








Minutes

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Search, Governance and Remuneration Committee

Minutes

Meeting Time and Date	1400 on 20 October 2022
Meeting Location	Zoom Online
Members	Roger McClure (Chair)  Heather Barrett-Mold OBE Stephen Way  Christine Bianchin (Principal) 
Observer	James Bryan (HR) 
Minute Taker	Joanne Coffey (Clerk) 
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	Action
1. Apologies 1.1. No apologies were received.	
2. Declaration of Interests 2.1. Roger McClure, Heather Barrett-Mold and Stephen Way for Item 6, Governing Body Membership. 2.2. Joanne Coffey for Items 9 and 10, Appraisals and Remuneration of the Senior Post Holders. 2.3. Christine Bianchin for Item 10, Remuneration of the Senior Post Holders.	
3. Minutes (Decision) Resolved to 3.1. Agree the minutes of the Search, Governance and Remuneration Committee meeting held on 26 May 2022 as a correct record and authorise the Chair to approve them.	
4. Matters Arising 4.1. As Governors did not take part in the AoC finance training session, it was suggested that the Chair of Finance may wish to provide some finance training to the Board at one of the Full Governing Body days. This to be added to the training schedule.	Clerk (Completed)
5. Report of the Clerk (Decision) <u>New Governor Inductions</u> 5.1. New Governors now have an in-person introductory meeting and tour at a College campus with the most appropriate member of SLT and the Clerk.	

<p>5.2. In addition to this, as suggested by a Governor in the survey, it was agreed for the Chair of Governors to conduct an annual Governor on-boarding session for new Governors to allow an open dialogue of how things work and to discuss any expectations and queries. The Clerk to find the most appropriate annual date for this and report back at the next Committee meeting.</p>	<p>Clerk</p>
<p>Resolved to</p> <p>5.3. To agree on how the in-person new Governor induction should be structured.</p>	<p>Clerk (Completed)</p>
<p><u>Governor Training</u></p>	
<p>5.4. It was agreed that, as with the Audit Committee and the Academic Committee, that the Estates Committee and Finance and Resources could also have options for training updates when agreeing the agendas.</p>	<p>Clerk (Completed)</p>
<p>5.5. It was agreed to add an academic training session to the schedule for the Full Board, on student performance data course content and student demographics.</p>	<p>Clerk (Completed)</p>
<p>5.6. To assist Governors at future Board training sessions, it was requested that handouts are included, where appropriate.</p>	
<p>Resolved to</p>	
<p>5.7. To agree to inviting Governors to present to the Board/Committees, as appropriate.</p>	<p>A: Governing Body: For Info. (Appendix I)</p>
<p><u>Governor Surveys</u></p>	
<p>5.8. Thank you to all of the Governors who completed the Governor Survey and the Governor Requirements Survey. As with the previous surveys, the information provided will be utilised throughout the year.</p>	<p>Clerk (Completed)</p>
<p>5.9. It was agreed to forward all of the suggestions that were made to the Committee Chairs by email for their own consideration.</p>	
<p><u>Paperwork</u></p>	
<p>5.10. One of the suggestions to the Chair of Governors addressed the ongoing issue of a reduction in the volume of papers presented.</p>	
<p>5.11. SLT had improved how they presented their reports by ensuring that all of the necessary information was included in the covering report, with the appendices for optional, more detailed reading. Governors agreed that this had been helpful and that it was difficult to reduce the information further without losing context.</p>	<p>Clerk (Completed)</p>
<p>5.12. To make the meeting packs easier to manage in the meetings, it was agreed that the Clerk would test moving the appendices to the end of the pack, at the next Academic Committee meeting. The outcome will be discussed at the next appropriate meeting.</p>	

