



SEARCH, REMUNERATION AND GOVERNANCE COMMITTEE CONFIRMED MINUTES

Date: 11 February 2019
Venue: The Boardroom, City Campus, the Sheffield College
Present: Chris Linacre, Chair
Ian Falconer
Angela Foulkes (except for agenda item 17)
Michelle MacDonald (except for agenda item 17)
Seb Schmoller
John Timms
In attendance Alison Shillito, Clerk to the Corporation

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Action by whom when

1. Apologies for absence

Jay Bhayani and Beri Hare. The meeting was Quorate

2. Declarations of Interest

Michelle MacDonald declared a standing interest as a staff governor. The Committee agreed that it was appropriate for Michelle to participate in discussions about the framework for Senior Post Holder (SPH) appraisal and pay but not to vote. She would withdraw from discussion of remuneration of individual SPHs.

Angela Foulkes, Chief Executive and Principal (CE/P) declared a standing interest as a College SPH. The Committee agreed that the CE/P was not required to withdraw from discussions about the framework for SPH appraisal and pay but was not permitted to vote. The CE/P would withdraw from the meeting for discussion of the remuneration of individual SPHs except as required by members to provide information.

Alison Shillito, the Clerk, declared a standing interest as a College SPH. The Committee agreed that the Clerk would withdraw from the meeting for discussions about her own remuneration and would attend to provide advice and note taking of other discussions as required by the Chair.

3. Minutes of the meeting on 8 October 2018

The Committee approved the minutes of the meeting held on 8 October 2018 as a true record. The Committee approved the confidential minutes with a correction to the first sentence, clarifying that the College had received enquiries from the individuals mentioned.

4. Matters Arising and Action Record

4.1 Minute 18/1/10 refers: Governor Engagement Plan

The CE/P reported that she had contacted governors about opportunities on a targeted basis and had received a good response.

Governors were asked to complete a short feedback report on their engagement and there would be a report back to the next meeting.

4.2 Minute 18/1/10 refers: link governors

The Committee noted the resignation of Jane Jones resulting in a vacancy for the Equality, Diversity and Inclusion link governor. The Chair of Governors agreed to circulate a request for a volunteer for the role.

Chair of
GB March
 2019

4.3 A&RA Committee Minute 18/4/7.3: Apprenticeships

The Committee noted that the Audit and Risk Assurance Committee had referred an action to consider how to coordinate a detailed review of apprenticeships, a topic that spanned all the committees.

It was noted that since this had been raised, there had been a presentation on apprenticeships to all governors at the Governor Strategy Event. In addition, there had been a detailed discussion on the action being taken to improve apprenticeship training quality and achievement.

The Committee agreed that the quality issues were matters for the Executive Team to address reporting to the Teaching, Learning, Quality and Student Experience (TLQ&SE) Committee.

The Committee agreed that the action was closed.

5. **Committee Chairs' Feedback**

5.1 TLQ&SE Committee

The Committee noted that the Chair of TLQ&SE Committee had sent comments reiterating her view that the first two Governing Body meetings had not sufficiently reflected the importance of teaching and learning issues.

5.2 Members agreed that quality improvement at the heart of everything remained the college's most important strategic priority. In discussion, governors identified and agreed the following actions to ensure that teaching, learning and quality issues were given due prominence by governors.

- Chief Executive and Principal's (CE/P) report to include a prominent section on teaching, learning and quality improvement with supporting KPIs from the committees.
- Re-structure Governing Body agenda to give committee chairs an opportunity to talk about their committee's work at beginning of each Governing Body meeting.
- Teaching, Learning and Quality presentations at the beginning of TLQ&SE Committee to which all governors are invited.

6. **Membership Report**

6.1 Seb Schmoller, Chair of Governing Body declared an interest in the search for and appointment of a new Chair. The Committee agreed that it would be helpful for the Chair of Governors to remain in the room and participate in discussions about the process for identifying a new Chair but not be a member of the search and selection panel.

6.2 **New appointment**

The Committee received a report on the membership profile. It was noted that a vacancy created by the resignation of a governor in early

January had been filled by one of the candidates interviewed in December 2018. The appointment had been confirmed by correspondence with all governors as follows.

