











Minutes

Remote Access Symbols

-  Dialed in
 Online

Search, Governance and Remuneration Committee

Minutes

Meeting Time and Date	1400 on 23 May 2024
Meeting Location	Zoom Online
Members	Roger McClure (Chair)  Stephen Way (Vice Chair)  Heather Barrett-Mold OBE  Darrell DeSouza OBE  Joanne Roxburgh  Peter Brammall (Principal) 
Participant	James Bryan (HR) 
Minute Taker	Joanne Coffey (Director of Governance) 
z:\governance\meetings and minutes\minutes by committee\sg mins\sg mins 20240523.docx	

	Action
1. Apologies 1.1. Apologies were received from Joanne Roxburgh.	
2. Declaration of Interests 2.1. Stephen Way for Item 7, Director of Governance recruitment.	
3. Minutes (Decision) 3.1. Continuation of the use of the College's board management system, Decision Time, had been recommended to and accepted by the Governing Body in spring 2024. 3.2. One of the key factors in making this decision had been Governors' familiarity with the system, which the Committee felt should always be taken into account when comparing systems in the future. Resolved to 3.3. Agree the minutes of the Search, Governance and Remuneration Committee meeting held on 8 February 2024 as a correct record and authorise the Chair to approve them.	
4. Matters Arising 4.1. No matters arising from the minutes were discussed.	
5. Election of Chair of the SG&R Committee (Decision) 5.1. As Roger McClure would be retiring on 10 July 2024, a new Chair of the Search, Governance and Remuneration Committee was sought.	

<p>5.2. Nominations were sought by a proposer and seconder of the Search, Governance and Remuneration Committee to recommend a new Chair of its Committee to the Governing Body.</p> <p>5.3. Stephen Way, the current Vice Chair of the Committee, agreed to be nominated to become Chair of the Committee. This was upheld by:</p> <p style="padding-left: 40px;">a) Proposer: Darrell de Souza</p> <p style="padding-left: 40px;">b) Seconder: Roger McClure</p> <p>5.4. If the Governing Body elect Stephen Way to become Chair, a new Vice Chair would be elected by the Committee at the next meeting.*</p> <p>Resolved to</p> <p>5.5. That Stephen Way be recommended to the Governing Body, to be elected as Chair of the Committee until the end of his Term of Office.</p>	<p>*Governance (Oct 2024)</p> <p>A: Governing Body</p>
<p>6. Governing Body Membership (Decision)</p> <p><u>Roger McClure</u></p> <p>6.1. Roger McClure would be retiring from the Governing Body on 10 July 2024 after 8 years as Chair of Governors and of this Committee.</p> <p>6.2. Roger will be thanked for his service to the Governing Body at the Board meeting on 10 July 2024 which is being held at the Mottingham campus.</p> <p><u>Antony Young – Independent Member of Audit</u></p> <p>6.3. Tony Young had expressed a wish to have an annual review of his membership term and had confirmed that he would be able to serve another year.</p> <p>Resolved to</p> <p>6.4. To recommend to the Governing Body that Antony Young serves as Independent Member of Audit for a further one year period, as part of a second Term of Office from 10 July 2024.</p> <p><u>Peter Doble</u></p> <p>6.5. Peter Doble's second 2-year term of office was due to end on 11 December 2024 at which time Peter wished to retire from the College.</p> <p>6.6. As Peter was the Chair of Finance and Resources (and the Link Governor for English and Maths and Foundation Learning), the Committee considered a new Chair of Finance and Resources from the current Board, or recruitment options if a current Governor is not deemed suitable.</p> <p>6.7. As there would no longer be a qualified accountant on the Board, the Committee agreed to use a recruitment agency to</p>	<p>B: Governing Body</p> <p>*Governance (Completed)</p>

