Minutes

Search, Governance and Remuneration Committee

Date	Monday 11 May 2026
Time	17:00-19:00
Venue	Google meet

Membership:	Shirley Collier; Paul Lomas; Hayley Tingle; Louise Woodcock; Jason Austin (CEO and Principal for Search and Governance items)
Attendance:	Jane Hartog (ED HR, Marketing and OD) as required; Sarah Connerty (Director of Governance and minute taker)

	Item	Action
	Summary of Committee business A summary is included to navigate the papers and decisions.	
1.	**Appointment of the meeting Chair** – Paul Lomas chaired the search and governance items, and Hayley Tingle chaired the remuneration updates.	
2.	**Welcome, introductions and apologies for absence** The Chair welcomed colleagues to the meeting. Apologies received from Shirley Collier who has sent comments through which will be shared through the agenda. Louise Woodcock was appointed as Chair of Quality and Standards Committee this month and was unable to attend at short notice. The Remuneration Committee update section is taken at the start of the meeting with the ED HR, Marketing and OD updating. This section is for information and noting as it is not quorate.	
Item 12	**Update SPH pay** [see confidential minutes] [17.05 ED HR, Marketing and OD departs and CEO joins.]	
3.	**Declaration of interests** There were no declarations received. The CEO and Principal was not present for the discussion item on his salary. Item 13 on AoC Senior Pay Survey on senior post holders is for information only with the substantive item coming to the September meeting.	
4.	**Minutes of the meeting held on 28 January 2026** **RESOLVED:** The minutes of the meeting held on the 28 January 2026 were agreed as a true and accurate record.	
5.	**Matters arising** All actions are completed or included on the agenda.	

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	There is an action for the Chair to share any examples of colleges that are doing collaboration well. The Chair noted that there are a group around the NW and in the NE who are doing a lot of work around stakeholders and engagement. The colleges continue to engage its employers, communities and other stakeholders, and a substantive item and the Stakeholder Engagement Strategy will come to next month's Quality and Standards Committee and the Board. The triumvirate work across different groups. **Questions and discussion from governors:** **Are the groups the triumvirate work with regional or national?** Membership is on both Yorkshire and Humber and national Association of Colleges (AoC) network meetings. In addition, the Chair has been on the Education and Training Foundation's (ETF) Chair's Development Course, the CEO and Principal on the National Leaders course with the Cabinet Office for systems leadership, and the Director of Governance on the ETF Governance Professional Leadership Course. The Chair will be joining the ETF national chairs round table. The Chair and CEO and Principal both attend the joint AoC meetings.	
6.	**1.Progress against the Governance Improvement Plan and Map of Change** Four out of five areas of the governance improvement plan are green. The amber items from the AoC Code are in progress and the proposal is to continue into 2026-7. There is substantive work underway around the Stakeholder Engagement Strategy which comes to the Quality and Standards Committee and the Board in June. The ED SPCS and Director of Estates, Facilities and Health and Safety are now the lead for environment and sustainability within estates and the VP Curriculum for the curriculum and both report into the Committees. There has been good progress on the Map of Change. The Committee considered and agreed the areas for further work in the paper. **Questions and discussion from governors:** **Does the map of change require any updates?** It was agreed that the map of change should run for a year and any changes will be informed by this year's self-assessment processes which are coming to the Committee in September. **The governance improvement plan for next year and areas to continue.** It was agreed that with the external governance review starting in September 2026 it would be a good opportunity to continue until January 2027 with some areas in the plan which are still in progress. **2. Insights workshop and team building** **Questions and discussion from governors:** Insights was very interesting and a really good opportunity to bring both governors and the Exec team together. **What is the next step to utilise the work already done?** In the NHS it had been a good exercise but managers struggled on what to do with it and how to use it as a tool to improve effectiveness of teams. **The Committee asked the CEO what Exec do and how they revisit the Insights work?** Insights is used for specific teams to support development and any issues. At the moment work is underway looking at how to use it more in interviews.	

