Minutes

RNN GROUP

Meeting	Search and Governance Committee		
Date	Tuesday 14 May 2024	Time	16:15-18:15
Venue	Online		

Attendees:	Sharron Blackburn; Paul Lomas; Janet Pryke; Jenny Worsdale; Jason Austin (Principal and CEO)
In attendance:	Sarah Connerty (Director of Governance and minute taker)
Apologies:	

	Item	Action
1.	**Welcome, introductions and apologies for absence** The Chair welcomed colleagues to the meeting. There were no apologies received. The Vice Chair will join the meeting after the Chair and Vice Chair appointment discussion (Item 10.3) which is being taken directly after declarations of interest. The Chair of the Board will depart at 18.00 and it was agreed to change the agenda ordering to ensure all approvals came to the Committee within this time.	
2.	**Declaration of interests** The Chair noted that the Vice Chair has declared an interest for the Chair appointment at item 10.3 and will not join the meeting for this item. Paul Lomas declared an interest for the Vice Chair appointment and will not join the meeting for this item and the Vice Chair will Chair. It was noted that Committee members had received different versions of item 10.3 to manage the conflict of interest. The Director of Governance declared an interest for item 13 on the independence of the Director of Governance.	
	Item 10.3 – Chair Appointment It was agreed that this item would be taken at the start of the meeting to manage the conflicts of interest. The Chair noted that interviews took place on the 7 May 2024 for the Chair appointment. There was one candidate. Student union members, staff governors, Exec and the CEO met with the candidate as part of the process and fed back their views to the selection panel. The Committee noted the selection panel's recommendation to the Board that Jenny Worsdale is appointed as Chair. Following discussions with the current Chair the date for appointment has been moved forward to be effective from 20 May 2024 for a period of two years. Chair appointments are proposed for a two-year term of office up to a maximum of six years, with an exceptional clause in place (see discussion at item 6 on Standing Order 10). The Chair asked for any comments or questions from the Committee. The Chair of the Board reported that she had found the process to be unnecessarily long and drawn out	

	Item	Action
	and there had been a risk of losing the candidate. The Chair confirmed that this was also the view of the selection panel.	
	One governor asked about the reason for bringing forward the date of the appointment and the Chair of the Board explained that it had taken some time for the transition to be in place when she had started the Chair role so this was to ensure that everything is in place for the next academic year. The Committee agreed that the appointment was very welcomed.	
	Chair departs (16.18)	
	Vice Chair succession planning	
	The Committee and Board had previously agreed that Vice Chair succession planning would commence when a new Chair was in role. Due to the recommendation to appoint the current Vice Chair as Chair and the revised earlier start date it was agreed that the Committee would consider the process at today's meeting.	
	Vice Chair joins the meeting (16.20)	
	The Committee agreed that due to the timing of the Board meetings a recommendation will come to the Board for written resolution for the appointment of Vice Chair. The Vice Chair noted that there have been two expressions of interest for the Vice Chair role – Paul Lomas and Donna Clifford.	
	The Committee considered how previous Vice Chairs had been appointed and it was noted that this was done very informally. The Chair of the Board confirmed that there is a completely new Board in place who are in a much stronger position and there is capacity to do this a lot better.	
	The Committee considered the position on having two Vice Chairs and how this would work. It was agreed that the two expressions of interest have complementary skills and experience around curriculum and resources. It was agreed to interview both governors to discuss their commitment, suitability and vision of the role and then come to a decision on whether to have one or two Vice Chairs. The Committee agreed that this was a real opportunity to look at the Vice Chair role and develop a strong relationship between the new Chair and Vice Chairs.	
	RESOLVED: It was agreed that the Committee would delegate the Vice Chair appointment process to the incoming Chair. An informal interview will take place with a written resolution for approval to the Board. The Director of Governance to arrange timings for the interviews and involve other members of the Committee for them to join dependent on availability.	Dir of Gov
	(Paul Lomas returns 16.29)	
3.	**Minutes of the meeting held on 11 January 2024**	
	RESOLVED: The minutes of the meeting held on 11 January 2024 were agreed as a true and accurate record.	
	Minutes of the meeting held on 3 October 2023 *(action 1)*	
	RESOLVED: The minutes of the meeting held on 3 October 2024 were agreed as a true and accurate record.	
	The Committee ratified the written resolution on 19 February 2024 - Chair role description noting that the role description was updated by the chair appointment selection panel as part of the Chair recruitment process.	
4.	**Matters arising**	
	The Director of Governance noted that all items with the exception of action 19 are completed. Action 19 is about scheduling time in for a discussion about Remuneration and Senior pay processes and it was agreed this could come to the November 2024 Committee which will be focused on remuneration matters.	Dir of Gov
5.	**Statutory**	
	1. **Instruments and Articles of Government**	

