Minutes

RNN GROUP

Meeting	Search, Governance and Remuneration Committee		
Date	Wednesday 28 January 2026	Time	17:00-19:00
Venue	Google meet		

Membership:	Donna Clifford; Shirley Collier; Paul Lomas; Hayley Tingle; Jason Austin (CEO and Principal for Search and Governance items)
Attendance:	Jane Hartog (ED HR, Marketing and OD) (for items 7 and 8); Kay Mulcahy (for item 9.3 EGR); Sarah Connerty (Director of Governance and minute taker)
Apologies:	

	Item	Action
	Summary of Committee business The Chair note the helpful summary of business included in the papers.	
1.	**Appointment of the meeting Chair** The Chair of Audit and Risk Committee chaired the meeting.	
2.	**Welcome, introductions and apologies for absence** The Chair welcomed colleagues to the meetings, and Kay Mulcahy who is joining for item 9.3 as a member of the external governance review working party. There were no apologies received.	
3.	**Declaration of interests** **The following declarations were received:** **Item 6** – CEO and Principal, ED HR, Marketing and OD and Director of Governance on senior post holder succession planning. **Item 8** – CEO and Principal– pay award **Item 10** – Chair and Vice Chair on governor renewals	
9.3.	**External Governance Review** The Vice Chair Shirley Collier as the working group lead introduced the item. A very good process has been run to find the right reviewer for the next EGR and the working group has been clear about what the Board needs from a review. The qualitative idea in the brief is for a review that will have impact, make a difference, and not just be about compliance. From a pool of five, three very different approaches and three different prices were shortlisted. The Chair of the Board noted that the AoC have requested a finder's fee if Stephen King is appointed and the Committee did not feel this was appropriate as the AoC had not volunteered Stephen as a reviewer, the VC was aware he was an independent reviewer, and Stephen had been asked to pitch for both roles. The Chair of the Board will take this forward outside of the meeting.	

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	The working group provided their final views based on the quality of the proposals, alignment to the scope, consideration of value for money, and the output from the discussions last week with reviewers. There was a unanimous agreement to recommend Stephen King Consulting Ltd as the lead reviewer, with GGi as the second choice. The review will take place in 2026-7 at a time to be agreed. **RESOLVED:** The EGR working group recommended to approve Stephen King Consulting Ltd as the reviewer for the next EGR in 2026-7 at a cost of £9000 +VAT and reasonable expenses. **ACTIONS:** The Director of Governance to contact all reviewers with the outcome and feedback. The Director of Governance to circulate a written resolution to the Board. The Director of Governance to progress the appointment of Stephen King Consultancy Ltd for the EGR including timings. The Chair will take forward the AoC's request. [Kay Mulcahy departs: 17:20]	Dir of Gov/ Chair
4.	**Minutes of the meeting held on 29 September 2025 and 24 November 2025** **RESOLVED:** The minutes of the meetings held on the 29 September, and 24 November 2025 were agreed as a true and accurate record.	
5.	**Matters arising** **Action 1 – at a glance dashboard –** the Chair of the Board reported that the CEO is in agreement with introducing a dashboard for the Board and will take forward with the Exec. The Vice Chair Shirley Collier will share a best practice example from the sector, and the Chair of the Board noted the socio-economic work shared at the AoC Chairs network. The CEO and Principal confirmed that the Group is already doing a lot of this work alongside the KPI data from the Strategic Plan. There are also discussions to bring in a disadvantaged learners on a page document to illustrate the complexities of our 58% cohort of disadvantaged learners. **Actions 5, 12, 14, 18, 20** are included on the agenda. **Action 9 -** comparators and internal grading for SPH roles has been completed for the ED Corporate Services and Strategic Planning as part of the change in structure. The ED HR, Marketing and OD role will be looked at in the autumn term alongside the annual remuneration items.	CEO/ Chair ED Marketing, HR and OD
6.	**Executive team succession planning** Following a request from the Committee the CEO provided an overview on senior post holder succession planning and development plans. This included the current Exec Team and Director of Governance, current notice periods, risk areas for succession, and contingency plans for short terms absences and for longer absences of roles. Governors discussed and asked the following questions: **Two people listed as providing cover are new, is that a weak spot in planning?** No, the Group would be able to rely on new post holders with support from other Exec members and for a longer period an external interim would come in. **The Chair noted the NHS schemes for talent management and asked if there are discussions and schemes on next steps for staff.** The Chair had talked with the Head of Finance around the recent ED Finance recruitment who had confirmed she	

