

SEARCH & GOVERNANCE COMMITTEE
THURSDAY 11 JANUARY 2024 AT 17.00 online
DRAFT MINUTES



Attendees:	Jason Austin; Sharron Blackburn; Paul Lomas; Janet Pryke; Jenny Worsdale
In attendance:	Jane Hartog (Executive Director of Marketing, OD and HR) for items 1-6; Sarah Connerty (interim governance advisor and minute taker)

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1.	Appointment of the meeting Chair The Committee agreed to appoint Janet Pryke as the Chair for the meeting.	
2.	Declaration of interests in any of the item on the agenda The meeting Chair reminded everyone present to declare any interests they may have on any matters to be discussed. The interim governance advisor declared an interest for item 6. There were no other declarations made and standing declarations were noted.	
3.	Welcome, introductions and apologies for absence The Chair welcomed colleagues to the meeting. Jenny Worsdale will attend the meeting later due to a meeting clash. There were no apologies for absence with all members of the Committee present. The Committee welcomed Jane Hartog to the meeting who will provide HR advice and guidance for item 6.	
4.	Minutes of the meeting held on 3 October 2023 Confidential minutes of the meeting held on 3 October 2023 The minutes were reviewed, and it was agreed that they were an accurate record of discussions but that there were some overlap of minutes from the previous meeting and an incorrect close time for the meeting. The interim governance advisor to update and recirculate for the next meeting. AGREED: to approve the minutes and confidential minutes of the meeting held on 3 October 2023 at the next meeting	SC
5.	Matters arising 1. Update to the Senior Post holders Annual Remuneration Report to include the current value for the College of the pay multiple of Chief Executive Officer earnings against the median of all staff – the ED of Marketing, OD and HR confirmed this has been actioned and is with the CEO 2. Membership is included on the agenda at item 7 3. Governor E and D data return – the interim governance advisor to look into whether this was completed and recirculate if required 4. Poor governor attendance to be followed up by the Director of Governance –governors have resigned 5. Review of the ED HR working pattern – It was noted that this commenced on the 1 January 2024 and will be reviewed by the Committee in January 2025	SC
6.	Recruitment of Director of Governance It was agreed at the Board meeting on the 11 December 2023 that the Search and Governance Committee would take forward the recruitment process for a Director of Governance in line with the Board’s Instruments and Articles of Government ensuring compliance with procedures, procurement, and HR	

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	<p>processes. Recommendations from the Committee will come to the Board on the 5 February 2024.</p> <p>The Committee took the paper as read and the interim governance advisor highlighted the following areas:</p> <p>1.Statutory requirements The Committee considered the statutory requirements for appointment of a senior post holder and will provide assurance to the Board that these have been complied with as part of the appointments process. These are: The terms of reference for the Search and Governance Committee give delegation for the Committee to consider and recommend to approve remuneration and employment terms and conditions of senior post holders ensuring compliance with the Senior Post Holders Remuneration Code.</p> <p>The Colleges’ Senior Post Holder Remuneration Code - AoC notes that <i>fair and appropriate remuneration is key the success and development of the College sector</i>. It has three elements:</p> <ol style="list-style-type: none"> 1. A fair, appropriate and justifiable level of remuneration 2. Procedural fairness 3. Transparency and accountability <p>The FE and Sixth Form College Corporations: Governance Guide which details guidance on how best to recruit senior staff including governance professionals. This advice is being monitored by the FE Commissioner and team. Key guidance is:</p> <ul style="list-style-type: none"> • ensure that the time allocated to the role is sufficient to allow your governance professional to meet the demands of the job effectively • reflect on the strategic importance of the role when setting the level of remuneration • invest in your governance professional’s development, including support to obtain advanced governance or other relevant qualifications where appropriate • arrange an annual appraisal for the governance professional, using clear and measurable objectives • Your board must ensure that anyone selected for appointment as a governance professional has a qualification relevant to the role or equivalent experience. It’s for your board to judge the relevance of a candidate’s qualifications and experience • For the panel: Interviews should be carried out by a diverse panel of governors, with varied backgrounds and skills which will enable a rounded view to be formed of a candidate. An independent member to increase the panel’s diversity or where the advertised role requires specialist knowledge is good practice. <p>The AoC annual benchmarking salaries report.</p> <p>2. Director of Governance Job Description The Committee considered the current RNN Group Director of Governance job description and the AoC national model document. It was agreed that the model document is updated by the interim governance advisor to include any additional</p>	