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	It was agreed that the benefit will be as an underlying foundation to be used alongside other self-assessment processes and outcomes and succession planning.	
7.	**Self-Assessment 2025-6** The Committee considered a summary of self-assessment completed since the last meeting and upcoming self-assessments. Key points included: • End of meeting survey responses remain low (around 3 per meeting) but provide useful feedback including from the Quality and Standards Committee on the new executive summaries which has been taken forward. There was positive feedback from the Board strategy around external facing governance, meeting with stakeholders and visiting employers/community which aligns the Board's activities with the Strategic Plan • The summary of the Chair's performance review is positive noting the Chair had settled in well and was leading the Board • The Chair noted that a small number of governors took up the opportunity for a six-month touch point. General feedback is that there has been good progress as a Group, and improvements to the membership of the Finance and Resources Committee. Areas for further work included less repetition and more streamlined Quality and Standards papers, the introduction of a governor dashboard, and benchmarking which the Chair will pick up with the new ED Finance and MIS. The link governor for estates has met with the estates leads to support reporting to the FRC. **ACTION:** the Chair will share dates for annual performance 121s with governors during the summer. **Questions and discussion from governors:** The Committee considered the self-assessments that have taken place already this year, the final items, and whether to circulate an end of year survey to governors. It was agreed that the Committee had led on a thorough programme of self-assessment activities during 2025-6 and useful feedback had been received which was taken forward to improve effectiveness. Feedback offline is that it may be useful to share an end of year survey to focus people's discussion with the Chair as part of the 121 processes. One governor noted that surveys are time consuming for governors to complete and an end of year survey would need to demonstrate added value and cover an area that the Committee required further feedback from. It was agreed that with the introduction of the additional six-month Chairs touch point alongside the other self-assessment activities the Committee would not issue an end of year survey. It was agreed that the Board has fulfilled its funding requirement around self-assessment and used its processes as a valuable	Chair/Dir of Gov

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	way to hear governor and management views, review governance frameworks and test out new ideas. **ACTION:** It was agreed to use the Chair's 121 with governors to pick up any additional areas of self-assessment. **ACTION:** The Committee agreed to continue with the current self-assessment processes in 2026-7 alongside the EGR. **Skills audit** The Committee considered the outcomes of the Committee skills profiles and whether it provided an accurate reflection of governor's skills. The Director of Governance explained that the profiles had been populated from the current skills audit and knowledge on governor's backgrounds. It was agreed that governors would not be asked to additionally self-assess against the profile criteria now as the outcomes provided a good oversight of Committee membership. **ACTION:** New governors to complete the existing skills audit. During 2027 a new skills audit will be issued for all governors to complete which will include the categories from the Committee skills profiles. **ACTION:** The Committee agreed that a diversity audit would be circulated in the summer term to capture an up-to-date Board profile and support the submission of the DfE's Workforce Data survey for governors.	Chair/Dir of Gov Dir of Gov Dir of Gov Dir of Gov
8.	**Topics for discussion:** In response to feedback from governors to provide more time for strategic discussion an additional section has been included on the agenda as a pilot to consider key topics with no accompanying papers. **1.Resignations and governor workload** Since April 2025 there have been five independent governor resignations and one student governor resignation. All have cited capacity as the reason. The previous year the Chair of ARC stepped down, taking a co-opted role also citing capacity as the reason. The Chair asked the Chair of ARC how easy is it to come on and be a governor, how do we make it easier, and what more can we do to aid retention. At times it is difficult being a working governor with competing priorities. Governors have busy period in their own lives, for example finance governors with year-end. There is a lot of value from being a governor and reconciling that commitment and putting the time in knowing there is added value is important. It is clear to see how people find it overwhelming and it is about not making it overwhelming and showing the benefits and the value add of the role. The Chair agreed and in the last three governor interviews the panel have been very open and honest about the time expected for the role. The CEO noted that there is a lot more scrutiny and accountability for governors over the last two years. A lot more comes out from the FEC and DfE on the expectations of governors, and there are the requirements around Managing Public Money and governor oversight. For governors working full time it does take	

