

Minutes

Meeting	Search and Governance Committee		
Date	Wednesday 11 September 2024	Time	16.30-18:00
Venue	Boardroom Rotherham College and google meeting		

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

	Item	Action
1.	Appointment of the meeting Chair The Committee appointed Jenny Worsdale as Chair for the meeting.	
2.	Welcome, introductions and apologies for absence The Chair welcomed colleagues to the meeting. Due to the timings of the interviews the meeting started at 16.30 and Donna Clifford joined the meeting at 17.00. The agenda ordering was moved around to ensure all Committee members were present for key items of discussion and approval. Apologies received from Sharron Blackburn.	
3.	Declaration of interests There were no declarations received.	
4.	Minutes of the meeting held on 14 May 2024 RESOLVED: The minutes of the meeting held on 14 May 2024 were agreed as a true and accurate record.	
5.	Matters arising The majority of actions are included on the agenda and have been completed or are in progress: Action 2 – EGR – CLOSED: is on the agenda at item 9.1 and has been included as part of the governance improvement plan and as a standing item on the cycle of business for 2024-5 Action 3 – terms of reference – CLOSED: is included on the agenda at item 8.3 Action 4 – policy framework – CLOSED: is included on the agenda at item 8 Action 8 – the link governor survey – CLOSED: this was completed by 10 governors and is on the agenda at item 9.2a Action 9 – governor engagement – CLOSED: is on the agenda at item 9.2b Action 10 – CLOSED: self-assessment has been included in the revised terms of reference for the Committee Action 11 – CLOSED: the EGR summary is published on the governance area of the website and annual progress against actions will be added	

	Item	Action
	<p>Action 12 – CLOSED: self-assessments with the exception of the Chair/Dir of Gov survey have been completed and results are included at agenda item 10</p> <p>Action 13 – CLOSED: a programme for self-assessment for 2024-5 is included at agenda item 10</p> <p>Action 17 – Skills audit – a proposed delay to the September 2024 audit is included at agenda item 11</p> <p>Action 19 – senior pay – the November Committee will be focused on remuneration matters</p>	<p>Carried</p> <p>Carried</p>
6.	<p>Risk</p> <p>The Committee considered the paper on risk which has been included at the top of the agenda in response to the Audit and Risk Committee’s guidance and agreement by the Board around embedding risk across the Board and Committee structure.</p> <p>The Committee considered the Committee’s role in monitoring the Board and Committee’s remit for oversight of risk for 2024-5 and the proposal to include on the governance improvement plan oversight of the actions around risk agreed by the Board (see item 9)</p> <p>The Committee considered the Audit and Risk Committee’s suggestion of using the strategic risks as a means of Self-assessment of Committees and agreed they would work with the Committee to explore this further (see item 10.2).</p> <p>The Committee considered the Governance Risks on the risk register:</p> <p>329- External Governance Review (Cause: unable to complete an external review. Effect: Non-compliance with regulation. Risk control: External Review undertaken. Action required: Create an action plan).</p> <p>331 – Governor induction (Cause: new governors are not inducted to RNN Group once appointed. Effect: Governors lack knowledge of some areas of RNN Group strategy and operations. Risk control: new governors receive induction and training. Action required: None listed).</p> <p>328 – Recruitment of Chair (Cause: Governors are unable to appoint a Chair. Effect: The RNN Group are not compliant with the Instrument and Articles of Government. Risk control: Chair in post and two Vice Chairs appointed. Action required: None listed)</p> <p>326 – Ineffective oversight (Cause: insufficient range of skills within the Board. Effect: Lack of oversight and direction from the Board. Risk control: Chair appointed to the Board with regular review of skills for all members. Action required: Continued monitoring of the Board for skills through the Search and Governance Committee)</p> <p>327 – Breach of statutory duties (Cause: Statutory duties not undertaken or undertaken incorrectly. Effect: Various with differing levels of seriousness. Risk control: Induction programme in place for governors. Action required: Annual review of induction programmes)</p>	