<p>search for appropriate candidates. As this was deemed a matter of urgency, the process, which would begin with selecting an agency, would be conducted by email with the Committee over the summer.*</p> <p>6.8. It was later agreed at the meeting that it would be prudent to have two new Governors with finance expertise, as well as the still required HR Governor.</p> <p>Resolved to</p> <p>6.9. Agree to recruit a suitably qualified new Governor to Chair the Finance and Resources Committee from 11 December 2024.</p> <p><u>Sarah Moreland</u></p> <p>6.10. Sarah Moreland's first term of office was due to end on 11 December 2024 and she had expressed a preference to serve a reduced second term of office via the survey.</p> <p>6.11. Sarah was currently the Link Governor for Saddlery and Shoemaking.</p> <p>Resolved to</p> <p>6.12. Confirm that Sarah Moreland should be considered to serve a reduced second term of office, before making any recommendations in autumn 2024.</p> <p><u>Heather Barrett-Mold</u></p> <p>6.13. Heather Barrett-Mold will now be retiring in December 2024.</p> <p>6.14. Heather was currently the Chair of the Academic Committee, as well as a Safeguarding and Horticulture and Garden Design Link Governor.</p> <p>6.15. The Committee considered who may step up to Chair the Academic Committee and decided that the Chair Designate of the Board should initially consider which Governors would be the most suited, prior to any interest to be sought.*</p> <p><u>Governor Applications</u></p> <p>6.16. At 10 July 2024, the Governing Body would have 3 available vacancies for a new Governor, and a further vacancy would arise in December 2024, which should be reserved for a new Chair of Finance and Resources.</p> <p>6.17. Two Governors had been interviewed by the Corporation's Chair Designate and Vice Chair, along with the Principal and Director of Governance.</p> <p>Heather Barrett-Mold joined the meeting.</p> <p>6.18. The Committee were updated on the interview outcomes and it was noted that one candidate (NB) was ideal to fit with the College's current needs.</p>	<p>*Chair Designate</p>
--	--------------------------------

<p>6.19. It was agreed to take forward this candidate who was a previous commercial lecturer at Hadlow College and had given talks at the Nottingham campus since Capel had acquired it.</p> <p>6.20. They had also worked with the RHS and had experience in horticultural strategy, careers, communication/public speaking, policy and risk.</p> <p>Resolved to</p> <p>6.21. Recommend the appointment of NB to the Governing Body, to serve a full Term of Office from 10 July 2024.</p> <p><u>Student Governors</u></p> <p>6.22. The current Student Governors and Reserve Student Governors had been invited to express any interest in continuing/becoming a Student Governor for 2024-25. This would facilitate continuity and retaining the student voice for the September 2024 Board meeting.</p> <p>6.23. Milana Uginciute and Richard Elliott expressed an interest to serve a further term of office and, due to their excellent past performance and attendance, it was agreed by SLT for them to continue in the role.</p> <p><u>Reconsideration of SPH designation of SLT</u></p> <p>6.24. It was agreed in July 2022 not to designate any members of the Senior Leadership Team as Senior Post Holders, but to revisit this again once the Link Governors were in place.</p> <p>6.25. The Committee were supplied with the previous minutes of past discussion in order to fully understand the reasoning behind the earlier decision.</p> <p>6.26. A thorough discussion took place on the pros and cons of having Senior Leaders as Senior Post Holders (SPH).</p> <p>6.27. Although it was recognised that only having the Principal (and Director of Governance) as SPHs meant that all SLT opinions might be funnelled through one voice, this was not a concern at Capel due to the structure that gave SLT ease of access to Governors.</p> <p>6.28. The Link Governors were now communicating directly with their lead managers/SLT and it was also expected for Chairs of Committees to be in frequent, bilateral contact with their leads.</p> <p>6.29. This open dialogue provided a separate, independent voice and as long as this continued, additional SPH designation was not deemed necessary.</p> <p>6.30. It would also ensure against the risk that a competing voice did not undermine the authority of the Chief Executive.</p> <p>6.31. Although SPH designation would provide a line management protection by Governors, if there were, for example, a dispute with the Principal, it was agreed that the status of Director</p>	<p>C: Governing Body (CV: Appendix I)</p> <p>D: Governing Body (For Info.)</p>
---	--