- Peter Brooks was appointed as a governor with effect from 23 January 2019 for an initial term of two years, terminating on 22 January 2021, at which time he would be eligible for re-appointment. The Clerk has completed the required checks.

The Clerk to complete pre-appointment checks and arrange governor induction. Clerk March 2019

6.3 Existing members coming to the end of the current term of appointment

As a result of the Chair of Governors' one to one meetings with the governors whose initial term of appointment is due to expire in July 2019, the Committee recommended approval to Governing Body of the following re-appointments:

- Gwyn Arnold be re-appointed for a further term of two years, terminating on 31 July 2021, at which point Ms Arnold would be eligible for re-appointment for a term of up to four years; and
- Dr Beri Hare be re-appointed for a further term of two years, terminating on 31 July 2021, at which time Dr Hare would be eligible for re-appointment for a term of up to four years.

6.4 Governor recruitment

The Committee noted that Jay Bhayani had indicated her intentions to retire as a governor at the end of her current term of office. Therefore the Committee would be seeking to fill one vacancy. The recruitment process would seek to replace the legal expertise that Jay has brought to the Governing Body. The Committee asked the Clerk to:

Clerk March 2019

i) circulate an advert for a new governor that highlighted that the board was seeking to increase the diversity of its membership and ideally would want to appoint a practising lawyer.

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ii) contact the two people who were interviewed in December but were not appointed to let them know about the recruitment and ask them if they wished their application to be taken forward.

6.5 Membership risks

The Committee noted that the succession plan showed that several governors with board roles would be coming to the end of their maximum term of office in July 2020 including the Chair of Governors, Chair of SRG Committee, Chair of FEGP Committee and a Vice-Chair. It was agreed that the search arrangements to fill the upcoming governor vacancy should also prioritise seeking candidates who had demonstrated board/committee leadership capabilities for appointment in 2020/2021

6.6 Process to identify a new Chair Designate

The meeting agreed that the Committee should use a structured search to identify a new Chair Designate. The search would include identifying potential external candidates but also make it clear that internal candidates should put themselves forward to be included in the selection process. The Clerk agreed to convene a meeting with the

Chair of SRG Committee and at least two other members (depending on availability) to consider the process and arrangements within the Instrument and Articles of Government. Clerk April 2019

7. Staff Governor Elections

7.1 The Committee noted that Saleem Rashid would reach the end of his current term of appointment in July 2019. The Clerk introduced the paper detailing the process for running an election for the staff governor nominated and elected by teaching staff.

7.2 Members commented that the lead times for some aspects of the process should be shorter – no more than 3 - 4 weeks for the nominations process and then a short ballot period of 5 working days. The Clerk reported that she had been investigating the cost of moving the process online. The Chair of Governors proposed that the outcome of the election should be on the basis of a Single Transferable Vote.

7.3 The Committee agreed:

- Clerk to sharpen the election process with shorter lead times, ideally to complete within a half term Clerk March 2019
- Clerk to commission electronic voting, subject to cost being met from within the Clerk's existing budget Clerk March 2019
- Election to be based on a Single Transferable Vote system, this was agreed subject to moving to an electronic ballot. Clerk March 2019
- Chief Executive and Principal to consider and confirm what, if any, remission from teaching timetable is permitted for the teaching staff governor. CE/P April 2019

8. Strategy Events

8.1 The Committee noted that six governors had provided written feedback on the January Strategy Event. The written feedback received had largely been positive about the event but it was reported that some governors had given verbal feedback that the event had been backward looking and not sufficiently strategic and ambitious.

8.2 Members commented on the event as follows:

- the event agenda had been driven by the issues that governors had said they were anxious about;
- It had been useful to see the whole Executive Team together, some of whom were relatively new to the College. Their presentations had been very useful;
- there had been a shared sense of where the college is going and how we get there.
- the June 2019 event should be more external, strategic and forward looking.

8.3 The Clerk agreed to convene a meeting of the Chair, the Chief Executive and Principal and at least two other members (depending on availability) to consider the programme for the June Strategy Event. Clerk April 2019

9. Governor Training Plan

9.1 The Committee received the report and governors commented as follows:

- i) the timeline for induction may be too demanding – it needs to be

flexible for busy people.