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	a lot of their time. It was agreed that it is a commitment but governors have oversight of a £50m business and a level of commitment is required to fulfil the role. It was agreed that the Director of Governance does a lot to support governors and make it easier to carry out their roles. A lot of work has been done over the last year around the information coming out to the Board, the revised exec summary, the governor link scheme, and self-assessment to ensure the views of the Board are heard and feedback is followed up. The Chair of ARC suggested an open conversation with governors on time and capacity to get the views of the current governors about what would support them in their roles, how they feel about the time commitment and workload, and are they getting value and personal benefit from their roles. It was agreed that feedback in the exit surveys about capacity is too late to make any changes to support. **ACTION:** The Chair in the summer 121s will ask governors for their honest feedback and ask what can we do to make it easier to be a governor. A further useful question to include in self-assessment is *would you recommend a governor role at RNN Group.* The Chair asked do we need a notice period for governors? The Committee agreed that with some of the more recent and sudden resignations from key roles a notice period would be beneficial and that expectation should be clear to governors as part of the recruitment and interview process. Immediate resignations are a risk area, leave the Board in a vulnerable position, and the Board has had to work hard to fill posts within short timescales. **ACTION:** Take a recommendation to the Board for six-month notice periods for governor roles. Following approval to add into relevant governance policies. **2.At a glance dashboard** The CEO and Chair noted the DfE new governor dashboard which covers finance at a glance. **ACTION:** A training session to be run by the ED Finance and MIS on the dashboard and its benefit to governors The CEO is working on an RNN Group on a page with links to the geography of the colleges and key areas of interest for the Board, including colleges curriculum and numbers of learners. This will come to the next Board. The Committee agreed that a clear dashboard(s) would support making it easier to be a governor by providing clear, simple and succinct ways for the Board to oversee and monitor. **3. Planning:** **Board strategy days, feedback and planning -** The first Board strategy day is 21 October 2026 and the Chair and CEO are already taking forward plans for the day which will be hosted by Step Fusion. The second strategy day is 17 March 2027 with topic and venue to be confirmed. One area of work for the Board and Exec is the requirement to review meeting local needs. **Board twilight sessions for 2026-7** – it was agreed that twilight sessions work really well for governors to join for a short half hour session to hear about a key area of the Group's work. Recent sessions have included Employer Academies	Chair/Dir of Gov Chair/Dir of Gov CEO/Dir of Gov

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	and board development on funding and risk. Holding slots are included in next years' schedule. **ACTION:** The Committee asked the triumvirate to look at topics **External Governance Review – September 2026-January 2027 –** Stephen King will observe the Committees and Board in the autumn term. **ACTION:** It was agreed there is a scope for the EGR already in place and the Director of Governance will organise governor/exec meetings and send through documents as required. **4.Senior Post holders:** **Reporting on SPH mid-year performance** - as part of its remit the Committee receives mid-year performance reviews of SPHs. The Committee and review dates do not align this year and an additional meeting was agreed to receive feedback from the Chair and CEO. **ACTION:** Director of Governance to arrange an extraordinary meeting following the SPH mid-year reviews in June. The triumvirate to ensure scheduling works better next to present the mid-year reviews to the May Committee. [after note: scheduled for Wednesday 24 June] **Exec Director FD and MIS onboarding –** the CEO reported that Sue Saunders started in role on the 5 May and has met with some governors at the risk appetite working group. There is assurance there has been a thorough handover from the interim FD with an additional four days available for Sue to utilise. The ED SPCS is mentoring and probationary objectives have been set, with a review at four months.	Triumvirate Dir of Gov Dir of Gov Triumvirate
9.	**Board and Committee membership and succession planning** **Membership updates since the last meeting.** One appointment (Simon Renny), three resignations (Fedora Igwe, Donna Clifford, Carol Stanfield), one internal progression (Louise Woodcock to chair QSC), one recruitment in progress to the Board and Quality and Standards Committee. [after note: John Revill is approved] **Risk areas on Committees** – membership of FRC and SGRC are now strong for 2026-7 due to the recent round of recruitment. The main risk area is QSC following two recent resignations. ARC membership remains small. **RESOLVED:** The Committee reviewed skills and commitment (Board and Committee attendance and engagement outside the Boardroom) and recommended to approve: • A second term of office as an independent governor for Debbie Marshall effective from the 18 October 2026 for a four-year term of office • A second term of office as an independent governor for Paul Lomas effective from 13 December 2026 for a four-year term of office (Paul withdrew for this item meaning the Committee was not quorate and this will be a full Board decision) • A one-year renewal as a co-opted governor on Audit and Risk Committee for Sharron Blackburn effective from 10 October 2026 **NFPC Directors and RNN Group Company** The Committee **considered and recommended to approve** Sue Saunders as an:	