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	<p>items in the RNN current job description, and reviewed by the Director of HR to ensure it is in line with job descriptions for senior post holders.</p> <p>3.Terms and conditions for the Director of Governance The Board received the following proposed terms and conditions at the meeting on the 11 December 2023:</p> <ul style="list-style-type: none"> • The job title for the permanent post would be Director of Governance • The role to remain a senior post holder • The post would be advertised at part time (working hours to be confirmed). Feedback from the current interim governance advisor to inform whether 2 or 2.5 days are required • Current and recent Director of Governance posts have advertised at salaries ranging from £60k to £75k FTE. [confidential item] • The appointment would be on a SLT contract with 35 days holiday pro rata, the opportunity to join the SYPS pension scheme and a 3 month notice period <p>The Committee agreed with the conditions and the selection panel will consider flexibility of the role (onsite/remote working) and admin support for the role.</p> <p>4.Recruitment process and timeline for the Director of Governance appointment Appointment of a selection panel The Committee noted the requirements in the Instruments and Articles for a panel for senior post holder appointments to include the CEO/Principal and at least three other independent members of the Board. AGREED: It was agreed that Chairs of Committees would provide the breadth of skills and experience alongside the Chair of the Board and the CEO for the selection panel membership. The Committee asked that the process involves Exec members as they will work closely with the Director of Governance. It was agreed that Exec involvement similar to the ED Finance appointment process would be welcomed.</p> <p>It was agreed that the panel will recommend the arrangements for selecting applicants to the Board with support from the ED HR. The ED HR confirmed that previously there has been a long list and short listing process carried out remotely by panel members and she recommended that applicant interviews are in person.</p> <p>Recruitment process The Committee noted that the Instruments and Articles require the post to be advertised nationally and asked the ED HR for advice on the process. The ED HR noted that previously HR had run the process on the day with support from an agency for the search process to ensure a good pool of candidates. The Committee asked if Peridot provide a service through the DfE for appointments and the interim governance advisor agreed to check. The Committee noted that there are several specialist firms that work with colleges on governance appointments including AoC, FEA, Peridot and Protocol. AGREED: The ED HR confirmed that the Group’s procurement process requires three quotes and HR will contact agencies to submit an expression of interest to share with the panel.</p>	<p>SC/ED HR</p> <p>Panel</p> <p>ED HR</p> <p>SC</p> <p>ED HR</p>

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	<p>The selection panel's role will be to select an agency based on the Group's procurement criteria (skills, experience, value for money). The agency will work with the selection panel to produce a recruitment pack and search timeline.</p> <p>The Committee noted that Governance professionals are members of the National Clerks and Governance Professionals JISC network which is a useful area to post vacancies.</p> <p>The Committee reviewed a draft timetable for recruitment noting this will be finalised when an agency is selected to take forward the search.</p> <p>AGREED: The Committee:</p> <ol style="list-style-type: none"> 1. Noted the statutory requirements for the recruitment of a senior post holder and confirmed they would be complied with during the process 2. Agreed that the interim governance advisor and ED HR will update the current Director of Governance job description to align with the national model document 3. Agreed the terms and conditions for the Director of Governance 4. Agreed that Committee chairs, the CEO and the Chair of the Board will make up the selection panel to take forward the recruitment process <p>Items 2-4 to be recommended for approval by the Board on the 5 February 2024.</p>	SC