<p><u>Chair's Action</u></p> <p>5.13. No Chair's Actions had been made since the previous Governing Body meeting on 28 September 2022.</p> <p><u>College Seal</u></p> <p>5.14. The College seal had not been applied since the previous Governing Body meeting on 28 September 2022.</p>	
<p>6. Governing Body Membership (Decision)</p> <p><u>Terms of Office</u></p> <p><u>Peter Doble</u></p> <p>6.1. Peter Doble's first term of office is due to end on 14 December 2022. Peter has requested that he serves a second term of office of one year maximum.</p> <p>6.2. It will, therefore, be necessary to recruit for a new Chair of Finance and Resources, to be in place by December 2023 at the latest.</p> <p>6.3. As Peter Doble may be able to advise on a potential FE/finance candidate, the Chair of Governors will liaise with Peter before other options are considered.</p> <p>Resolved to</p> <p>6.4. Recommend to the Governing Body that Peter Doble serves a second Term of Office of one year, as a Governor and Chair of the Finance and Resources Committee, from 14 December 2022.</p> <p><u>Heather Barrett-Mold</u></p> <p>Heather Barrett-Mold temporarily left the meeting.</p> <p>6.5. Heather Barrett-Mold's second term of office is due to end on 29 March 2023. Heather has requested to serve an exceptional Term of Office.</p> <p>6.6. Heather's skills include: Academic, Quality Assurance/Improvement, Sustainability, links with the industry, knowledge of the industry, experience of having been a Principal.</p> <p>6.7. The Committee agreed that Heather's academic experience was currently invaluable to the College in supporting the new Vice Principal to increase the quality of teaching and learning.</p> <p>Resolved to</p> <p>6.8. Invite Heather Barrett-Mold to serve an exceptional Term of Office in spring 2023.</p> <p><u>Chair of Governors</u></p> <p>6.9. The post of Chair of Governors will be relinquished in July 2024 when Roger McClure retires.</p>	<p>Clerk / Chair</p> <p>B: Governing Body</p> <p>Clerk (Completed)</p>