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	• RNN Group Ltd Director. This is a dormant company with the next accounts due for filing on the 31 May 2026 to Companies House. With the departure of Phil Curtis the CEO and Principal is the only remaining Director • RNN Group director of the NFPC. The next NFPC meeting is on the 3 June 2026. • RNN Group Director of the Drone Tech Education Limited – this is a dormant company [after note this was approved by the Board as a written resolution] The Committee agreed to monitor the membership of Phil Curtis as an independent director of NFPC to ensure a balance of RNN Group and independent directors. It was agreed to retain Phil on the Board and review in 2026-7. **Questions and discussion from governors:** The Committee skills profiles reaffirm the skills gaps the Committee is already aware of, show that there are the right skills and experience across all Committees and flag up some areas for further work. It was agreed that some risk areas could be addressed with committee rotation and this would be a beneficial way to ensure governors' skills are well utilised and that committees do not become stagnant with the same membership over long periods. Suggested rotation included: • Margaret Cobb to sit on Quality and Standards as the link governor for apprenticeships and Adult Skills and a member of the English and maths task and finish group. • Steve Bulley to move across to Finance and Resources Committee to address the skills shortage for IT and digital. • A governor from Finance and Resources Committee to move over to Audit and Risk Committee. The Chair of ARC suggested Debbie Marshall as a financial expert with a good eye for detail, and a good historical knowledge of the Group. **ACTION:** The Director of Governance to take forward discussions with governors ahead of the next round of Committee meetings. **Defence TEC –** offline one governor had asked whether additional skills were required on the Board following the Group's success with the DTEC. The CEO noted that the Group's focus will be around digital cyber and manufacturing. The first meeting for the DTECs is taking place on the 22 May. There are no specific governor skills identified as required at this stage. **Vice chair –** following the resignation of the second Vice Chair there was a discussion about whether to replace the role. It was agreed not to look for a replacement at this stage due to capacity on the Board and no immediate skills gap for the role. **Committee Vice Chairs** – an action from last year was to bring in Vice Chairs to committees to support chairs and succession planning. There was no appetite with current governors. Louise Woodcock has taken over as Chair of Quality and	Dir of Gov

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	Standards Committee and would welcome a Vice Chair and this is being followed up.	
10.	**Committee Governance** **RESOLVED:** The Committee recommended to approve the: 1. Search, Governance and Remuneration Committee terms of reference (minor updates) 2.Special Committee terms of reference (no changes) 3.Cycle of Business 2026-7 5.Membership including a rotating Chair **6.Review of effectiveness** The review of the effectiveness of the Committee and cycle of business for the year is positive. Areas of impact included recruiting new governors and managing succession planning, strengthening board membership, and planning for and agreeing a scope for the EGR to ensure value add.	
11.	**Statutory and Regulatory** **RESOLVED:** The Committee recommended to approve the: 1.Instrument and Articles of Government 2.Standing Orders See report for a list of minor revisions. **RESOLVED:** The Committee approved the: 3. Scheme of Delegation 4. Governor Link Scheme Policy The Committee agreed to the circulation of this year's Code of Conduct for annual signing and reaffirmation. The Committee were assured that the statutory and regulatory documents are compliant and meet the needs of the RNN Group Board. There was a discussion about governance and management boundaries which is a focus area on induction. It was agreed it would be useful to circulate a reminder to governors when sending out the Code of Conduct. Governors are doing some excellent work with managers as part of the governor link scheme and in joining events outside of the boardroom but it is important to maintain a strategic position. By copying the Director of Governance into comms with managers, governors both safeguard the Board and Group, and share valuable evidence on governor engagement and triangulating the information they receive in the boardroom.	
12.	**Update on HMT application** Covered at the start of the agenda.	
13.	**For information – AoC Senior Pay award** The Committee noted that published report which will come to the September Committee. The Chair asked for any developments on the AoC pay award discussions with the Unions and the CEO noted this work is in progress with Unions asking for a 10%	

