

## Minutes of the meeting of the Search, Governance and Remuneration Committee

on Wednesday 20 November 2024 from 4.00pm – 6.00pm

via Microsoft Teams

### **28/24 Apologies and Welcome**

The Chair welcomed Members to the meeting. There were no apologies.

### **29/24 Declarations of Interest**

The Director of Governance and Principal declared an interest in the staff pay award.

### **30/24 Approval of the Non-Confidential Minutes of the meeting of 26 June 2024**

The non-confidential minutes of the meeting held 26 June were approved as a true record.

A query was raised in relation to the reference to Governor recruitment and targeting of under-represented groups. It was considered that the minute was accurate but that some further context was helpful for the benefit of new Members. The Director of Governance outlined targeted recruitment in terms of skills sets via Peridot and referred to the work necessary to align Equality Diversity and Inclusion (EDI) Principles for Governors with the College EDI Strategy. This was tabled for the next meeting. There was also some discussion of utilising the role of Co-optees to ensure a broad skill set and diversity of voices.

With the permission of the Chair the agenda was taken out of order.

### **31/24 Review staff pay awards 24/25 – any further recommendations**

The Chief Operating Officer and Deputy CEO joined the meeting to present the report. She explained that this followed the earlier paper presented to Corporation in July 2024. Since then, in October 2024, the Association of Colleges (AoC) made a formal pay recommendation of 2.5% or £750, whichever was the greater for 2024/25. The Chief Operating Officer and Deputy CEO outlined the process of negotiation and financial modelling that the College had gone through since then. She also referred to recent changes for National Insurance (NI) and comfort that had been received on this from the AoC.

The Chair commended the report as helpful and informative. He enquired of the impact on contractors of the NI rise and the potential of this being passed on to the College. The Chief Operating Officer and Deputy CEO confirmed that she had not received any approaches to date from contractors regarding this but agreed that there was potential for the contractors to seek a renegotiation of contracts in 2025/26 as the changes would come into effect in October 2025.

The Committee CONSIDERED the report and RECOMMENDED a further pay uplift to staff so that all staff will have met the Association of Colleges (AoC) pay award recommendation of 2.5% or £750, whichever is greater for 2024/25 for APPROVAL by Corporation.

It was agreed that the report would be circulated for approval by Corporation electronically in order that the uplift may be implemented as soon as possible. This was subsequently circulated and APPROVED by Corporation.

The Chief Operating Officer and Deputy CEO left the meeting and the agenda returned to order.

### **32/24 Matters Arising from the Minutes**

The Director of Governance presented the report on Matters Arising and invited any questions.

A Member raised a query on the Governance Action Plan and the Director of Governance confirmed that the Action Plan agreed from the External Governance Review had been merged with outstanding actions from the 2022/23 Self-Assessment Review (SAR) Action Plan to aid monitoring in one central document.

A Member raised a question regarding the tracking of compliance with licenses. It was agreed that tracking of this did not sit at governance SAR level which would be aligned with the Further Education (FE) Code of Good Governance but that it was operational. The Principal provided assurance these were picked up and tracked at executive leadership level.

The Committee NOTED the report for ASSURANCE to the Corporation.

### **33/24 Governance Action Plan**

The Director of Governance presented the Governance Action Plan 2024/25.

There was some discussion regarding the action concerning the ambassadorial role of Governors and that it would be appropriate to add the Director of Governance and the Search, Governance & Remuneration Committee alongside senior leadership team (SLT) Lead in the 'Responsible' column. The Director of Governance would amend this.

The Committee NOTED the report for ASSURANCE to the Corporation.

### **34/24 Governance SAR 24/25**

The Director of Governance presented a report on the Review of Governance process for 2024/25. An External Governance Review was conducted in 2023/24 and Corporation has determined that no additional Governance Self-Assessment Review (SAR) take place for 2023/24. Corporation has tasked this Committee with planning a review of governance for 2024/25 against the FE Code of Good Governance adopted by Corporation in January 2024. The Director presented options for review and invited suggestions and questions from the Committee. She encouraged Members to consider a collaborative process for which this Committee had oversight.

A Member welcomed the proposal to conduct the review in alignment with the six principles outlined in the FE Code of Good Governance. She suggested taking the work forward through the new Committee structure. Following further discussion it was agreed that the Director of Governance would draw up a plan for each Committee to look at alignment with one or two principles. The work would be collated and overseen by the Director of Governance and a small group drawn from the Search, Governance & Remuneration Committee.

The Corporation CONSIDERED the report and RECOMMENDED the review process for APPROVAL by Corporation as follows: the Review of Governance process for 2024/25 will comprise a self-assessment against the FE Code of Good Governance 2024/25 to be overseen by the Search, Governance & Remuneration Committee with collaborative assessment work to be undertaken by all Committees.

### **35/24 Instruments and Articles Review**

The Director of Governance presented a verbal report confirming that a review of the Instrument and Articles was underway with legal advice commissioned and would be brought to Corporation for consideration and approval as soon as possible.

The Committee NOTED the report to be ALERTED to the Corporation.

### **36/24 Standing Orders Review**

The Director of Governance presented a verbal report confirming that a review of the Standing Orders was underway with legal advice commissioned and would be brought to Corporation for consideration and approval as soon as possible.

The Committee NOTED the report to be ALERTED to the Corporation.

#### **37/24 Review of Corporation roles and Lead Governor role descriptions**

The Director of Governance presented a verbal report recommending a review of Corporation roles and Lead Governor role descriptions to align with the governance restructure.

The Committee agreed that this should be implemented and brought to Corporation for approval.

