

# Minutes



Meeting	Extraordinary Search, Governance and Remuneration Committee
Date	Monday 24 November 2025
Time	17:00-18:30
Venue	Google meet

<b>Attendees:</b>	Donna Clifford; Shirley Collier; Paul Lomas; Hayley Tingle; Jason Austin (CEO and Principal for Search and Governance items)
<b>In attendance:</b>	Jane Hartog (ED HR, Marketing and OD) for relevant rem com items; Kay Mulcahy (for external governance review item and ED Finance item); Sarah Connerty (Director of Governance and minute taker)

		Action
	The Committee has a rotating chair. Paul Lomas chaired the Search and Governance items. Shirley Collier chaired the Remuneration items.	
<b>1.</b>	<b>Welcome, introductions and apologies</b> The Chair welcomed colleagues, and Kay Mulcahy for the external governance review item and as panel member for the ED Finance recruitment, and the ED HR, Marketing and OD for the remuneration items. Donna Clifford did not attend the meeting.	
<b>2.</b>	<b>Declaration of interests</b> The CEO and Principal, ED HR, Marketing and OD, and the Director of Governance declared in interest in the SPH pay items. Shirley Collier and the Director of Governance declared an interest in the external governance review item.	
<b>3.</b>	<b>External Governance Review</b> Shirley Collier led the discussion noting that Committee members had met to consider the type of review and reviewer they were looking for and the brief was circulated to the major providers, AoC, Rockborn, GGI, and Stone King in the sector. Advance HE had not been contacted because of the conflict of interest with the Director of Governance as an associate. The Committee considered whether the proposals received meet the brief, what value would come from reviewers, and the flexibility and level of scope from the reviewers. [confidential items] The views of governors from the NHS provides a useful outside perspective from a governance orientated organisation and had no conflicts or pre conceived views of the reviewers  It was agreed that none of the proposals fully met the scope and there was a strong focus from all reviewers on document review. The Chair suggested giving more time to consider before a recommendation is made to the Board and this was agreed. <b>ACTIONS:</b> <ul style="list-style-type: none"> <li>The Director of Governance to send through some examples of external governance reviews from the sector</li> </ul>	Dir of Gov

	<ul style="list-style-type: none"> <li>• The Director of Governance to look at any other providers</li> <li>• Drill down further with the four providers to see how happy they are to step away from the standard process and meet the scope, for example the outcome of the recent internal audit corporate governance review and previous EGR to be accepted for a lighter document review process</li> <li>• Ask the AoC for alternative recommended reviewers that do not have a conflict of interest</li> <li>• Ask GGI about any flexibility on cost</li> <li>• The Committee to consider the additional information at its next meeting on the 28 January 2025.</li> </ul>	Committee
4.	<p><b>Succession Planning</b></p> <p>The Director of Governance provided an update on governor recruitment. Governors for Schools sent through five volunteers. The panel (Paul Lomas, Hayley Tingle, Shirley Collier and Jason Austin) reviewed the proposals and were aligned in their recommendations to shortlist three with one reserve.</p> <p>Shortlisted candidates: <i>[confidential item]</i></p> <p>The Governors for Schools brief included a request for governors living/working in the North Notts and Bassetlaw region, and for additional expertise and skills around environment and sustainability, digital and IT, and EDI. None of these other categories were met and all candidates are from the South Yorkshire region.</p> <p>The Chair noted that the process, timing and delivery from Governors for Schools had not been strong. The Director of Governance will briefly meeting with all candidates for assurance that they are aware of the role and commitment prior to the interviews on the 14 January 2025.</p>	
5.	<p><b>SPH recruitment – ED Finance and Exec structure</b></p> <p>The Committee considered the paper from the CEO and ED HR, Marketing and OD on the proposals following the resignation of the ED Finance and Estates.</p> <p><b>Executive Structure</b></p> <p>The resignation provides an opportunity to move functions around in the Group. Estates and ICT will sit together under the ED Corporate Services and Strategic Planning (EDCSSP). MIS will move and fit well with the finance function.</p> <p>The Committee asked the CEO if this change would support his leadership and the effective running of the Group. The CEO confirmed that when it is in place estates and ICT will work well, and the funding element of the role sits well with finance and MIS. There will be more of a focus on the finances and funding and keeping the organisation safe.</p> <p>The link governor for Health and Safety agreed with the choice to move estates. In the NHS there are a lot of conflicts of interest with estates and finance sitting together and the change in structure will bring more rigour to the functions. <i>[confidential item]</i></p> <p>The Committee asked about timings for the changes in structure. Following approval by the Board handover will commence on Estates with full handover of the role from January 2026. In the short term the interim role recruited for finance will focus on the finances, with MIS handing over if the relevant skills are in place. It was agreed that it is important that MIS is communicated to and well supported in this interim period.</p> <p><b>RESOLVED:</b> The Committee recommended to approve the revised Exec structure to the Board <i>[confidential item]</i></p> <p>Due to the need to progress with the recruitment structure and salary recommendations the approvals would be circulated by written resolution following the meeting.</p> <p>The Committee passed on thanks to Kay Mulcahy for contributing to discussions as a member of the EGR working group and panel member for the ED Finance recruitment.</p> <p>[Kay Mulcahy departs: 18.04]</p> <p>[Jason Austin departs for the remuneration discussions]</p>	

6.	<b>Options for CEO remuneration</b> <i>[confidential item]</i>	
7.	<p><b>Senior Post Holders' terms and conditions</b></p> <p>The Joint Audit and Risk and Finance and Resources Committee considered the staff pay award at its meeting on the 20 November 2025 and recommended to approve a pay award of 4% for the academic year 2025-6 for all staff. Consideration of the pay award for SPHs sits with the SGR Committee. The Committee considered the SPH salaries both before and after a 4% increase.</p> <p>The Committee supported SPHs receiving the same pay award as all staff.</p> <p><b>RESOLVED:</b> The Committee recommended to approve a 4% pay award for SPHs in line with all staff</p>	
8.	<p><b>Any other items</b></p> <p>The Committee voiced concerns about the departure of the ED Finance and Estates and the number of legacy issues in progress on agendas and it was agreed that this is a reasonable risk and concern.</p> <p><b>ACTION:</b> It was agreed to move Audit and Committee to the week of the second of February with a focus on risk and FEPP and to convene a similar focused meeting for Finance and Resources Committee.</p>	Dir of Gov
9.	<p><b>Date of next meetings:</b></p> <p>Wednesday 28 January 2026</p> <p>Monday 11 May 2026</p> <p>17:00 starts.</p>	

**Meeting closed: 18:50**

**Changes to the Cycle of Business 2025-6:**

This is an extraordinary item to consider the annual pay award for SPHs.

Additional items –discussions from actions at the last meeting have been included for update and recommendation to the Board and work following the resignation of the ED Finance and Estates