting closed: 18:10