7.	<p>1.Board membership The Committee noted the following updates:</p> <ul style="list-style-type: none"> • Veronica de Bruce McCoy and Monika Rodzos have resigned • Carol Stanfield is on sabbatical due to a current conflict of interest. ACTION: The Committee asked the interim governance advisor to contact Carol to check whether the conflict has now resolved • Student governors – two students have been recommended by student services. The interim governance advisor noted that she met with Daniel Gregory a final year student and SU president at North Notts who is keen to take up the role. ACTION: It was agreed that the interim governance advisor would take forward the appointments for recommendation to the Board on the 5 February 2024 to ensure there are student governors in place as soon as possible and a review of the student governor appointment process would take place this year • ACTION: The interim governance advisor to follow up on any concerns about capacity to fully engage in the governor role alongside work commitments to ensure there is support in place for governors • ACTION: The interim governance advisor to follow up on a governor's request to provide more specialist support to the Board and the Group • The Board approved a second term of office for Janet Pryke and Stephen Bulley until 2027. <p>2.Committee membership The Committee noted the current membership and confirmed there are no skills or capacity gaps. There is capacity to bring in further skills and experience.</p> <p>3.Succession Planning The Committee noted that the Board has 13 external governors with capacity to recruit to full Board or co-opted roles to support Committee membership.</p>	<p>SC</p> <p>SC</p> <p>SC</p> <p>SC</p>
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	<p>Terms of office expiring during 2024 are:</p> <ul style="list-style-type: none"> a. Katie Curtis – 29 April 2024 (first term) <p>ACTION: The interim governance advisor to contact the staff governor and take forward the process for staff governor election</p> <ul style="list-style-type: none"> b. Heather Barnett – 23 November 2024 (first term) c. Jenny Worsdale – 23 November 2024 (first term) <p>The Committee noted that the governance risk register includes two relevant risks for succession planning and retaining governors:</p> <ul style="list-style-type: none"> • Skills/knowledge gaps across the Board and/or Committees with the control action for regular skills analysis, targeted recruitment and the utilisation of governor finder services • Poor governor retention with the control action for regular opportunities for governors to provide feedback on their experience and workload monitoring. <p>The interim governance advisor reported that emerging themes around succession planning from the External Board Review include focusing on the Board profile and diversity of the Board, bringing in major employers to governor roles, in particular from the NHS and a focus on the learner voice.</p> <p>One governor felt that the Board could do a lot more around inclusion and diversity and suggested this as an area of focus to bring in a governor with insight and knowledge to lift up EDI. It was noted that there is a link governor for EDI who attends Group meetings. The Committee discussed recruiting a more diverse Board and agreed that this has been very difficult and the focus has been on bringing in people with the right skills and experience during a period of instability at the Group. The interim governance advisor suggested targeted campaigns and looking at the emerging themes from the EBR to provide a focus and targets for succession planning going forward alongside the skills audit and finding the right people to drive forward the Group’s vision.</p> <p>The Committee noted that although there are no significant skills gaps bringing in a governor with legal expertise would be beneficial.</p> <p>ACTION: The interim governance advisor to contact Peridot around support for governor recruitment and provide details the skills and expertise proposed – legal, EDI, local skills and with a focus on diversity.</p> <p>4. Chair and Vice Chair succession planning</p> <p>The Chair reported that the PIMs meeting had been informed of the decision to step down as Chair of the Board on the 31 August 2024 and an update had also come to the December Board meeting.</p> <p>The Committee noted the Appointment Procedure for the Chair and Vice Chair which gives priority for internal recruitment of the Chair with the option to go out to the wider market if there are no interested parties.</p> <p>The interim governance advisor explained that there is a shift in the sector to using wider and more inclusive methods of recruiting Chairs to access a wider range of applicants. This does not exclude existing Board members for applying to the role. To allow external recruitment of the Chair an amendment is required to the Instruments and Articles from <i>The members of the Corporation shall appoint a Chair and a Vice Chair from among themselves</i></p> <p>The Committee considered the proposal and the following points were raised:</p>	<p>SC</p> <p>SC</p>