	Item	Action
	The Committee noted that the last update to the I&As was on the 5 February 2024 to update clause 5 of the Instrument on the appointment of Chair. Prior to this the last update took place on 9 June 2020 to allow for written resolutions.	
	The Director of Governance noted that there are no items of risk associated with the proposed updates and the revisions would ensure that the I&As are up to date and consistent with the Eversheds model version which is updated annually.	
	A series of advice notes on key topics is being put together to give further details on legislative and good practice governance, and included alongside this report is a note which clarifies the Board's position on termination arrangements for governors.	
	RESOLVED: The Committee considered and recommended to approve the revised I&As. The I&As will be reviewed every two years and as required in line with legislative changes	
	2. **AoC Code of Good Governance**	
	The Chair noted that the Board has currently adopted the AoC Code of Good Governance for English Colleges. This will discontinue in August 2024.	
	As a condition of funding the Board must comply with one of the following codes of practice by August:	
	Charity Governance Code	
	AoC Further Education Code of Good Governance	
	UK Corporate Governance Code (in as far as it applies to college Corporations as charities)	
	The Committee looked at the benefits of adopting the AoC Code:	
	-it has been written specifically for the FE sector so the Board would be able benchmark and receive guidance and updates on the Code easily	
	-the new Code is much shorter and clearer and gives flexibility for self-assessing against	
	-there would be no further compliance requirements from the OfS (adoption of the other two codes would require additional statements to satisfy OfS)	
	-the External Governance Review used the new Code for its assessment so EGR implementation plan is already mapping against compliance with the Code.	
	RESOLVED: The Committee recommended to approve that the Board adopts the AoC Further Education Code of Good Governance	
	ACTION: Following Board approval in May 2024 the Director of Governance will start work on the EGR implementation plan and the most efficient way of mapping compliance against this and the new Code.	
	Compliance and progress against actions will be a standing item on the Committee agenda and report into the Board through the Committee's report.	Dir of Gov
	It was agreed that there is a lot of detail in the EGR implementation plan and in the Code and a way to provide a concise, effective and user friendly action plan would be welcomed.	
6.	**Regulation**	
	The Committee noted that the Board's regulatory framework sits under the Instruments and Articles of Government. It was agreed that it is important that this framework is up to date, compliant, streamlined and consistent across all documents to allow the Board to operate effectively.	
	1. **Standing Orders**	
	It is important that all of the Board's byelaws are consistent with the provisions of the I&As and the Director of Governance confirmed that there was not a previous set of Standing Orders in place and these have been drafted to match the Board's needs and align with the I&As.	
	The Committee reviewed the Standing Orders and looked in detail at the following:	
	• **Standing Order 10** on length of term for a Chair *The Corporation shall appoint a Chair and at least one Vice-Chair and each shall hold office for a two-year term of office for a maximum period of six years, in line with that individual's term of office*	