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	<p>330 – Retention (Cause: Governors leave the Group. Effect: Insufficient governance arrangements. Risk control: Governance arrangements reviewed through Search and Governance Committee. Action required: None listed)</p> <p>The Director of Governance highlighted some general governance risks for consideration:</p> <ul style="list-style-type: none"> • Decision making and unclear roles and responsibilities/blurring between governance and management • Conflicts of interest • Lack of diversity • Regulatory change and compliance • Ethical and legal risks • Financial mismanagement • Ineffective risk management • Reputational damage • Lack of sustainability • Meeting stakeholders’ expectations and customer discontent • Communication and information – the Board receiving the right level of information to carry out their duties • Board and Executive behaviours <p>ACTION: The Committee agreed that they would like to take time offline to consider governance risks relevant and asked that the item is carried over to the next meeting for further discussion.</p>	Dir of Gov Cttee
7.	<p>Statutory</p> <p>The Committee noted that the Instruments and Articles of Government, Standing Orders and adoption of the AoC Further Education Code of Good Governance were approved in May 2024 and there are no further statutory items waiting for consideration or approval. An update on mapping against the new Code is included on the agenda at item 10.</p>	
8.	<p>Regulation</p> <p>1. Scheme of Delegation</p> <p>The Committee considered the Scheme of Delegation which was drafted in 2022 with the inclusion in June 2023 of a Group wide policy list by the Finance and Resources Committee. This is overseen by the Information Governance and Assurance team. The Scheme of Delegation has been updated with changes to Committees, procurement limits in line with the Financial Regulations, updates on policies and the inclusion of Annex B - Board and Committee policy framework (owned by the Director of Governance with oversight from the Audit and Risk Committee).</p> <p>RESOLVED: The Committee approved the revised Scheme of Delegation, including the annex B (Policy Framework)</p> <p>2. Policy Framework (action 4)</p> <p>The Committee noted that the Board recognises that detailed compliance is the wrong place for the Board and self-assessment feedback from this year strongly requests that Board agendas are focused on strategic matters with a reduction in paperwork. Where possible policies have been delegated to Committees to focus on the details and the deep dives and approvals. Where approvals need to come to the full Board concise</p>	

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<p>recommendations will be presented allowing the Board to hold Committee's to account and own their recommendations. A policy framework has been drafted to run alongside the Group wide policy framework (annex B)</p> <p>The Committee noted the policy framework and progress against the framework which will come as a standing annual item to Audit and Risk Committee as part of its assurances. The Director of Governance reported that the suggestion is to include the Policy Framework as an item on the Governance Improvement Plan for 2024-5 (see item 10)</p> <p>3. Terms of reference Search, Governance and Remuneration Committee (action 3 and 10)</p> <p>The Committee noted that:</p> <ul style="list-style-type: none"> • The Terms of Reference for the Committee accompany the cycle of business to ensure that the Board effectively carries out its roles and responsibilities, avoids duplication and does not miss critical deadlines and items for discussion and approval. • The terms of reference for all Committees have been updated and will come to committees for review. They are now aligned in format, reflect the work that the Committees are undertaking and are compliant with the latest sector guidance and publications <p>The Committee considered and agreed that Search and Governance Committee currently covers the full remit of a Remuneration Committee. Following discussions last year about the remit of the Committee it was agreed that the terms of reference would be renamed the Search, Governance and Remuneration Committee.</p> <p>The Director of Governance noted that going forward terms of reference are included in the Cycle of Business in summer Committee meetings for approval at the June Board.</p> <p>RESOLVED: The Committee recommended to approve the Search, Governance and Remuneration terms of reference to the Board</p> <p>4. Terms of reference Special Committee</p> <p>The Director of Governance noted that it is good practice to have an established Committee to consider disciplinary matters related to Senior Post Holders and appeals from staff and students where the Group's agreed policies require this process. It can have a floating membership of independent governors dependent on availability and any conflicts of interest.</p> <p>RESOLVED: The Committee recommended to approve the Special Committee terms of reference to the Board.</p> <p>5. Role descriptions</p> <p>The Committee agreed that having clear delegated responsibilities which are laid out in a role description ensures that new and existing governors, Group staff and members of the public understand the different roles of the Board. Following the review of the Chair role description during the Chair appointment process last year two new role descriptions have been drafted for the Vice Chair(s) and Co-opted governor and the Governor role description has been updated All three align to the format of the Chair role description.</p> <p>Vice-Chairs</p>	