<p>should provide enough seniority and confidence to be heard by Governors.</p> <p>6.32. To ensure that the Chairs of Committees committed to a strong line of communication with their SLT leads, it was agreed to stipulate this in all Committee Terms of Reference.*</p> <p>6.33. Governors had found this philosophical discussion very useful and agreed to review SPH designation again in one year's time.</p> <p>Resolved to</p> <p>6.34. Recommend to the Governing Body that no further SLT roles would be designated as Senior Post Holders and to review this again in summer 2025.</p>	<p>*Governance (Completed)</p> <p>E: Governing Body</p>
<p>7. Verbal Update: Director of Governance recruitment</p> <p>7.1. The role of Director of Governance and Company Secretary was advertised on 13 May 2024 for 3 weeks on various platforms, including FE Week, and the Director of Governance shared it via the Governance Professional's JISC Network.</p> <p>7.2. There had been 5 applications at the time of the meeting, with 2 more in progress. If there were not enough suitable applicants, the closing date would be extended.</p> <p>7.3. Stephen Way declared an interest as his partner may be applying for the role.</p>	
<p>8. Annual Report of Equality, Diversity and Inclusion 2023-24 (Decision)</p> <p><u>Gender balance</u></p> <p>8.1. The gender gap for Governors had closed with a 50/50 split. Staff and students continued to have a higher female cohort, in contrast to the FE sector which demonstrated a slightly higher male demographic.</p> <p><u>Age</u></p> <p>8.2. The average age of Governors was continuing to balance out, with a further rise in Governors under 35 and a further reduction in Governors over 55. This continued to align more closely with College staff and the less-balanced FE sector as a whole.</p> <p><u>Length of service</u></p> <p>8.3. Governors' length of service showed a continually decreasing number of Governors serving terms beyond 8 years (two terms of office), in alignment with the strategy of limiting any exceptional terms of office.</p> <p><u>Ethnicity</u></p> <p>8.4. Diversity in ethnicity of the Governing Body was becoming more closely aligned with staff, students and the FE sector, apart from those of Asian descent, which had decreased on the Board.</p> <p><u>Sexual Orientation</u></p>	

<p>8.5. Heterosexual orientation had decreased within the Governing Body, although there had been an increase in Governors who preferred not to disclose this characteristic.</p> <p>8.6. As data on sexual orientation was not included in the Government's Workforce Data Collection annual survey, and students at the College were no longer disclosing this characteristic, the Committee discussed whether to retain this criteria for the Governing Body and staff survey.</p> <p>8.7. It was agreed to continue collecting the data, as Governors could still be benchmarked against staff.</p> <p><u>Disability</u></p> <p>8.8. As College students had significantly higher disability declarations compared to the sector, this remained a strong Board requirement.</p> <p><u>Religion</u></p> <p>8.9. Diversity of religion had not significantly changed compared to the previous year. There was a higher number of Christian Governors by comparison with staff and students.</p> <p><u>Improving diversity of the Board</u></p> <p>8.10. The College's website advertisement had been updated to amplify how strongly the College wished to encourage more diversity on the Board.</p> <p>8.11. Governors were continually encouraged to share any strategies to improve diversity of the Board.</p> <p>8.12. The new Code of Governance referred to the College's EDI action plan and workforce strategy. As the College's Equality, Diversity and Inclusion (EDI) Committee had not met for some time, it was agreed that they would form an EDI action plan at their next meeting.*</p> <p>8.13. Governors queried whether an exact, ratio match with staff/students should always be sought if that moved away from equality, such as with the ideal 50/50 gender split.</p> <p>8.14. Although the target was to represent staff, students and the sector as closely as possible, it was also recognised that Governors could also lead the way in encouraging diversity and that this was rationally factored into the actual needs of the Board.</p> <p>Resolved to</p> <p>8.15. To accept the full Annual Report of Equality, Diversity and Inclusion of the Governing Body 2023-24 and recommend it to the Governing Body for adoption.</p> <p>8.16. Agree to retain the characteristic of sexual orientation for future College surveys.</p>	<p>*HR</p> <p>F: Governing Body (Appendix II)</p>
--	--