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	<ul style="list-style-type: none"> Expressions of interest from current Board members. ACTION: It was agreed this had not been explored and the Committee asked the interim governance advisor to contact independent governors Whether it was necessary to go out to external advert if a suitable current governor is keen to take up the role. The interim governance advisor suggested that an external search can be adapted to the needs of the Group and could vary from an external agency running a full campaign to advertising the role on the governance area of the website, on the Chair's networks and/or on the AoC jobs noticeboard <p>RESOLVED: The Committee recommended to approve an update to the Instruments and Articles to read: <i>The members of the Corporation shall appoint a Chair and a Vice Chair. At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment. The Board will go to external advert when the position of Chair becomes vacant due to the resignation of the Chair or the end of tenure.</i></p> <p>After note: The Vice Chair role was not discussed at the meeting and will come forward to the Board on the 5 February 2024 as part of the governance succession planning.</p> <p>6.Cycle of Business for the Search and Governance Committee (Jenny Worsdale arrives: 17.45) The interim governance advisor noted that due to the timing of the departure of the Director of Governance and interim arrangements the cycle for the Committee is being reviewed and the following items will be circulated to the Committee by email (if time dependent) or come to the next meeting in May:</p> <p>Training and Development, Governor Engagement log and Governor links - there is a focus in the sector on governors and the Director of Governance receiving appropriate training and development opportunities and having the opportunity to visit campuses and meet with staff and students. There is a requirement for Boards to document training and development in the year-end financial statements.</p> <p>The Committee noted that a safeguarding update has taken place and the next scheduled training session is the 18 April 17.00-19.00. It was proposed this focuses on the outcome from the EBR review.</p> <p>Governor self-assessment – the Committee agreed at the last meeting to continue with an annual self-assessment over the summer using a questionnaire, followed by 1:1s with the Chair and individual governors in the autumn term. It is proposed this is reviewed at the next meeting looking at any recommendations from the External Board Review. Ian Ashman will be circulating a governor questionnaire shortly which he notes can be used as for the Board's self-assessment for this year.</p> <p>Outcomes of the External Board review and action plan – the report will come to the March Board meeting and the Committee will be responsible for oversight and implementation of the action plan.</p> <p>Review of statutory documents – Instruments and Articles, Standing Orders, Scheme of Delegation, terms of reference</p> <p>Review and adoption of the revised AoC Code - 6 Principles of Good Governance</p> <p>Review of the meetings calendar and schedule for 2024-5 – to be put in place prior to the next meeting</p> <p>Cycles of business for 2024-25</p> <p>Governance policies and procedures</p>	<p>SC</p> <p>SC</p>

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	<p>Attendance register</p> <p>Remuneration matters including senior post holder reviews. There was a discussion about pay reviews for senior post holders and the best way forward for the Group. It was agreed that this should be based around what is best for the Group, while looking at other examples in the sector. Key areas for consideration are performance, market demand and rates and succession planning. The Committee agreed they would fully support implementing a process to review senior post holder pay and process when looking at the annual pay review. The CEO noted that the Group also has access to the AoC Senior Staff Pay Survey which it contributes to. ACTION: The Chair requested that senior post holder pay processes is an item at the confidential section of the Board.</p> <p>7.External Board Review update</p> <p>The interim governance advisor noted that she had met with Ian Ashman who reports that the review is progressing well. Meeting observations have taken place and interviews with the Chair and CEO and Chairs of Committees, and a student panel are taking place shortly. A survey will go out in the next month for completion. The final report will be presented to the Board on the 25 March 2024 with a proposal from Ian to meet with the S&G Committee on the 12 or 13 March 2024 to go through the findings in advance of the Board meeting.</p>	CEO/ HR/SC
8.	<p>Board Strategy Day – Tuesday 23 January 2024 – update</p> <p>The CEO provided an update on the agenda for the Strategy Day.</p> <p>The Chair of Finance and Resources Committee will run a session on the People Strategy. This will lead into strategic indicators for the next period. Sessions included People and Place (CEO), Innovation and Growth (ED Strategic Planning and Corporate Services), Quality of Education (Deputy CEO), Finance (ED Finance), HE strategy (Director of Learner Recruitment and Marketing/ Vice Principal Curriculum). Environmental and Sustainability will come out of the KPI work and will be taken back to the Environment and Sustainability Committee for further work. There will be an update on Dinnington Campus following on from the working party which convened last week. After note: Following discussion at the Finance and Resources Committee it was agreed that due to time constraints on the agenda the Dinnington campus discussions will take place at a different time. Sessions will take place in smaller groups between presentations on the four areas. The aim is to agree the KPIs going forward as part of the day. The agenda and pre reading will be circulated in advance of the meeting. The day is due to finish at 17.30 with a meal at 18.00</p>	
9.	<p>Any other items of urgent business</p> <p>[confidential item]</p>	
10.	<p>Date of next meeting:</p> <p>Tuesday 14 May 2024 at 5pm via Google Meet</p>	

Meeting closed: 18:20