A Query was raised regarding Designated Governor Leads. It was confirmed that this was reported to Corporation in the reporting on the new structure in October 2024, and that the Chair had asked the Leads to be in touch with their SLT counterpart. It was agreed that the Director of Governance would follow up to ensure that this was happening.

The Committee NOTED the report to be ALERTED to the Corporation.

#### **38/24 Corporation and Committee membership – vacancies and applications**

The Director of Governance presented the report on current membership, vacancies and new applications, and necessary consideration by the Committee to ensure succession planning. She also reported to the Committee that since the written report had been submitted, the Teaching Staff Governor had stated his intention to resign effective 20 December 2024 and a recruitment process would need to be implemented.

The Committee were also asked to consider a new application received for the role of external Governor and approved the candidate for interview by panel.

The Chair commended the work that had been undertaken for successful Governor recruitment.

The Committee NOTED the report for ASSURANCE and to be ALERTED to the Corporation.

#### **39/24 Governance KPIs 24/25 progress report**

The Director of Governance presented the progress report against the 2024/25 Governance Performance Indicators (PIs) reviewed by the Search & Governance Committee in June 2024.

A Member queried whether the PIs could be better aligned with the SAR and Action Plan. The Director of Governance would consider this.

In response to a query from a Member, the Director of Governance clarified that dates related to where PIs would be reached, for example by plotting at which meetings papers were brought to Corporation or Committees.

In response to a further query she also outlined how the PI on vacancies was aligned with Governor Reporting Data that she had to submit to the Department for Education (DfE) on an annual basis. She confirmed that the submission had been made on 19 November 2024.

The Committee NOTED the report for ASSURANCE to the Corporation.

#### **40/24 Governance Compliance Register 24/25 to date**

The Director of Governance presented the Governor Compliance Register for 2024/25 to date. She provided an overview of compliance with respect to Disclosure and Barring Service (DBS) checks, Register of Interests, and mandatory training and alerted Members to gaps. She had drawn this to the Chair's attention prior to the meeting and the Chair had issued a message reminding Governors of their responsibilities in these respects.

There was some discussion of issues with the training system iHasco and the Director of Governance confirmed that she was liaising with HR to resolve any issues.

A question was raised regarding DBS checks for staff and the Director of Governance responded that the Governance Compliance Register listed Governors, SLT, and the Director of Governance in this respect. It was not a Register that tracked all staff which was managed separately by HR. The Governance Compliance Register did however include budgetary heads who were required to complete a Declaration of Interests.

It was noted that some updating was required to the Governance Compliance Register and the Director of Governance was meeting with HR to ensure improved communication following staff changes. It was also being arranged for the PA to the Director of Governance to have administrative access to the training system in order to better track compliance. An updated report would be provided to Corporation. It was also noted that as the Committee were not meeting until June 2025, interim reporting would be provided on a regular basis to enable effective monitoring by the Committee.

The Committee NOTED the report for ASSURANCE to the Corporation and ALERTED Corporation to action required on the Governance Compliance Register 2024/25.

#### **41/24 Governor Attendance Report 24/25 to date**

The Director of Governance presented the Governor Attendance Report 2024/25. Corporation has agreed a PI of 90% for attendance at Corporation and Committees and an individual attendance target of 90%. It was early in the academic year but attendance was currently 91% average across all events and there was 90% average attendance for individual Members. Following some discussion it was agreed that it would be helpful to provide the number of meetings attended of the number of meetings held, for example 0 of 1, rather than simply listing in this instance as 0%. The Director of Governance noted that this was recorded in the Corporation minutes and she would add it to this report.

The Committee NOTED the report for ASSURANCE to the Corporation

#### **42/24 Draft Corporation and Committee meeting dates 25/26**

The Director of Governance presented a draft calendar of Corporation and Committee meeting dates for 2025/26. This was being produced earlier than previously in order to provide Members with as much notice as possible. She drew attention to the fact that the College's term and holiday dates were yet to be confirmed and so she had used information on school holiday dates from the Local Authority website. This information would be added as soon as confirmed. She had also been monitoring the effectiveness of the current calendar in relation to the new governance structure and had built in some improvements aligned with that.

A Member suggested that where Audit & Risk Committee and Finance & Resources Committee were meeting on the same day that the latter should meet first in order that any issues discussed that day could be alerted to the Audit & Risk Committee in their meeting. It was agreed that this was a sensible suggestion and the Director of Governance would revise the draft calendar accordingly.

It was also noted that the Chair was not available for the proposed date for the first Corporation meeting of 2025/26 and that the Director of Governance would liaise further with the Chair and SLT to resolve this and fine tune the calendar.

The Committee CONSIDERED the report and RECOMMENDED the Draft Calendar of Corporation meetings 2025/26 for APPROVAL by Corporation subject to any further consultation necessary with the senior leadership team SLT, Chair of Corporation and Committee Chairs.

**43/24 Draft 3As report to December Corporation**

The Director of Governance explained that this would form the Committee's report to Corporation of those items that the Committee wished to alert Corporation to, assure Corporation on, and recommend for approval or action. The report would be drafted in consultation with the Chair and circulated to Members for comment and approval prior to inclusion in the board pack.

**44/24 Any Other Business**

There was no other business.

**45/24 Self-Assessment of Meeting**

The Chair led the Committee in a self-assessment of the meeting. It was considered that there had been a good coverage of governance and detailed discussion.

**46/24 Date of Next Meeting**

Wednesday 25 June 2025 @ 4pm

**47/24 Succession Planning (CONFIDENTIAL and SMT, Staff and Student Confidential)**