<p>9. Annual Review of Terms of Reference</p> <p>9.1. No further changes were proposed for the Committee's Terms of Reference, apart from a new that the Chairs of Committees committed to a strong line of communication with their SLT leads (see 6.32).</p> <p>Resolved to</p> <p>9.2. Search, Governance and Remuneration Committee to accept their standing Terms of Reference and recommend them to the Governing Body for adoption.</p>	<p>G: Governing Body (Appendix III)</p>
<p>10. Governance Action Plan (Decision)</p> <p><u>Strategy (Issues 1-5)</u></p> <p>10.1. Governors took part in a Strategy Day on 27 March 2024, which included the Full Governing Body meeting.</p> <p>10.2. The agenda included learning walks, staff networking and a review of the College's strategy, focused on two key areas:</p> <ul style="list-style-type: none"> a) The College's ethos and educational character: current curriculum and how it should evolve over the next 3-5 years. b) Current thinking around the College's Estates Strategy in the light of the curriculum plans. <p>10.3. The day also included two breakout group discussions, to delve deeper into the above topics, prior to sharing their feedback with all attendees. Further work is now underway to progress the areas discussed.</p> <p>10.4. Governors congratulated the Principal and SLT on the success of the Strategy Day which they felt had been very well thought out and managed.</p> <p>10.5. Governors requested reassurance from the Principal that he had received enough strategic feedback from Governors during the day.</p> <p>10.6. It was confirmed that the thoughts and opinions had been of value and that a review of progress against the proposals set out/discussed at the March 2024 Strategy Day would be provided to the Full Governing Body meeting in July 2024.</p> <p>10.7. Governors felt that recruitment and curriculum were the fundamental areas for the College's future success.</p> <p>Resolved to</p> <p>10.8. Note the updates to the Governance Action Plan.</p>	<p>H: Governing Body (For info: Appendix IV)</p>

<p>11. Report of the Director of Governance (Decision)</p> <p><u>New AoC Code of Good Governance</u></p> <p>11.1. A new AoC Code of Good Governance had been published in 2023 but was going through a final review process, in order to fully replace the previous Code by 1 August 2024.</p> <p>11.2. The College had continued to comply with the previous Code of Good Governance for English Colleges.</p> <p>11.3. The Committee agreed to recommend that the College adopted the new Code.</p> <p>Resolved to</p> <p>11.4. For the Search, Governance and Remuneration Committee to recommend that the Governing Body adopts the new AoC Code of Good Governance from 1 August 2024.</p> <p><u>Chair's Action</u></p> <p>11.5. No Chair's Actions had been made since the previous Governing Body meeting on 27 March 2024.</p> <p><u>College Seal</u></p> <p>11.6. The College seal had not been applied since the previous Governing Body meeting on 27 March 2024.</p>	<p>I: Governing Body (Appendix V)</p>
<p>12. Annual Review of Governance Policies (Decision)</p> <p><u>Governor Recruitment Policy and Procedure 2023-24</u></p> <p>12.1. No changes were proposed for the Governor Recruitment Policy.</p> <p><u>Governor Development Policy and Procedure 2023-24</u></p> <p>12.2. No changes were proposed for the Governor Development Policy.</p> <p>12.3. The Chair Designate may wish to consider changes to be recommended at the next Committee meeting, to align with any new procedures and Stephen Way kindly volunteered to assist the Chair Designate in this regard.</p> <p>Resolved to</p> <p>12.4. Accept and recommend the standing: Governor Recruitment Policy and Procedure (Appendix VI), and; Governor Development Policy and Procedure (Appendix VII), to the Governing Body for adoption.</p>	<p>H: Governing Body (Appendix VI, VII)</p>
<p>13. AOB</p> <p>13.1. None.</p>	
<p>14. Date of next meeting</p> <p>14.1. The next Search, Governance and Remuneration Committee meeting will take place at 1400 on 17 October 2024.</p>	

APPROVED MINUTES			
CHAIR:	Stephen Way	DATE:	17 October 2024
APPROVAL:	Remote confirmation: Or signed:		