	Item	Action
	as a Governor of the Corporation. The Corporation may exceed this in exceptional and documented circumstances for a further year on the advice of the Search and Governance Committee. • **Standing Order 31** on attendance *A high level of attendance at Corporation and Committee meetings is expected so that Governors can perform their functions properly. The target attendance level is set at a minimum of 80% with an expectation of 100%.* Standing Order 10 and 31 were agreed as appropriate. **RESOLVED:** The Committee recommended to approve the Standing Orders to the Board 2. **Scheme of Delegation** The Director of Governance noted that the RNN Group Scheme of Delegation was drafted in 2022 and remains fit for purpose with some updates around the Group's procurement processes. The Scheme contains an annex which details policies coming to the Committees and Board. This section needs to be reviewed when the policies and compliance review is completed to ensure the framework is streamlined. **ACTION:** This work will be completed by the September 2024 Committee and the Scheme will come for consideration and recommendation for approval. The Director of Governance gave assurance that the Board's primary source of information on delegations is the Articles of Government which the Board is compliant with. 3. **Terms of Reference** The Director of Governance noted that the terms of reference for all Committees require update as they currently do not reflect the work that the Committees are undertaking. These will be done for the September 2024 Committees and going forward it is proposed they come to the summer Committee meetings for approval at the June Board. The Committee had a detailed discussion on its own terms of reference. The Search and Governance Committee currently covers the full remit of a Remuneration Committee. **ACTION:** It agreed to retain a single committee renamed Search, Governance and Remuneration Committee with clear terms of reference which encompass the work carried out. Terms of reference will be reviewed in September 2024 for approval at the October 2024 Board. 4. **Policies and compliance** The Director of Governance is working with Ian Sutherland in the Information, Governance and Assurance Team and Anna Wombell, the HR lead for policies to review the policies and approval timings for Board and Committee approved policies. **ACTION:** A policy framework has been drafted which will come to the Audit and Risk Committee annually as one of its assurance documents. An update will come to the Committee in September alongside the Scheme of Delegation annex and a number of Search and Governance Committee policies for approval. The Chair noted that the Board was fully compliant in the recent request for annual declarations of interest for governors from the auditors. The Director of Governance noted that she is working with Marketing **reviewing the Board's templates for meetings and documents** published on the website to ensure that the branding is up to date and that the digital content is accessible so no one is excluded from reading it. One of the governors is reflecting on work done at Ofsted on accessibility and will share ideas and review the final templates.	Dir of Gov Dir of Gov Dir of Gov
7.	**Framework for 2024-5** The Director of Governance noted that **t**he Board's framework provides the foundation for effective governance. The framework includes Board and Committee meetings to carry out Board business and make decisions, the risk register and risk appetite, training and development to ensure governors have up to date knowledge of key issues within their	

Item	Action
remit, and engagement with the Group and its staff, students, communities and employers to triangulate and see the business working. The framework is being developed collegiately with governors and the Exec. 1. **Cycle of Business** The cycle of business has been drafted looking at the Board and Committee meetings over the last two years, the latest sector guidance and publications including the FE and sixth form college corporations: governance guide, the Post 16 Audit Code of Practice, the College Accounts Direction including the Regularity Self-Assessment Questionnaire (RSAQ), the College Financial Handbook, the External Governance Review and the Eversheds guidance around statutory items and policies. The cycle is not yet fully populated because meetings are underway with the Exec to establish preferred timings for items outside the statutory cycle. The policy framework will be streamlined with the cycle to ensure compliance with statutory and good practice policies. The next step is for the cycle to be shared in the summer Committee meetings for input and then brought to the July 2024 Board for approval. The Chair of Audit and Risk gave guidance on the timings of audit reporting to included in the cycle. **RESOLVED:** The Committee recommended to approve the cycle of business for 2024-5, subject to finalisation following meetings with the Exec and Director of Governance and consideration by Committees.	
	Dir of Gov
2. **Meeting schedule 2024-5** The Director of Governance noted that earlier this year there was a review of the meetings schedule for 2023-4. With the exception of Quality and Standards Committee it was agreed to retain all Committee meetings and review the schedule for next year. The sector average in a traditional board and committee structure would be around 23 meetings (if including an early autumn term round of committees). The RNN Group meeting structure had 2 Boards and 10 more committee meetings than the sector average this year and some meetings are scheduled closely together or at times of the year outside of the usual reporting cycles. The cycle of business has been drafted to ensure that business fits well into a more sector standard cycle and this is a comfortable fit. Governors and Exec members contributed to the schedule and wherever possible requested times have been avoided. The Committee questioned the autumn Finance and Resources Committee which has a very tight turnaround for getting Board papers out. It was noted that this is due to the availability of key members and the ED Finance and Estates and Director of Governance will plan for this. The Committee noted that the joint Finance and Resources and Audit and Risk Committee meeting to consider and recommend to approve the annual financial statements works well and asked that this continues. Following discussion at item 7.3 on terms of reference a November 2023 Search and Governance Committee will be scheduled into the calendar which considers remuneration matters.	
	Dir of Gov
RESOLVED: The Committee recommended to approve the Meetings Schedule for 2024-5, subject to the updates above. 3. **Risk** The Director of Governance noted that the ED Finance and Estates is working to embed risk into all areas of the Group including the Board's Committees. Chairs had a recent Risk training session and thoughts on improving the way governors have oversight of risk is coming to the Audit and Risk Committee.	