<p>6.10. The Committee agreed to assign a Chair of Governors appointment panel, independent of the Search, Governance and Remuneration Committee. Stephen Way will Chair the panel and decide on the membership.</p> <p>6.11. It was also agreed to appoint an agency and any internal applicants will be included in the interview process.</p> <p>6.12. An updated quote by FE Associates is currently being sought, as they are working with the College currently to recruit a new Principal. This will be considered alongside the other agency quotes by the Chair of Governors Appointment Panel.</p> <p>6.13. An update on the panel members and agency selected will be made at the next appropriate meeting.</p> <p>Heather Barrett-Mold returned to the meeting.</p> <p><u>Vice Chairs</u></p> <p><u>Search, Governance and Remuneration Committee</u></p> <p>6.14. Nominations were requested for Stephen Way to become Vice Chair of the Search, Governance and Remuneration Committee.</p> <p>6.15. Roger McClure nominated Stephen Way and Christine Bianchin seconded the nomination.</p> <p>Resolved to</p> <p>6.16. Appoint Stephen Way as Vice Chair of the Search, Governance and Remuneration Committee to the end of his Term of Office.</p> <p>6.17. The following Governors who declared an interest to be considered to be nominated for the following positions were agreed by the Committee:</p> <ul style="list-style-type: none"> a) Audit Committee: Alex Lane b) Estates Committee: Stephen Way c) Academic Committee: Sheila Cunningham <p>Resolved to</p> <p>6.18. Recommend the Vice Chair appointments to the Committee Chairs and conduct a nominations process at the next meeting.</p> <p><u>Link Governors</u></p> <p><u>Safeguarding Lead Governor</u></p> <p>6.19. Beryl de Souza's exceptional term of office is due to end on 29 March 2023 and will, therefore, not be eligible to serve a further exceptional term.</p> <p>6.20. Beryl is currently the Safeguarding Lead Governor. To ensure that this key area is well covered, it was agreed to appoint a second Safeguarding Lead Governor.</p>	<p>Clerk</p>
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<p>6.21. Heather Barrett-Mold will be recommended to the Board in this regard. She will serve as an Interim until the appointment is confirmed.</p> <p>6.22. For succession, Stephen Way will be recommended as a Safeguarding Lead Governor in spring 2023.</p> <p>Resolved to</p> <p>6.23. Recommend to the Governing Body that Heather Barrett-Mold is appointed as a Safeguarding Lead Governor.</p> <p>6.24. Recommend to the Governing Body that Stephen Way is appointed as a Safeguarding Link Governor from 29 March 2023.</p> <p><u>Committee Membership</u></p> <p>6.25. Following the Full Governing Body meeting on 28 September, Stephen Way has volunteered to become a member of the Audit Committee. This would take the membership up to 4 of 6.</p> <p>6.26. As the Academic Committee is now full with 8 Members and 2 Observers, as new Governors, Lorna Fitzjohn has been approved by the Chair of the Committee to become a member, it is proposed to extend the membership to 10 (as was done for the Estates Committee). This would also allow for Paulina Balogun to move from being an Observer to a Member.</p> <p>Resolved to</p> <p>6.27. For the Committee to recommend to the Chair of Audit that Stephen Way becomes a member of the Audit Committee.</p> <p>6.28. For the Committee to recommend to the Governing Body that the Academic Committee is extended from 8 to 10 members.</p> <p><u>People Committee</u></p> <p>6.29. The Committee further considered setting up a new People Committee or combining the HR reports with another Committee, where there would be more time given than where it currently sits with Finance and Resources.</p> <p>6.30. The Search, Governance and Remuneration Committee was deemed an alternative Committee to discuss HR matters.</p> <p>6.31. A full and frank discussion ensued which concluded that more challenge and support by Governors was required on HR matters.</p> <p>6.32. Although an internal People Working Group would facilitate analysis that Governors could use, this would require even more time from staff who were already struggling to manage their own workloads. As SLT were already working on the priorities, it made better sense to bring those conclusions and recommendations to Governors.</p> <p>6.33. It was agreed that the order of focus should be closing the key staff gaps, such as Heads of Schools and managers, so that</p>	<p>C: Governing Body</p> <p>D: Governing Body</p> <p>Clerk (Completed)</p> <p>E: Governing Body</p>
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<p>those new staff can work with SLT to form staffing strategies for their own teams.</p> <p>6.34. It was agreed that a strong focus would be given to the HR report at the Finance and Resources Committee in November 2022 before any decision is made if to move to another Committee.</p> <p>6.35. The current HR terms within the Finance and Resources Terms of Reference will be reconsidered at the next appropriate Committee meeting.</p>	<p>Clerk</p>
<p><u>Governor Applications and Improving Diversity</u></p> <p>6.36. At 14 December 2022, the Governing Body would have 2 vacancies for new Governors. Future vacancies can be seen in the table below:</p> <p>6.37. A prospective new Governor had recently made an application. The Committee felt that this applicant, who had a wider remit of educational experience, including SEND, might bring an interesting perspective to the Board.</p> <p>6.38. It was agreed to set up an interview and report the outcome to the Committee via email, prior to any recommendation being made to the Governing Body in December.</p> <p>6.39. To continue to improve the diversity of the Board, it was agreed to:</p> <ul style="list-style-type: none"> a) Consider Governors with less high-level experience and education, to create more diversity in these areas. b) Advertise Governor positions to the College's alumni once this was set up. In the mean time student prize winners could be considered. c) Advertise on the College's LinkedIn platform. d) Contact institutions such as the Black FE Leadership Group when looking for specialisms, such as HR. <p>6.40. Note: Following this meeting, a prospective Governor was interviewed and a recommendation can be found in the Governing Body Clerk's Report for 14 December 2022.</p>	<p>Clerk (Completed)</p> <p>Clerk</p>
<p>7. Annual Review of the Effectiveness of the Governing Body 2021-22 (Decision)</p> <p><u>Review of compliance with national Governance guidance</u></p> <p>7.1. The College remained fully compliant with the current AoC Code, as demonstrated in the compliance check-list.</p> <p>7.2. The new requirements for sustainability were in process by the Estates team.</p> <p>7.3. New cross-College KPIs were being considered by SLT, along with an improved annual operating plan.</p>	<p>F: Governing Body (Full report: Appendix II)</p>