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<p>The role description was updated by the Chair and Vice Chairs and is in line with the Chair role description. The Committee welcomed the way the Vice-Chairs had widened the remit of their role beyond support in the absence of the Chair. The detailed work for this year which includes support for student and staff governors and working on the link governor scheme is not included in the role description as tasks may vary from year to year.</p> <p>RESOLVED: The Committee approved the Vice-Chair role description</p> <p>Co-opted governor</p> <p>The Committee agreed that co-opted governors were a useful addition for the Board and the Group and going forward would be an integral part of succession planning. It was important to have a clear outline of the role of the co-opted governor. The Director of Governance noted that the role description is based on the governor role description and co-opted governors had the benefit of bringing in required or additional skills and expertise to a Committee without the commitment of a full Board role.</p> <p>RESOLVED: The Committee approved the Co-opted governor role description</p> <p>Governor</p> <p>The Director of Governance noted that the Governor role description has been updated in line with the format from the Chair role description.</p> <p>RESOLVED: The Committee approved the Governor role description</p> <p>6. Policies and compliance [action 4]</p> <p>7. Code of Conduct</p> <p>The Committee reviewed the annual Code produced by Eversheds which governors are asked to sign up to on appointment and reaffirm their commitment to the Code annually. It will come out for signature alongside the register of interests at the October Board [after note: this date has been brought forward to September]</p> <p>RESOLVED: The Committee approved the Code of Conduct</p> <p>8. Conflicts of Interests Policy</p> <p>The Committee noted that this is a new policy which is a requirement in the <u>College Financial Handbook</u> [2.48 – <i>The Board must have a policy for managing actual and potential conflicts of interest and keep it under review</i>]. It has been drafted using a template from the Eversheds’ Governance Service. The Committee agreed that it is important to ensure compliance with the new handbook.</p> <p>RESOLVED: The Committee approved the Conflicts of Interest Policy</p> <p>9. Governor Recruitment and Succession Planning Policy</p> <p>The Committee noted that this is an existing policy with updates in line with sector best practice and includes the process for election/appointment of Student and Staff Governors. Succession planning is a standing item on the Committee’s agenda and having a clear policy around recruitment of governors and the Board’s commitment to open and transparent recruitment, abiding by the Nolan Principles, induct, training and ongoing support for governors is important.</p> <p>RESOLVED: The Committee approved the Governor Recruitment and Succession Planning Policy</p>	

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	<p>10. Governor Expenses Policy The Director of Governance explained that a new cover policy has been drafted to accompany the Group’s expenses policy. This is to confirm the commitment of the Board around inclusivity and clarity on the payment of expenses and Charity Commissioner rules around payment to governors. RESOLVED: The Committee approved the Governor Expenses Policy</p> <p>11. Procedure on the Removal of a Governor from Office This is a new policy which outlines the steps to take if there is a need to remove a governor from office. There was a discussion about why a procedure is needed and it was agreed that it is important that the Board operates effectively to support the Group, its staff and students and any issues with individual governors need to be addressed promptly and fairly. RESOLVED: The Committee approved the Procedure on the Removal of a Governor from Office</p> <p>12. Complaints Against the Board The Committee considered the process and it was agreed it was important to have a process in place to manage any complaints against the Board, an individual governor or the Director of Governance. This is an existing policy which has been updated. RESOLVED: The Committee approved the Complaints Against the Board process</p> <p>13. Compliance update The Director of Governance noted that the Board was fully compliant in the recent request for annual declarations of interest for governors from the auditors (April 2024). In order to bring the annual declarations process in line with the cycle of business governors will be asked to review and sign their declarations for 2024-5 early this term and declarations will be collected at the start of the new academic year going forward Marketing has reviewed the Board’s templates for meetings and documents published on the website and the branding is up to date and digital content is accessible so no one is excluded from reading it. The Governance area of the Group website is up to date with membership, Board and Committee minutes and policies approved last year The Board’s documents are in the process of being reviewed against the new AoC Code of Good Governance and College Financial Handbook to ensure compliance.</p>	
9.	<p>Framework for 2024-5</p> <p>1. Governance Improvement Plan including</p> <ul style="list-style-type: none"> a. External Governance Review recommendations b. External Governance Reviews suggested enhancements <p>The Committee considered the suggestions for items on the Governance Improvement Plan. The aim is that it includes actions that will have a positive and demonstrable impact for the Board and the Group. The two key areas the Committee wants to focus on are the EGR recommendations and suggestions and the new Code of Governance. The Director of Governance explained that both are detailed documents and to ensure the Plan remains clear and can be monitored easily by the Committee during 2024-5 both</p>	