Item	Action
There are six risks relating to governance on the register covering: retention of governors, regulation and compliance, governor skills, induction and lack of knowledge of the Group and its strategy. Suggestions from Chairs at the risk session were to include the risk register high up on the agenda, give it suitable time for scrutiny and discussion and review the effectiveness of a committee against its delegated risks. It was agreed that the Search and Governance Committee can lead on this work once the Audit and Risk Committee has had time to consider at its June meeting.	

4. **Training and Board development**

For 2023-4 there were three twilight Board development sessions (Safeguarding and KCSIE, meeting local skills needs, risk) and a Board Strategy on the strategy and strategic targets.

Suggestions for 2024-5 are:

Statutory training and development – Safeguarding and Prevent, Health and Safety and EDI**.**

Group online modules – the Director of Governance is currently completing modules and can look at the suitability for governor's roles. The new staff Governor, Ian Sutherland, leads on this area and could provide a short update for governors as part of a Board meeting.

External training - Board development sessions around environment and sustainability and digital and AI are becoming more common in the sector.   Sector updates on the national and regional FE position and specific new legislation are useful from the AoC and the Group's auditors (for example the new Code, College Financial Handbook)

Suggestions from the EGR survey on training governors would like are:
- *understanding the funding methodologies*
- *making better use of the AoC Governors Development Programme*
- *an annual update on new policies and initiatives*
- *a session on the potential benefits and strategy for AI for the RNN Group.*

Staff and governor led training -the last Board development session was excellent with the CEO and two independent governors talking about meeting local skills needs and local and regional priorities. There was a high level of engagement. The Committee agreed to look at other key areas where governors could lead and contribute to a session.

Governor visits and engagement – Recent invites came from the DP CEO to come into curriculum areas and meet with staff and students and from September governors will be invited to join learning walks and deep dives. The Project manager for the capital projects has invited governors to come on site to see progress on the curriculum areas.

ACTION: It was agreed that the Director of Governance would put together a timetable of governor training and development for 2024-5 and circulate in the summer term | Dir of Gov |

5. **Governor link scheme**

The Board has an extensive governor link scheme. The scheme has continued to run during 2023-4 and governors are meeting with their link staff member but, due to a change in governance personnel, there has been no formal reporting, or recording of visits.

A short survey has been sent out to link governors for their views on the role, support and impact and there are four positive responses to date. A similar form will also go out to link members of staff. **ACTION:** The Director of Governance to recirculate the form to link governors for maximum results and a report will come to the September Committee for a full discussion. | Dir of Gov |

ACTION: the Committee agreed that a lot of governor engagement takes place and suggested the Director of Governance sends out a note to governors asking them to log all | Dir of Gov |

