Minutes

Meeting	**Extraordinary Search, Governance and Remuneration Committee**
Date	Tuesday 23 June 2026
Time	15:00-16:00
Venue	Google meet
Membership:	Shirley Collier; Paul Lomas; Hayley Tingle; Louise Woodcock; Jason Austin (CEO and Principal for Search and Governance items)
Attendance:	Sarah Connerty (Director of Governance and minute taker)

	Item	Action
1.	**Appointment of the meeting Chair –** Shirley Collier	
2.	**Welcome, introductions and apologies for absence** The Chair welcomed colleagues to the meeting. There were no apologies received.	
3.	**Declaration of interests** The CEO and Director of Governance for item 4 on SPHs midyear reviews. Both will depart for discussion of their performance. The Chair of the Board will minute the Director of Governance section.	
4.	**Senior Post holders:** **[See confidential minutes]**	
5.	**Self-Assessment 2025-6** Exit survey – Carol Stanfield The Chair of the Board reported that he is increasing concerned about governor resignations. It is well known that demands on governors are increasing, governors are being asked to do more, and it is taking more time and governor responses have reduced over the year on surveys and attending voluntary development sessions. The Chair of the Board noted that he does not want to lose more governors, what more can we do to support, is there anything specific in the exit survey that needs follow up, and do we need to introduce notice periods for governors? **Summary of questions and discussion from governors:** Recently two very capable governors have become overwhelmed and stepped down at short notice. Helping governors to signal earlier that they are struggling with the role is important. Governors are not being asked for anything that would not be expected in this role but the demands have increased. Introducing a notice period explaining that it takes a long time to find governors and a long to replace so notice for the Board is important. The exit survey shared that Carol doesn't know whether her role made a difference to the Group. There are examples of the work governors do adding value, but it is a	

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	common thought that governors have and is included in the scope for the upcoming external governance review to support this. Carol was very committed and did add value and was effective in the role. The Director of Governance is massively supportive, and it was agreed there is a very good support mechanism in place for governors. The Chair of the Board explained that the FE Commissioner has a strong message on the accountability of governors and their roles. **ACTION:** The Chair of the Board will raise at the Board, and the Director of Governance will draft a timetable for governors to share in advance when actions are required of them.	
6.	**Notice periods for a governor update** *(action 7)* The Committee agreed notice periods were important to allow time in the event of a governor stepping down mid-term. The Director of Governance shared advice for Eversheds Governance Service on introducing notice periods for governors which is reasonable and should be framed appropriately for a voluntary role. **ACTION:** the Chair will raise in his update to the Board next week.	Chair

Other items

6.	**Any other items** **1.ED HR, Marketing and OD (ED)–** terms and conditions **[See confidential minutes]** **Now that the Group is a DTEC are there any related skills required on the Board.** There is an opportunity to put some of revenue funding from the DTEC towards governance. There are a lot of local defence people in the area who could be approached for a Board or co-opted role. It is important to consider what it is we would want from them. **ACTION:** The CEO to take forward discussions of support for governance and the DTEC with the Director of Governance. John Healy's resignation was discussed and whether this is disadvantages the Group around the DTEC. The CEO noted that John Healy is still the local MP and there is plenty of support in the region. [Jason departs: 16.41] 2. **SPH pay** **[See confidential minutes]**	
7.	**Date of next meetings for 2026-7:** Monday 21 September 2026 Wednesday 2 December 2026 Wednesday 27 January 2027 Monday 10 May 2027 All 17:00-19:00 online	

Meeting closed: 16.52