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<p>documents are included as appendices. There are seven suggested items in the Plan with clear milestones and outcomes:</p> <ul style="list-style-type: none"> • EGR – all ten recommendations to be completed by the agreed milestones and closed by July 2025 – work has commenced. All 22 suggested enhancements to be considered – work to start this term • AoC Code of Good Governance – assess the Board’s governance against the principles in the Code and document compliance or explanation by December 2024 for inclusion in the Financial Statements (<i>action 2</i>) – work to start this term • Governor engagement with students and staff – all governors to attend three (or more) activities during 2024-5. This Chair reported that this was a suggestion from a recent meeting with the Chair and Vice-Chairs to encourage all governors to participate in events outside of the Boardroom that would support governor engagement • Risk – the Board and its Committees to implement all actions proposed by the Audit and Risk Committee around risk management during 2024-5 • Strategic Plan – the Board to work with the Executive, the staff and the student body to draft and publish a new Strategic plan by July 2025 • Board and Committee approved policies – all policies in the Framework to be drafted, reviewed and approved by July 2025 • The Chair to complete the ETF Chair Leadership Programme by March 2025 <p>The Board had requested that the EGR action plan was a standing item on the Committee’s agenda for 2024-5 and report into the Board through the Chair’s report to the Board. The Governance Improvement Plan widens this remit to include a number of other items which are important to take forward this year.</p> <p>RESOLVED: The Committee approved the Governance Improvement Plan for 2024-5</p> <p>ACTION: the Governance Improvement Plan to be shared with the Board as part of the Chair’s Committee report on the 9 October 2024</p> <p>2. Governor development and engagement for 2024-5 including</p> <p>a. Governor link scheme [action 8]</p> <p>The current scheme is extensive and covers both curriculum and support areas. A proposal from the triumvirate is to pilot a student facing link scheme for 2024-5 and ensure that there are opportunities for managers to request advice from governors in their areas of skills and expertise in a less formal arrangement.</p> <p>The scheme has continued to run during 2023-4 and some 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. The Committee agreed that work needs to be done to clarify the remit of the governor link scheme and its effectiveness and the Vice Chairs have agreed to lead on this work for 2024-5. Key points discussed included:</p> <ul style="list-style-type: none"> • The scheme needs structure • The scheme needs to add value to the Board and the Group • Visits to the colleges and meeting with staff and students reminds governors of their role and why they are here 	<p>Dir of Gov</p>

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	<ul style="list-style-type: none"> • The aim is for staff to regard the engagement as useful and valuable • There has to be a two-way engagement of sharing expertise and meeting staff and students on the ground and have a better feel and learning what is going on • There was a detailed discussion on where the Board wants to have governor links and it was agreed that the focus should be on student facing roles. The Director of Governance has drafted a revised Scheme with this remit. ACTION: the CEO and Principal to check with Exec that the areas covered are relevant and that there is coverage across all sites • It is important that the link visits are both documented and reported into the wider Board. ACTION: to include governor engagement/link visits on Committee agendas going forward <p>A short survey was sent out to link governors for their views on the role, support and impact and responses were received from 10 link governors (out of 12). In summary governors would like more clarity on the role, training for the role, further clarity on what is expected and the purpose of the role, a reaffirmation of the expectations of the role, there was agreement on the importance of getting closer to the colleges and learners and seeing what is happening. With the exception of the Environment and Sustainability link all governors found the scheme of some value.</p> <p>Risk areas – The EDI link governor is stepping down from the Board in November 2024. The SEND link governor role is vacant. There is no link governor activity around health and safety. It was agreed that there may be opportunities with the new governor appointments to fill these roles as one of the candidates is an EDI lead in his current role and two of the roles are student facing with experience in SEND.</p> <p>ACTION: It was agreed that the Vice Chairs and Director of Governance would take forward the suggestions from the Committee working with the CEO and Principal and Chair on the Link Governor Scheme and an updated process will come to the Board on the 9 October 2024 for rolling out for 2024-5</p> <p>Governors and Exec The Director of Governance noted that at the May 2024 Board meeting there was a suggestion that the relationship between Board members and the Exec could be formalised through a KPI to ensure that partnership working is in place. Following discussions at the triumvirate it was agreed that there are already good relations in place between the Chairs of Committees and Exec through their Committee work and the Exec has a good working relationship with all governors. With more opportunities for governors to come into the colleges these partnerships will build up and the Committee will continue to monitor this suggestion.</p> <p>The Committee agreed that there are two main areas of Board effectiveness, getting on with people and getting on with the role and for governors and the Exec this is about Board behaviours and decision making. A lot of work has been done over the last six months and is ongoing to put in place a framework to support the Board and the Exec (revised meetings</p>	<p>CEO</p> <p>Dir of Gov</p> <p>VCs Dir of Gov</p>