	Item	Action
	engagement with the Group as it will be a useful exercise to demonstrate levels of engagement.	
8.	**Self – Assessment** **ACTION:** The Committee agreed that the Committee has a wider remit in the discussion, agreement and oversight of self-assessment and this should be outlined in the Committee's terms of reference.	Dir of Gov
	1. **Outcome of External Governance Review** The Committee considered the final version of the EGR, the proposed Implementation Plan for reviewing and following up on actions and the Executive Summary. **ACTION:** It was agreed that the Director of Governance will start work on the suggested areas of development in the implementation plan and bring a timetabled plan to the next meeting. The Plan will be a standing item on the Committee's agenda and report into the Board.	Dir of Gov
	RESOLVED: The Committee recommended to approve the EGR and the Executive Summary. The Committee recommended that the Executive Summary is published on the governance area of the RNN Group website and an annual update of actions and progress is drafted by the Director of Governance and included alongside the summary	Dir of Gov
	2. **Self-Assessment for 2023-4** The Board self-assesses every year and in the year of an EGR this is not a requirement. **ACTION:** The Committee agreed that the following self-assessments should take place this year: • Review of Committee effectiveness – a short survey to committee members to get their views which will be useful in the review of terms of reference and planning for next year • Annual review of the Chair of the Board and the Director of Governance • Annual 121s with the Chair and governors 3. **Self-Assessment for 2024-5** Suggested areas of self-assessment included: 1.Annual skills audit 2.Audit against the new Code 3.Implementation plan from the EGR 4.Committee annual review of effectiveness (against terms of reference and risk register areas) 5.Chair and Director of Governance annual review 6.Governor appraisals 7.Case studies through the year to review the Board's involvement and impact on a specific item of business. 8.Opportunities for Chairs to review common areas – for example risk management It was agreed that there are opportunities with self-assessment to be more innovative and look at the work and performance of the Board and its committees through the year. **ACTION:** A timetabled programme for self-assessment will come to the next Committee meeting.	
		Dir of Gov

	Item	Action
9.	**Board and Committee membership and Succession Planning**	
	Current membership	
	The Board has 13 external governors and 11 of the 13 independent governors are in their first term of office. The Standing Orders give a maximum of up to 15 external governors (capacity to appoint two governors and three in November when Heather Barnett steps down). The Board has no co-opted governors which are a good source of expertise and numbers for committees.	
	Terms of office expiring during 2024 are:	
	1. Heather Barnett – 23 November 2024 (first term) – Heather will be stepping down	
	2. Jenny Worsdale – 23 November 2024 (first term) – Jenny would like to serve a second term	
	In 2025 there is a potential for significant risk with five independent governors and the staff governor ending their first term of office:	
	1. Shirley Collier – 31 August 2025	
	2. Donna Clifford – 20 October 2025	
	3. Carol Stanfield – 20 October 2025	
	4. Sharron Blackburn – 20 October 2025	
	5. Margaret Cobb – 20 October 2025	
	6. Katie Asgari – 20 October 2025	
	All governors are eligible for a second term of office and an election will be run for the staff governor role.	
	Student governors – a new process is being piloted this year for student governor membership for 2024-25. Student Services are running elections for Student Union members and as part of this there is a call for student governors. There will be a campaign across the colleges and in particular to HE students. Elections will take place at the start of June which would provide new student governors with a longer induction period, opportunity to meet the current student governors and shadow the last Board meeting of the year.	
	The Committee asked if there is an issue with one of the student governors as they have not attended any meetings. The other student governor has very good attendance and engagement. The Director of Governance confirmed that communications continue to engage with the student governor. There are regular meetings with the other student governor. The Chair of the Board confirmed that there has been an issue with the attendance of student governors for a number of years and that students, particularly those engaged with the student union have busy lives and commitment after the first couple of meetings has been an issue.	
	Committee membership	
	The Committee considered committee membership. It was agreed that all committees have a reasonable number of members who contribute and have the relevant skills and experience and there is no reason to change membership at this point. Attendance is excellent across all committees. The Vice Chair noted that Carol Stanfield is returning to the Board next month and is a valuable member of the Quality and Standards Committee.	
	Consider introducing Vice Chairs of Committees	
	This was not discussed and will come to the September Committee for further discussion.	
	Area of risk - Capital Projects Steering Group. Governor membership on the Committee is Sharron Blackburn, Steve Bulley and Debbie Marshall. The last two meetings have been inquorate with two governors not attending. A note has been circulated to ensure	