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	had been involved in discussions about personal development and progression which is positive. No formal schemes are currently not in place, but this is done informally and well with honest conversations with staff. With the competencies being introduced it will give the formal framework to develop key people. The Chair of the Board noted that he would be concerned about too formal an approach to talent and succession planning. Keeping performance and development separate is important, and there is a formal performance review process for all staff. An area for development is strong succession planning and longer notice periods for SPHs. The ED Finance and Estates resigned on three months' notice and the Group has been fortunate to secure a good FD with a relatively short notice period. The Committee considered succession planning, particularly for roles at risk. Suggestions were to look at pipelining for senior positions with agencies ready to go; looking at talent management internally; and developing KPIs around key roles for internal progression and appointment. The Committee agreed that it is a combination of knowing your top people, having insider information, and making sure CPD and development is in place and is matched to competencies. Some people want experiences and a horizontal move so the communications and talking to our staff is critical. The CEO and Principal explained that having a named individual and the right plan in place to cover SPH roles should the need arise is a priority and this is now in place. There are the right skills in place through the ED SPCS to cover the Director of Governance role if required, but it was agreed that due to capacity and independence this would only be used for the short term and an external interim would be brought in. It was agreed that the capacity to cover a second role comes down to the individual, and there are some highly skilled people on the team. The important point is that no one should be asked to do anything that impacts on their wellbeing. The Committee considered the current issue with three SPHs on a three-month notice (the Deputy CEO, Executive Director of HR, OD and Marketing, and the Director of Governance). It was agreed that the Group needs six-month notice periods for all SPHs. This is a contractual issue and if there is no consensus from current SPHs to move to a longer notice period the pipeline needs to be in place to manage a three month notice period. **ACTION: The Chair, with support from the ED HR, Marketing and OD to take forward discussions with SPHs on notice periods** One governor noted that it is never too early to start succession planning for roles.	Chair
7.	**Executive Director of Finance and MIS search and recruitment** The ED HR, Marketing and OD provided a verbal update on the ED Finance and MIS role. An interim, Scott Cryer will start in role on the 9 February 2026 on a six-month fixed term contract with a one month notice period. Following a successful and robust search and interview process the selection panel is recommending Sue Saunders, currently employed at Northern College for the ED	

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	Finance and MIS role and this will be circulated by written resolution. *[confidential item]* A start date is to be confirmed and is likely to be April/May 2026. The Chair noted that the interview process was very inclusive and is testament to the culture of the college. The Exec and SLT had a real impact on the process and selection of the candidate. The Chair of the Board asked the VC if she was content with the information circulated to the Board on the strength of the candidate and this was confirmed as useful. The Committee agreed they are looking forward to meeting and working with the new appointments and thanked colleagues for all the hard work on this search and recruitment.	
8.	SPH pay *[confidential item]* [The ED HR, Marketing and OD departs:17.45]	
9.	**1.Progress against the Governance Improvement Plan** The Committee considered the GIP and progress. There are five areas of the Plan. Three are in progress and rated amber (review of Board and Committee meetings and information, enabling the Board to come together as a collective body and, focusing on the wellbeing and development of governors and staff.) Two are red: • Continuing to align with the Principles in the Board's adopted Code (the AoC Code of Good Governance) – key areas are stakeholder engagement, environment and sustainability, social responsibility and EDI • Reviewing and improving the governor link scheme – this relates to feedback from governors that there needs to be clarity and impact from any link governor scheme. It was agreed that the Board's oversight of stakeholder engagement is a concern for governors and has been raised at the Board and in the recent Ofsted training sessions. This is a delegated area to the Quality and Standards committee and had been deferred last term to focus on inclusion. It was agreed it should be a priority for the next Q&S Committee. The Chair of the Board noted that environment and sustainability is included as a standalone item at the Finance and Resources Committee and there is frustration at the rate of progress. This will now sit under the ED CSSP as part of the estates remit. Further work around EDI is due at the next Q&S Committee following the Investors in Diversity re accreditation last term. The VC agreed that more focus and mapping will take place this term against the map of change, including the review of the governor link scheme. The Director of Governance will continue work on the GIP. **2. Progress against the Map of Change** Key areas from the Map have been included in the GIP for action. The Committee considered the pace of progress which has been slowed due to extraordinary items on the agenda around governor and SPH recruitment and governor capacity. The Chair of the Board noted that a lot of work went into the Map, he had asked the Board for feedback and is disappointed at the lack of engagement. Feedback is coming through from a small group of governors but not the wider Board and there is concern around this. There was a long discussion about the best way to support governors to contribute. An action from last year's self-assessment was that	