<p><u>Governance performance</u></p> <p>7.4. The Governors' key performance indicators had all been met in 2020-21.</p> <p><u>Compliance of annual returns</u></p> <p>7.5. Declarations of Annual Membership and Declarations of Interests had all been completed by Governors.</p> <p><u>Attendance</u></p> <p>7.6. The Governing Body surpassed its attendance targets in 2021-22 but fell short on Corporation attendance by 6%. The additional Board meeting in September will provide more opportunity for attendance.</p> <p>7.7. The College's overall average of 86.2% is above the mean average overall attendance rate at UK colleges of 82.5% (from research conducted by the Clerk's Network of 102 UK colleges for 2021-22).</p> <p>7.8. The Committee considered the inclusion of Observers in the attendance figures. Although Observers' attendance is measured for their own personal parameters, it was agreed to continue not to include them in the Effectiveness Report, due to their inability to vote and that would skew the national benchmarking analysis.</p> <p>7.9. Governors rated their overall performance in 2021-22 at 76%. This is a new breakdown of performance via the Governors' survey, which considers effectiveness, skillset, challenge and teamwork. Comparisons will be made with previous years, going forwards.</p> <p>7.10. The Committee debated whether confirming effective mechanics of governance equated with them being effective overall, considering that the College had faced recent challenges. It was agreed to include 'against these criteria' in the recommendation.</p> <p>7.11. To ensure that effective Governance is aligned to all areas, other parameters will be considered for inclusion in future reports.</p> <p>Resolved to</p> <p>7.12. The Committee agrees that the Governing Body has remained effective during 2021-22 against these criteria and recommends the report, and its decision, to the Governing Body.</p> <p><u>Annual Review of the Decision-Making Process</u></p> <p>7.13. The Governing Body needs to ensure that the decision-making process of the Corporation:</p> <p>a) is efficient and effective</p>	<p>Clerk</p>
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<p>b) demonstrates no conflict between their Standing Orders and the delegated authority to Committees</p> <p>c) clarifies the division of responsibilities of each Committee.</p> <p>7.14. Following agreement of terms of reference, the Clerk has reviewed all of the changes made by sub-committees during 2021-22, and the standing orders of the Corporation and has concluded that:</p> <p>a) the terms of reference align with the standing orders</p> <p>b) there is no conflict between the responsibilities of sub committees</p> <p>c) the terms of reference reflected the Corporation's capacity to delegate duties.</p> <p>Resolved to</p> <p>7.15. The Committee confirms that the decision-making processes of the Corporation remain fit for purpose.</p> <p>7.16. To further improve the Board's decision-making processes on key decisions, structured guidance, that includes sense checks to avoid unconscious bias, would be supplied by the Principal at the next appropriate meeting.</p>	<p>Principal (Completed)</p>
<p>8. Annual Review of Governance Policies (Decision)</p> <p>8.1. No changes were required for the Instrument and Articles, Statement of Governance and the Corporation's Code of Conduct.</p> <p>8.2. Minor changes, to condense the titles of the Senior Leadership Team, were agreed for the College's Standing Orders.</p> <p><u>Senior Post Holder (SPH) Remuneration Code and Policy</u></p> <p>8.3. With guidance from the draft 2018 AoC Senior Post Holder Remuneration Code, the previous Executive Director of HR put in place SPH Guidance for the College in the form of a report which was approved by this Committee in November 2018.</p> <p>8.4. As the AoC Code had still been in draft form, it had not been officially adopted by the College, the Committee approved the AoC Senior Post Holder Remuneration Code.</p> <p>8.5. The College's SPH Policy had now been updated to clarify that the College had adopted the AoC Senior Post Holder Remuneration Code at this meeting.</p> <p>8.6. It also now specifies that: Remuneration decisions must be independent, competent and should not be chaired by the Chair of Governors (the Vice Chair of Governors will Chair these decisions).</p> <p>Resolved to</p> <p>8.7. Confirm that the College adopts the Senior Post Holder Remuneration Code.</p>	

<p>8.8. Accept and recommend to the Governing Body for adoption:</p> <p>III. <u>Instrument and Articles (standing)</u></p> <p>IV. <u>Standing Orders (revised)</u></p> <p>V. <u>Statement of Governance (standing)</u></p> <p>VI. <u>Corporation Code of Conduct (standing)</u></p> <p>VII. <u>SPH Remuneration Policy (revised)</u></p>	<p>G: Governing Body (Appendix III, IV, V, VI, VII)</p>
<p>9. AOB</p> <p>9.1. None.</p>	
<p>10. Date of next meeting</p> <p>10.1. The next Search, Governance and Remuneration Committee meeting will take place at 1400 on 9 February 2023.</p>	

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	9 February 2023
APPROVAL:	Remote confirmation: Approved Or signed:		