	Item	Action
	governors are attending the next meeting. It is a critical period for the capital project, particularly around the capital budget and it is important that the governors who have skills and expertise in finance and estates are present. **ACTION:** The Chair of the Board suggested moving meetings out of the working day to support governor attendance and the Director of Governance agreed to follow up	Dir of Gov
	People Committee. An action arising from the Board strategy day was to consider whether to introduce a People Committee. The Committee considered the commitment of another set of meetings for governors and the Exec. It was agreed not to take this forward and the Chair of Finance and Resources Committee confirmed that work had been done to ensure that there is a focus on the resource remit of the Finance and Resources Committee and there was a lot more discussion of people matters, particularly as part of the HR Strategy. **ACTION:** The Committee asked that there is adequate time scheduled on the agenda for this.	Dir of Gov
	RESOLVED: The Committee considered and recommended to the approve Committee membership for 2024-5 noting that there are no current changes to membership. It was noted that membership can change and be updated through the year and there may be opportunities for review once the Chair and Vice Chair roles are in place.	
	The status of the two task and finish groups. The Board currently has two task and finish groups. The Vice Chair updated that the Apprenticeship TFG has been operating for three years and is holding one last meeting this term for a final catch up to thank the group and summarise the progress made. The apprenticeship offer at the Group has improved and the Standards required from the funding agency have been met. Going forward oversight will be managed by the committees. The Committee considered the status of the Structure and Savings TFG. The last meeting focused on the pay review and the majority of restructuring has taken place. The Committee asked the CEO for a view on any outstanding work and it was confirmed there is nothing to do in the short term. **ACTION:** It was agreed that any items around structure and savings can now be comfortably covered within the remit of the Finance and Resources Committee and the Structure and Savings TFG would be closed down.	Dir of Gov
	Succession planning - A DfE bid for estates/major employers and student facing role is pending - There is a potential expression of interest from an alumna and local business owner for a co-opted role and another alumna and local business owner has been contacted about a governor role **Next steps** 1. **ACTION:** A revised skills audit circulated to provide the Committee with an up-to-date picture to support with succession planning 2. **ACTION:** Early intentions around serving a second term of office are established for all governors whose term of office expires in 2025 3. Take forward the Peridot funded recruitment if the proposal is accepted by the DfE 4. Continue to search for potential expressions of interest to build up a bank of potential governors/co-opted governors	Dir of Gov Dir of Gov
10.	**Attendance** The Committee considered the attendance register and noted that: - Committee attendance (except for CPSG) is very high ranging between 92-100% - Governors have average to high attendance	

	Item	Action
	• Areas of low attendance have mitigating circumstances • One of the student governors has been very engaged and joined all but one meeting to date. The other student governor has not engaged at all since taking on the role. The Committee agreed that attendance is good and there is a clear commitment from all governors. No further action is required to follow up on governor attendance. All areas of concern have mitigations and actions in place. The Committee noted the advice note on attendance.	
11.	**Senior post holder performance** 1. Senior post holder year end performance update 2022-3 2. Senior post holder targets for 2023-4 **[confidential item]**	
12.	**Confirmation of Director of Governance appointment from 22 April 2024 and declaration of interest** The Committee considered the policy on the independence of the new Director of Governance and confirmed that she is independent.	
13.	**Senior Post Holder Remuneration Annual Report – 2023** **Chair to report.** The Committee considered the report noting that this is last year's report so is now a historical document and the report for 2024 will come to the Committee shortly. The timing of the submission of the Annual Report is included in the Annual Cycle of Business during the Autumn term to allow it to come to the Board alongside the Annual financial statements and Statement of Corporate Governance and Internal Control as a key area of assurance for the Audit and Risk Committee and the Board. **RESOLVED: The Committee considered and approved the Senior Post Holder Remuneration Annual Report 2023**	
14.	**Any other items** The Committee considered the Corporate Governance Budget for 2024-25 which was sent to the Director of Governance this week. The budget includes the last two years budget and spend and spend this year to date. The Committee agreed the budget was appropriate and the Director of Governance noted that it was important to have funding in place to support governor training and development and there was a lot of free sector training the Board can access. The Director of Governance has subscribed to the Eversheds Governance Service to support the Board and to date there are no other subscription fees on the horizon. **ACTION:** It was agreed to review hospitality orders after the next Board meeting to reduce any waste.	Dir of Gov
15.	**Date of next meetings:** To follow on approval of meetings schedule for 2024-5 by the Board.	

Meeting closed: 18.15