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	<p>schedule, cycle of business, review of statutory items and self-assessment processes, governor training and development and governor links scheme). The Board and the Exec are moving into an important time with the development of a new Strategic Plan and it was agreed it would be a good time to share a reminder about the benefits of Board/Exec relationships:</p> <ol style="list-style-type: none"> 1. The Board to recognise the importance of fostering a relationship with the Exec 2. Exec being proactive. Governors are the best consultants; they give free advice and have expertise so use them. Exec to know that it is important to work with your Board and take the no surprises approach 3. The Board to Illustrate the level of care – be supportive, listening sensitively, coaching, framing questions constructively not critically. Governors are not dictating to the Exec. It is about talking and sharing their experiences 4. Communication is key so there are no surprises. If a matter gives rise to concern the Chair or relevant Committee Chair to discuss 121 with the relevant Exec lead at an early stage. This helps to maintain trust and reinforce that each Exec voice carries equal weight 5. For Exec and the Board it is about being prepared that if things go wrong the Board and Exec work as a team, take ownership, lead well, do not blame and provide a response and not a reaction. <p>ACTION: The Director of Governance to share with the Board and Exec</p> <p>b. Governor training and development [action 9] The Committee noted that during 2023-4 training and development took place for governors and was reported to the May Committee meeting. Due to changes in governance personnel, there was not a consistent recording of governor activity and for 2024-5 the Director of Governance will ensure that a log of governor engagement and training outside of Board and Committee meetings comes to the Committee as a standing item alongside the attendance register. There is a requirement to report at year end on the training and development undertaken by governors and the governance professional.</p> <p>Governor training and development for 2024-5 A comprehensive schedule was circulated to the Board during the summer in response to governor’s request for more timely circulating of development opportunities. All sessions are included in the meetings schedule for 2024-5. ACTION: Sessions pending are learning walks and deep dives which will be available shortly from the Director of Quality and Academic Standards.</p> <p>ACTION: It was agreed that the proposed action in the Governance Improvement Plan for governors to attend three sessions a year as part of their governor development would be piloted for 2024-5</p>	<p>Dir of Gov</p> <p>Dir of Gov</p> <p>Dir of Gov</p>
10.	<p>Self – Assessment (action 12): The Committee noted at its last meeting that the duties in its terms of reference are limited to reviewing its own effectiveness against the terms of reference. It was agreed that the</p>	

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<p>Committee has a much wider responsibility in organising, monitoring, reviewing, analysing and following up on actions around self-assessment. Last year the Board has undertaken:</p> <ul style="list-style-type: none"> • An EGR • Committee reviews of effectiveness • Chair 121s with governors • Outgoing Chair review • Review of the governance framework <p>The Committee considered the analysis of self-assessment from the reviews and it was agreed that there is a lot of positive feedback and a number of common themes for development. It was agreed it is important that all areas for development are taken forward and that it is demonstrated to governors that action is being taken by the Committee to address any areas of concern. There were two comments related to Board behaviours and inaction and the Chair gave assurance that any areas of concern from governors or Exec members would be managed promptly going forward.</p> <p>a. Governor annual 121s with the Chair</p> <p>The Chair reported that all governors with the exception of Steve Bulley (session to be convened when Steve returns to the Board) and Debbie Marshall (non response) have engaged in meetings. The feedback is very positive and governors feel respected around the table and feel they can talk openly.</p> <p>A common theme was the number and length of papers with a lot of papers being descriptive and some needing more data. Feedback around accessing papers and the suggestion of a portal were raised. The CEO and Principal noted that we are a google college and it was agreed there should be an exploration of what is on offer before looking at an external portal. ACTION: A session on use of the google drive and its capabilities to be organised as a voluntary session for governors with Jason Thomas</p> <p>It was agreed that looking at Board portals at this stage was not necessary.</p> <p>The Chair reported that there had been a couple of incidences of governors feeling uncomfortable about the behaviours in the Boardroom and it was important this was addressed going forward and that governors feel comfortable in raising any concerns they have with the Chair or Director of Governance. There were some common themes about the level of contributions at meetings. The Committee considered the findings and agreed that a way to enable those who are not comfortable to speak up is very important as all governors have valuable contributions to make and should feel able to do so. ACTION: The Chair and Vice Chairs to look at ways to allow all members to contribute and if there should be an expectation to comment on at least one document in a Board or Committee meeting</p> <p>The Committee discussed the main themes raised around papers:</p> <ul style="list-style-type: none"> • Challenge to the volume of papers. Governors want to focus on strategic items and have time to debate. A suggestion is to focus on the strategic risks. Concern about the amount of time the Exec have to spend on drafting papers 	<p>Dir of Gov</p> <p>Chair/ Vice Chairs</p>