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	pay award or £3000. The CEO is following up with local colleges on their affordability and pay awards.	
14.	**Governor attendance and engagement** Average attendance across Board and Committees is currently 81%. Individual governor attendance is 77% or 81% taking out the student governors' 0% attendance. Attendance is included in the Chairs end of year 121s with governors alongside a discussion on capacity and engagement. All governors have met their target of attending three events outside the boardroom. There was a discussion about the FEC's recent note that governor attendance below 80% is unacceptable and it was agreed it is about finding the middle ground and the different ways governors bring value to the Board and the Group.	
15.	**Risk** The interim FD has reviewed the Group's risks and taken them offline from 4risk to cleanse and has met with managers. A word document is now in place which will come to the ARC on the 21 May. Governance risks have been updated with no changes to content. The Chair of ARC agreed that over a period of time the risk register had become unwieldly. The revised risk register will make it much simpler for ARC around assurance. **ACTION:** It is key that all governors understand risk and are a part of the risk appetite decisions. Further discussion to take place after the ARC meeting on the 21 May 2026 on how to involve all governors.	Chair of ARC/Chair
16.	**Governance budget** The budget for 2026-7 has been submitted with an additional request for consultancy in case external agency recruitment is required. **ACTION:** This year's budget is currently being reviewed by the finance team to ensure all allocations have been included and will be circulated to the Committee by email. There is assurance that costs remain under budget.	Dir of Gov
17.	**Independence of the Director of Governance** **RESOLVED:** The Committee approved the Policy for the Independence of the Governance Professional, were assured of the Director of Governance's independence, noting there were no changes since last year's policy.	
18.	**Sector update:** **Views of the FE Commissioner** In lieu of the FEC's April newsletter an update on key themes and areas of focus from the FEC team was noted. The Board is compliant and doing well in all areas with the exception of having a formal Board Assurance Framework. Offline comments suggested there is further work required on monitoring of SPH performance in year and data dashboards, which were discussed earlier in the agenda. The Board does board assurance, documented in the revised risk management framework. **ACTION:** It was agreed it will be useful to bring it all together under one document, and this is recommended as an item for the Governance Improvement Plan for 2026-7. The FEC has focused on governor attendance and there is a statement that attendance under 80% for governors is not acceptable. The Board has an	Dir of Gov

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	expectation of 100% attendance with a target of 80% and attendance is a standing item on the Committee's agenda. 2.Senior Post Holder Remuneration Code published Friday 8 May 2026 **ACTION:** As this was published immediately prior to the meeting it was agreed to bring to the September Committee for full discussion. The code is short and the Board contributed to the consultation. The template for the Annual Remuneration report was not circulated as part of the consultation and includes a lot more reporting around performance reviews/KPIs of SPHs. There is no guidance to date on when the Code goes live and the previous Code is withdrawn, or if the template is advisory. The Committee will use the outgoing Code for this year's annual remuneration report.	Dir of Gov
19.	**Governor visits/link governor feedback** There were no items raised.	
20.	**Any other items** There were no items raised.	
21.	**Date of next meetings for 2026-7:** • Monday 21 September 2026 (focus on self-assessment results from 2025-6, Remuneration items. This meeting will be observed by the EG Reviewer) • Wednesday 2 December 2026 (Remuneration focus following the recommendation for the all staff pay award) • Wednesday 27 January 2027 • Monday 10 May 2027 All 17:00-19:00 online	

Meeting closed: 18:45