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	governors would welcome a mid-year opportunity to catch up with the Chair and it was agreed this could support governor engagement. **ACTION:** The Chair of the Board agreed to circulate times for a six-month touch point to catch up with governors With governors being so busy and with many different commitments other suggestions included: being specific about who has or not responded to requests, and personalising the ask to ensure governors feel valued, rewarded and recognised. It was agreed that individual reminders does have an impact. It is important that governors are getting something out of the role personally. **3. External Governance Review 2026-7** (Taken at start of the agenda) **Review and planning:** **4. Cycle of Business 2025-6** This year has demonstrated the Board, and committees use the cycle flexibly, are working compliantly, and have shifted to spend more time discussing key strategic areas. The aim is for flexibility on agendas, aligned to the Strategic Plan and new Ofsted framework, with space for discussion, while meeting statutory and regulatory requirements. The cycle of business for 2026-7 will come through the Committees in the spring term and this will be a good opportunity for Chairs and Committee members to manage their agendas in consultation with the Exec. **5. Schedule of Board and Committee meetings 2025-6 and 2026-7** The schedule follows a similar cycle to this year and has been reviewed to date by Exec and the Chair. **ACTION:** Chairs are asked to review and propose any changes prior to circulation to governors, adding to diaries, and approval at the March 2026 Board meeting. **Policies** **6.Appointment Procedure for the Chair and Vice Chair** The Committee considered the policy which has no suggested changes except for terminology. The policy was updated by the selection panel for the chair to align with the updated Chair's role profile and it was agreed it is still relevant. **RESOLVED:** The Committee approved the Appointment Procedure for the Chair and Vice Chair	Chair/ Dir of Gov Chairs
10.	**Board and Committee membership and succession planning** The Committee considered the update and key points raised included: **Board Membership and terms of office** **Two governors finish their first term of office in 2026** – Debbie Marshall (17 October), Paul Lomas (12 December) with intentions and recommendations coming to the May and September Committees for inclusion in the June and October Board meetings. [after note: both Debbie and Paul want to continue in role]. **Vice Chairs – Donna Clifford's first two-year term as VC ends on 14 June 2026** and is eligible for a further two-year term. This can come to the Committee by email for inclusion in the March 2026 Board meeting. **Student governors**	

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	Alan Srilachai mentoring support from Simon Ashton as the Board's student voice expert. Alan also works as a student ambassador. Fedora Igwe has not yet attended a meeting or engaged, and the Director of Governance and Student Services continue to contact Fedora [after note: Fedora has decided to resign from the role due to limited capacity with work and college. Student Services will run a mid-year campaign for a new student governor to work with Alan]. **New appointments** – Natalia Govorukhina has been appointed by the Board as a co-opted governor on FRC. **Succession planning** – this will be a substantive item at the Committee in May. Currently Governors for Schools are running a second short campaign for a Chair of FRC and a call will go out to all governors to look at their networks for potential candidates. **2. Committee membership** This is a substantive item at the next meeting. The Committee at its last meeting had reviewed in detail risk areas from Committees. Some of these risks have been addressed and ongoing areas are: **Quality and Standards Committee** a large number of managers in attendance. Additional risks are that the Careers link governor and the governors on English and maths task and finish group do not sit on the Committee. **Finance and Resources Committee** – a very large remit around resources. It has been raised whether to separate out people matters to allow sufficient focus on both areas. The Chair of FRC felt the Committee benefits from a broader scope than just finance. There is frustration around the lack of movement on environment and sustainability and business continuity. The ED SPCS has taken on estates as well as digital and IT, so progress is expected in these areas. **ACTION:** It was agreed to have a discussion on the remit of FRC at the next Chairs catch up **Audit and Risk Committee** – this has a small membership of four. Areas of concern will be look at as part of the Committee skills profile (point 3) **3. Committee skills profile** The VC Shirley Collier reported that she had been working with the Director of Governance on an ideal Committee skills audit based on the Gateshead college model. The aim is to be easily able to see the strength of skills on a committee and any gaps. The Committee agreed it is useful, gives clarity, and focuses in on where a committee potentially lacks skills. The Committee asked who is going to assess the skills? The VC felt that the current skills audit from 2024-5 was up to date enough to work from with moderation from committee chairs. The Chair of the Board noted that it will be a great tool for end of year governor 121s and for identifying continued development. It will help when a governor wants to swap committees, for recruiting governors to different projects, and for succession planning. The Committee agreed with the KPIs proposed in the example profile. **ACTION:** The VC and Director of Governance to populate the committee profiles and share with committee chairs for moderation.	Chairs/ Dir of Gov Chair/ VC