	Action
<p>The Committee agreed this was an important area to address for 2024-5. ACTION: The Vice Chair suggested that Committee chairs work with Exec to take this forward. It was agreed it is about being more succinct focusing on the strategic decision and providing governors with the big picture with short summary pages.</p> <p>The Chair gave the example of safeguarding and suggested drawing out the Group’s efforts and work around important risk areas such as mental health and benchmarking. Safeguarding assurance and compliance for the Board is important but this could be reported annually and by exception through the year.</p> <p>It was agreed that the Exec and managers are putting a lot of work and effort into providing the Board and its Committees with reports and it is about addressing this sensitively and supporting paper writers to provide reports that enable decision making and are efficient in size and the time taken to produce.</p> <p>b. Committee reviews of effectiveness</p> <p>The Committee considered the results from the survey.</p> <p>Results from the survey are positive with 100% of governors agreeing that:</p> <ul style="list-style-type: none"> • Membership and skills are appropriate and regularly reviewed and there is the right balance of governor/exec members with senior staff invited for relevant items • Committee chairs encourage full and open discussion • Meeting times fit with the cycle of business • Agendas include declarations of interests, meeting papers are sent out seven days before the meeting and reports are in an appropriate and effective format, minutes are sufficiently detailed and action points are recorded and followed up • The Committee considers relevant risks • The Director of Governance is independent • Governors feel able to make contributions and are listened to. <p>Impact over the last 12 months included:</p> <ul style="list-style-type: none"> • Leading on the recruitment of new governors • Overseeing the implementation of key governor roles • Agreeing the process for the recruitment of the Chair and Vice Chairs • Reviewing the performance of Senior Post Holders <p>Areas for improvement are:</p> <ul style="list-style-type: none"> • Governors disagreed that the Committee submits an annual report to the Board • Ensuring that the Committee is focused on key strategic/governance issues • Relevant risks to be more transparent <p>The Director of Governance will be taking forward actions from all the Committee reviews and actions will be reported to future Committees through the year.</p>	<p>Cttee Chairs</p>

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	<p>2. Self-assessment plan for 2024-5 [action 13] The Committee considered the suggested areas of self-assessment for 2024-5 and the following points were made:</p> <ol style="list-style-type: none"> 1. Annual skills audit – ACTION: it was agreed to undertake an audit once the new Strategic Plan discussions are underway to ensure the Board is auditing against the right skillset 2. Audit against the new Code – this included in the Governance Improvement Plan to complete by December 2024 3. Implementation plan from the EGR – this is included in the Governance Improvement Plan to complete by July 2025 4. Committee annual review of effectiveness (against terms of reference and strategic risks) to undertake in the summer term – it was agreed to work with the Audit and Risk Committee to look at the best way to review against risks 5. Chair and Director of Governance annual review to undertake in December 2024 6. Governor annual 121 appraisals. The Vice Chairs will support the Chair next year to carry out in the summer term 7. Case studies through the year to review the Board’s involvement and impact on a specific item of business. It was agreed this may be a useful addition to the core self-assessment processes and would be looked at if time allowed. These would be short reviews conducted by the Director of Governance with input from relevant governors and Group staff. Case studies could include the processes for the new Strategic Plan, assessing against the revised governor link scheme, the induction of new governors. It was agreed that the reviews would be useful to support improvements in governance, highlight areas for improvement and are excellent evidence for external agencies <p>ACTION: The Director of Governance to take forward the agreed self-assessment processes for 2024-5</p>	<p>Dir of Gov</p> <p>Dir of Gov</p>
11.	<p>Board and Committee membership and succession planning</p> <ol style="list-style-type: none"> 1. Board Membership and terms of office The Board has 13 external governors and 11 of the 13 independent governors are in their first term of office. At the request of the Committee all governors reaching the end of their first term of office in 2025 have been contacted and would like to continue, or are yet to decide but have no intention to step down. One governor is actively looking for a governor role closer to home. 2. <i>Confidential item until Board</i> <p>Student governors</p> <ul style="list-style-type: none"> • Student governors have been inducted by the Director of Governance and are looking forward to their governor roles. • The outgoing Student Governor was provided with a testimonial and reference and thanked the Board for the opportunity last year. • The Vice Chairs are taking up the role of support for the Student Governors this year. The Vice Chair noted that this is an opportunity to work with the students 	