- ii) College needs to make clear its expectations on governors at Expression of Interest and at interview stage.
- iii) Managers' Toolkit sessions - the Toolkit is operational training for senior leadership training; they are multiple deliveries of the same session and governors should only book onto one. Some sessions will be more relevant to governor role than others. Clerk to take the tool kit training out of the plan and circulate details of relevant sessions to governors separately with an explanation.

9.2 The Committee recommended approval to Governing Body of the plan subject to the changes agreed. Clerk March 2019

10. Governor Self-assessment Policy

10.1 The Clerk presented the draft policy, codifying the arrangements originally proposed by the Governance Task and Finish Group, most of which had been piloted in Summer 2018 in the review of 2017/18.

10.2 The Committee commented as follows:

- There were concerns about adding additional meetings to the role of Committee Chair. Chairs are responsible for ensuring there is a review at the end of each meeting and they ensure, with the Clerk, there is an annual review. It was agreed that an annual 1:1 meeting between the committee chair and each member was duplicating effort and should be removed from the draft;
- Should be clear that the outputs of the process are Self-assessment, Governance Improvement Plan and Governor training plan;
- Policy is quite process driven when it needs to be about outputs i.e. what we should be doing differently or better.

10.3 The Chair agreed to review the draft with a view to simplifying and making it more manageable. Chair Feb 2019

11. AoC Remuneration Code and Pay Framework for Chief Executive and Principal and Senior Post Holders

11.1 The Committee received the paper, proposing changes to current SPH pay arrangements. The main changes were:

- Removing the non-consolidated discretionary bonus facility, as the current arrangement was complicated and benchmarked against a small group of colleges, changing annually depending on which completed the AoC survey.
- Introduce a scale for each post.
- Removing the broad discretion that could act unfairly.

11.2 Members commented

- i) The opportunity for a non-consolidated bonus can be helpful as it reflects the year that it rewards. The Chair said the Committee should have the facility to consider a non-consolidated payment in exceptional circumstances, however this would have to be done fairly and within the principles of the AoC Remuneration Code
- ii) Members asked if implementing annual pay uplifts from 1 February was common. The CE/P said that it was not common in the sector.

The annual pay review date for other staff at the Sheffield College was November. The Committee agreed that the College should seek to move to a consistent annual pay review date across the workforce and the following change to wording was recommended:

'Any pay changes to SPH pay will normally be implemented with effect from the same date as other staff pay changes are implemented.'

- iii) There should be consultation about the proposals with the individual SPHs affected.
- iv) Underpinning premise has to be affordability. Settling the outstanding pay award with other staff groups is already stretching the budget. The College is looking at the non-pay rewards and benefits to ensure they are fair and transparent.

11.3 The Committee approved the report including the adoption of the AoC Remuneration Code on a 'comply or explain' basis, subject to the change above. It was agreed that this should be reported to Governing Body for information.

12. Appraisal framework for Chief Executive and Principal and Senior Post Holders

12.1	The Executive Director of HR and Organisation Development reported that the Chair of Governors and CE/P were using the Go Further Review with performance assessed against a balanced scorecard. The documentation for SPH Appraisal Framework was near to completion and would be shared with members as soon as possible.	EDHROD	March 2019
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13. Draft meeting schedule and cycle of business for 2019/20

The Committee noted that work was in progress on the schedule for 2019/20 and the outline schedule for 2020/21. Proposals would be circulated to Committee Chairs for consultation and the Board.	Clerk	March 2019
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14. Board Confidentiality Policy

This item was deferred to the next meeting.	Clerk	June 2019
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15. Private meeting of the SRG Committee

15.1	The CE/P and the Staff Governor withdrew from the meeting. The remaining members discussed the detailed proposals for SPH remuneration. The confidential minutes were subsequently withdrawn and the Clerk was requested to reconvene a private meeting of SRG members following further work on the proposals and consultation with the SPH staff affected by the changes.	Chair Clerk	March 2019
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16. Date of next meeting

17 June 2019