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	National Fluid Power Centre (NFPC) Directors Following the resignation of the ED Finance and Estates from the Group the NFPC Directors agreed at their extraordinary meeting on the 22 January 2026 that they would like to retain Phil Curtis as a Company Director in an independent role. The expectation is that the new permanent ED Finance and MIS would take up a Company Director role on appointment and at this point the directorship will be reviewed. The Centre has recently lost David Grimes as an independent director, and feels Phil has the necessary skills and expertise as an existing director, is financially qualified, and an engineer. The Committee asked the CEO and Principal for any sensitivity with both FDs being directors. The CEO and Principal noted that Phil would add value as an independent director and there is no conflict with his new role. The Committee agreed that Phil is a safe pair of hands for now on the Board and the position will be reviewed when the new ED Finance and MIS starts in role. **RESOLVED:** the Committee recommended to approve Phil Curtis as an independent director of the NFPC effective from 9 February 2026. This position will be reviewed at upcoming SGR Committee meetings in May and September. Due to the timing of the next NFPC meeting this will be circulated as a written resolution. **4. Governor roles** The Committee reviewed the document, and it continues that that there is not an equal balance of governor roles. A trend in feedback from exit surveys is the amount of additional work governors take on after appointment and the time required from the role. It was agreed it is important to consider this when asking governors to take on extra roles/activities. It was agreed that governor capacity can be raised as part of the governor catch ups with the Chair of the Board next month. **Link governors** **ACTION:** As part of the Map of Change the Chair and Vice Chair are taking forward a review of the governor link scheme. This work has been delayed due to additional work in other areas. As part of this work there are the following considerations: 1. Sohil Zokari requested as part of the annual review with the Chair to step down from the EDI link governor due to work capacity. Sohil agreed to stay in role in the interim period 2. Simon Ashton requested as part of the annual review with the Chair that his current link governor role for Safeguarding and SEND is reviewed as the remit is too large. Following discussions at Quality and Standards Committee on introducing an Inclusion link governor Simon suggests a link governor role for Inclusion which encompasses the SEND element and the wider inclusion role and a separate Safeguarding link governor. 3. Kay Mulcahy is currently link governor for both Health and Safety and Environment and Sustainability. Kay actively fulfils her H&S role attending meetings, meeting with key staff and reporting back to the Finance and Resources Committee and Board to provide assurance and guidance. Kay agreed to take the E&S as an interim role while the wider remit around E&S and the Group was being considered.	Dir of Gov Chair Chair/ VC