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	<p>around bringing the student voice to the Board and supporting them with the paperwork from the Board. Meetings are scheduled the week before the Board for the year</p> <ul style="list-style-type: none"> • ACTION: The Committee noted that the Student Governors this year are studying at NNC and Dearne Valley college so it will be important to hear the views of students from Rotherham College and the University Centre during the year and the Vice Chairs will work with the students on this • Both Student Governors are in their final year so will step down after the June 2025 Board. ACTION: It was agreed that the Director of Governance will work with Student Services on a May 2025 election again so that the incoming students can work with the outgoing Student Governors and attend the summer Board meeting as observers as part of their induction. <p>Staff Governors</p> <ul style="list-style-type: none"> • The Vice Chairs reported that Staff Governors will be given the same opportunity as the Student Governors with the Vice Chair(s) meeting with the Staff Governors in the week prior to Board meetings. <p>12. Committee membership</p> <p>The Committee noted that membership was approved by the Board last year for 2024 -5. Areas the Committee would like to monitor are the Audit and Risk Committee (small membership) and Quality and Standards Committee (large membership of governors and management). This work will be ongoing through the year and membership is included on the Committee agendas for the Committees to review and discuss.</p> <p>13. Vice Chairs of Committees</p> <p>ACTION: The Committee considered whether it would be useful in terms of governor development, support for the Chair and succession plan to offer the opportunity Vice-Chairs on Committees. The Director of Governance to take forward with Chairs.</p> <p>14. Co-opted governor appointment</p> <p>The Committee noted that Sharron Blackburn is stepping down as an independent governor after the Board meeting on the 9 October. Sharron is currently Chair of Audit and Risk Committee, a member of the Search and Governance Committee, a member of the Capital Projects Steering Group, link governor for MIS and has regularly joined appointment panels. The Committee considered the skills gaps this will leave. The recent recruitment campaign is recommending to the Board a candidate for the Chair of Audit role and is also recommending candidates with financial estates expertise.</p> <p>RESOLVED: The Committee recommended to approve Sharron Blackburn as a co-opted governor effective from 10 October 2024 for a renewable term of one year</p> <p>15. Second term of office appointment</p> <p>[Jenny Worsdale left the meeting 17.40]</p>	<p>Vice Chairs</p> <p>Dir of Gov</p> <p>Dir of Gov</p>

Item	Action
<p>The Vice Chair chaired the meeting and the Committee considered the skills, contribution, commitment and attendance for Jenny Worsdale. It was agreed that Jenny is an excellent Board member, has relevant skills and experience, had transitioned well into the Chair of the Board role and works well with the Executive team and managers.</p> <p>RESOLVED: The Committee recommended to approve a second term of office as an independent governor for Jenny Worsdale effective from 24 November 2024 for a four-year term.</p> <p>The Committee considered the workload and responsibilities and risks of the Chair who Chairs Quality and Standards Committee, Chairs (on rotation) Search and Governance Committee, sits on Finance and Resources Committee and is link governor for safeguarding.</p> <p>ACTION: It was agreed to include an item on delegation of governor responsibilities at the next meeting [Jenny Worsdale returns: 17.49]</p> <p>16. Standing Orders and determination of numbers</p> <p>The Board currently has a determined number of up to 15 independent governors in its Standing Orders.</p> <p>It currently has 13 governors so has two vacancies.</p> <p>There will be a further two vacancies with Sharron Blackburn due to step down in October and Heather Barnett in November (leaving 11 governors).</p> <p>Due to the timings of governors stepping down the Committee and the number of governors the panel has recommended for appointment there was a discussion about a change to the determination of independent governors in the Standing Orders.</p> <p>RESOLVED: The Committee recommended to approve an increase in the determination of independent governors in the Standing Orders to 17</p> <p>Skills audit</p> <p>The Director of Governance noted that the Board is due to undertake a skills audit in September 2024. It is proposed that this is deferred until new governors are in role and discussions have taken place around the new Strategic Plan, the future direction of the Group and the skills required to drive the Plan forward. The Committee agreed that there is a clear picture of the current skills of the Board to mitigate any risks around delaying this process. ACTION: To review timings at the next meeting for the skills audit</p> <p>17. Governor appointment recommendations from the Selection Panel</p> <p>The panel reported on a successful day of interviews for new governor roles. Due to the high calibre of candidates and skills relevant to the Board and the Committee five candidates are recommended for approval. The brief to the DfE for funded Peridot search and recruitment was for three governor roles – Chair of Audit and Risk Committee, estates/large local employer and student facing role. The fee for recruiting an additional two governors from Peridot is £5000 plus VAT. It was agreed that this was good value for money for the level of skills and expertise the Board would gain and was significantly below costs if the Board were to go out to market with an external recruiter.</p>	<p>Dir of Gov</p> <p>Dir of Gov</p>