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	It was agreed that the Board is asking a lot of its current link governors and the scheme needs to be effective and have impact. The VC reminded the Committee that we are in an inspection year, and it is important to have link governors, and governors who are going into the colleges, are understanding and immersed, and know the work happening on the ground.	
11.	**Self-Assessment 2025-6** The Director of Governance reported on the self-assessments taking place this year and planned activity until year end. It was agreed there is a wide variety of self-assessment taking place. Updates to this meeting include: • **Chair's appraisal** – 11 results have been received to date and there is positive feedback across all areas of the survey. The final results will come to the next Committee • **End of meeting surveys** – this work started in October and there have been low responses to date. Feedback received has been useful and shows an improving trend in Board meetings around papers and chairing of the Board. It was agreed to continue this pilot until year end and encourage governors to share their views to support governance improvements in meetings • **Exit survey** – the ED Finance and Estates has agreed to complete a survey focused on the relationship between the Board and Exec and experience of Board and Committee meetings – the results are pending Self-assessment case studies will come to the next meeting. The Committee agreed that a lot of self-assessment activity is taking place. Feedback is useful and more responses are required to get a better quality of data. **ACTION:** The Director of Governance agreed to present the data pictorially for the next meeting for ease of reading.	Dir of Gov
12.	**Strategy Day planning – 25 March 2026** The CEO and Principal and Chair have started planning for the day. There will be a focus on skills and stakeholders, and this will be an outward facing event for governors and Exec. The day aligns with AoC's College's week theme of skills for all, the AoC Code of Good Governance, the Group's Strategic Plan, and government priorities. Self-assessment feedback is that governors want to know more about stakeholders and the work the Group does and this is an action in the Governance Improvement Plan. There is greater assurance around the Group meeting skills needs and this was a focus area for the September Board strategy day. The Committee agreed this would be a real attraction for governors to engage in a subject that matters to the Group, its staff and students. The morning is a team building Insights workshop with Exec, and the Chair of the Board proposed a short Board meeting takes place immediately after this to leave the afternoon free for the strategy day. The Chair of the Board noted the AoC's big push on collaboration across a number of areas – Chairs, Boards, Stakeholders and Community, and colleges as anchor institutions. The Committee asked for examples of colleges who are doing	

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	collaboration well which include the northwest and Manchester colleges, New College Durham, Wigan and Leigh, and Gateshead colleges. **ACTION:** The Chair of the Board will look for further examples. **ACTION:** The CEO and Principal noted that the Bassetlaw region has a lot of strategic priorities and suggested moving the Strategy day to the region. The Committee agreed that immersing governors in an industrial/employer area for the strategy day would add enormous value.	Chair of the Board/ CEO
13.	**Governor attendance and engagement** 1. **Board and Committee attendance** Average attendance is very positive at 80% (compared to 85% this time last year). Areas of concern were discussed as follows: Student governor Fedora Igwe – 0% attendance or engagement. There has been a lot of support and communications to Fedora who has not joined Board, Committee or catch-up meetings. [After note: Fedora resigned from the student governor role due to capacity with work and study. A mid-year campaign for a new student governor will be run by Student Services.] Student governor Alan Srilachai – nonattendance at Quality and Standards Committee – 34%. Alan has confirmed he will be able to attend the remainder of the committees for the year. Debbie Marshall – period of nonattendance or engagement – 59%. This has now improved and the Chair will meet with Debbie as part of the midyear reviews. 2. **Governor engagement** There has been positive engagement outside of the boardroom. The focus for remainder of the year is on development opportunities already in place (board briefings on trauma informed practice, employer academies, Insights) and learning walks after the Ofsted sessions with the DCEO are completed.	
14.	**Governance budget** The Committee considered the budget report from last month and the Director of Governance confirmed that the external governance review costs have been flagged with finance and will be included as an extraordinary item in next year's budget. **ACTION:** The Committee were not clear on the bottom-line figures in red and the Director of Governance will follow up at the next budget meeting.	Dir of Gov
15.	**Governor visits/link governor feedback** The Chair of the Board noted the last event attended was the Armistice parade at North Notts College on the 11 November. AoC College week with a focus on skills for all is coming up and the Chair has shared materials with Marketing and offered to come in for any events. The CEO and Principal updated that it is also Apprenticeships Week and the link governor for apprenticeships will join the Apprenticeships Awards dinner. Later in the month staff are celebrating the 10-year anniversary of the RNN Group with three governors joining the celebrations. The VC updated that the CEIAG has moved over to the Director of Safeguarding and Student Support and a meeting is scheduled for next month. The VC is meeting up with the DCEO to discuss what the link governor for careers should focus on.	-
16.	**Any other items** The Chair of the Board noted that informal discussions are underway with the Vice Chair and governors around the search for a Finance and Resources Committee	

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	chair. This review of current governor networks is alongside the Governors for Schools recruitment.	
17.	**Date of next meetings:** **Monday 11 May 2026** 17:00-19:00 The Chair thanked the CEO and Principal and he departs: 18:55	
18.	**Confidential Minutes of the meeting held on 29 September 2025 and 24 November 2025 (CEO item)** **RESOLVED:** The confidential minutes of the meetings held on 29 September, and 24 November 2025 were agreed as a true and accurate record.	

Meeting closed: 18.57