Item	Action
<p>The panel updated on the recommended appointments as follows:</p> <ul style="list-style-type: none"> • Chair of Audit and Risk Committee – the candidate is a qualified accountant with a career in the NHS and a focus on effective financial oversight and governance. She has worked as a Chief Finance Officer and Director of Financial Transformation and has expertise in governance frameworks and financial controls • Estates/large business – the candidate has a career in the NHS in estates and facilities, leading on a number of large scale capital projects, and has experience of attending trust boards and committees and is an EDI and T Level ambassador, health and wellbeing advocate and a lead for the NHS long term workforce plan. She has held voluntary positions of trust including being a counter fraud champion and National Chair of the Health Estates and Facilities Association. <p>The panel updated on the candidates and the rationale for the additional candidates as follows:</p> <ul style="list-style-type: none"> • <i>Confidential item until Board.</i> The recommended candidate is a qualified accountant who has worked across education and the not-for-profit sector and has a lifelong commitment to EDI. He is also has experience of audit and risk committees from a management side • Two excellent candidates were interviewed for the student facing role with very different backgrounds. One is HE focused with a career in strategy, innovation and policy implementation and one has a career in student experience, student support and SEND <p>The panel feels that the additional candidates would fit well into the current Board membership and future proof the Board in terms of skills. A request from the panel was for candidates with a good knowledge of the local area. All candidates were from Rotherham and Sheffield and Retford.</p> <p>A remit to Peridot from the DfE was to focus on increasing the diversity on Boards as part of their search and recruitment scheme. ACTION: An EDI monitoring form will be completed by new governors on appointment and the Board’s profile updated to support succession planning discussions.</p> <p>RESOLVED: The Committee agreed with the panel’s recommendations to the Board for five appointments to independent governor roles for a four-year term of office effective from 10 October 2024, subject to DBS checks and declarations of eligibility:</p> <ol style="list-style-type: none"> 1. Hayley Tingle independent governor and Chair of Audit and Risk Committee 2. Kay Mulcahy independent governor and member of Finance and Resources Committee. Additional suggested Health and Safety link governor 	<p>Dir of Gov</p>

	Item	Action
	<p>3. Sohil Zokari – independent governor and member of Finance and Resources Committee. Additional suggested EDI link governor</p> <p>4. Simon Ashton – independent governor and member of Quality and Standards Committee. Additional suggested SEND link governor</p> <p>5. Louise Woodcock – independent governor and member of Quality and Standards Committee. Further discussion about HE focus and link role</p> <p>Induction and start date It was agreed that the new governors’ first meeting would be the Strategy Day on the 22 October. ACTION: The Chair, Vice Chairs and CEO and Principal to work with the Director of Governance to ensure that tours of the colleges, meetings with the Exec team and mentor opportunities are all in place. ACTION: The Committee will receive an update on the new governors’ induction and progress at the next meeting. The new Chair of Audit and Risk will join this meeting and can provide a view on the process.</p>	
18.	<p>Attendance for 2023-4 The Committee considered the attendance register for 2023-4. <i>Confidential item.</i> Key points around attendance included:</p> <ul style="list-style-type: none"> • 11 out of 18 governors have attendance of over 80% • One of the student governors’ Daniel Gregory’s attendance is high at 90% (across Board and Committee) • The Chair and Committee chairs attendance is consistently high at both Committees and Board (between 96%-100%) • The CEO’s attendance is excellent at 100% • Committee attendance, with the exception of the Capital Projects Steering Group, is very high and above sector average • Areas of concern: One student governor last year. Early engagement with the new student governors has been positive and the Vice Chairs are leading on student governor support <i>Confidential item</i> • A number of governors do not meet the 80% target for attendance but no trend or concern to report to date. The hope is that compliance with targets will improve during 2024-5 due to earlier circulation of meeting dates, a reduction in the number of Board and Committee meetings, a commitment to reducing the number of extraordinary meetings unless necessary and a wider range of governor development opportunities that are voluntary. 	
19.	<p>Board budget –2023-4 and budget for 2024-5 The Committee noted that at the 14 May 2024 Committee the governance budget for 2024-5 was agreed as appropriate. The Director of Governance monitors the budget and receives regular updates from Finance. The budget is overseen through the year by the Director of Governance, Chair and CEO as part of the triumvirate meetings.</p>	

	Item	Action
	The Committee noted that the Board budget for 2024-5 is £12,400 and reviewed the previous two year's budgets for benchmarking.	
20.	<p>Board strategy days – The Chair and CEO and Principal provided an update on the upcoming strategy day on the 22 October 2024. This will be the launch of discussions on the new strategic plan and the 19 March 2025 half day will check in on progress against the plan. The Final Plan will come to the June 2025 Board for approval.</p> <p>The plans for the 22 October 2024 day are to look at the landscape and what that means for the Group, the local community and regional demands. A speaker from the Greater Manchester devolved authority is joining to reflect on their experiences alongside more local colleagues. The afternoon will be for Board discussion.</p> <p>Dates are: 22 October 2024 09.00-17.00 – Leopold Hotel Sheffield 19 March 2025 13.00-17.00 – Boardroom UCR</p>	
21.	<p>Any other items There were no items raised.</p>	
22.	<p>Date of next meetings: Wednesday 27 November 2024 (Remuneration) Wednesday 22 January 2025 Monday 12 May 2025 All 17:00-19:00</p>	

Meeting closed: 18:15