



SEARCH, REMUNERATION AND GOVERNANCE COMMITTEE CONFIRMED MINUTES

Date: 11 May 2022
Venue: New Boardroom City Campus

Clerk to the Corporation
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Present: John Mothersole (Chair)
Gwyn Arnold (Vice Chair and Chair for part of item 7)
Ian Falconer
Angela Foulkes
Beri Hare (attended by videoconference)
Stephan Hollingshead
Saleem Rashid (attended for videoconference)

In attendance: Alison Shillito, Governance Advisor and Clerk to the Governing Body (Clerk)
Francesca Cliffe, Executive Assistant, note taker

by whom **by when**

22/1/1 **Welcome, introduction and apologies**

- 1.1 There were no apologies. The members attending by video conference confirmed they could hear and see the meeting. The meeting was quorate

22/1/2 **Declaration of interest**

- 2.1 The committee noted the standing declarations in relation to agenda items and agreed the following actions.
- a) Ian Falconer and Stephan Hollingshead in relation to reappointment of governors in item 5. The committee did not require Ian and Stephan to withdraw from the meeting but they would not count in the quorum nor be able to vote on their respective re-appointment.
 - b) The staff governor in relation to Staff Governor Elections in item 5. There was no committee vote proposed. Saleem did not need to withdraw from the meeting but he would not count in the quorum for discussion of that part of the item.
 - c) The Chair in relation to chair's 360 feedback and appraisal in item 7. The Vice Chair would chair the meeting for this part of item 7. The committee thought it would be helpful for the chair to remain in the meeting and participate in the discussion but he would not count in the quorum nor be entitled to vote should a vote be required.

- d) Chief Executive and Principal (CEP) for item 10, SPH Disciplinary Policy. The CEP would not count in the quorum nor vote on the SPH Disciplinary Policy. It was noted that the Clerk was also subject to the policy. The Clerk was not entitled to vote and was not required to withdraw for item 10.

22/1/3 Minutes of the last meeting

- 3.1 The committee confirmed the minutes of the meeting held on 3 November 2021.

22/1/4 Matters Arising and Action Record

- 4.1 Minute 20/2/5: ambassador role of governors, it was noted that partnerships were increasingly seen as critical for colleges and this was a potential area for governor development. The Chair was part way through his 1:1 meetings with governors and this was an aspect of contribution he was discussing with those governors best placed to advocate for the college externally.
- 4.2 Minute 20/3/9.2: Governor mandatory training, this action referred to the backlog of incomplete mandatory training. The Clerk reported that the backlog had been cleared and only new members were still completing mandatory training. The committee agreed to mark this action as complete.
- 4.3 Minute 21/3/9.3: Governor use of college IT accounts this had been omitted from the action record and should be added. The Clerk reported that she had contacted new and existing members but there had been compatibility issues for members trying to access multiple exchange accounts on the same device. There were proposals in item 6 to address this.

ACTION add the action to the Action Tracker and continue to work with individual governors to resolve issues.

Clerk 31/7/22

- 4.4 The committee received the update, noted actions in progress and agreed to add or close actions as above.

22/1/5 Membership Report

- 5.1 The Clerk presented the membership report. It was noted that the Governing Body (GB) did not have any vacancies at the time of the meeting but there would be at least one with the retirement of John Timms in July 2022. The Search Panel was already seeking to strengthen the membership of the Teaching, Learning, Quality and Student Experience Committee (TLQSE) with an additional governor with leadership experience in the FE and skills sector. Some of the discussion is recorded in a separate confidential minute to ensure personal data privacy.

Governor recruitment and search strategy

- 5.3 The committee agreed that further action was needed to identify suitable potential candidates as future Chair and Vice Chair of TLQSE Committee. The nature of the roles meant that

candidates should be able to attend college regularly for meetings and learning walks. Potential sources of candidates suggested were:

- Serving principals at colleges from outside the region (to reduce potential conflicts of interest) who lived within commuting distance of the college
- Local head teachers and multi academy trust leaders.

ACTION

Ask members for possible contacts and, if necessary, request quotes for specialist search support.

Clerk 27/5/22

- 5.4 It was noted that there was one candidate who had been provisionally shortlisted before Christmas but had not met with a selection panel. The committee agreed that setting the date should be candidate led and panel membership did not need to be restricted to members of Search, Remuneration and Governance Committee (SRG). The committee authorised the Chair to approve Search Panel membership.

ACTION

Convene a panel meeting with the Chair and one or two other members to interview one candidate.

Clerk 31/5/22

Governor re-appointments

- 5.5 The Chair reported that he had met with Ian Falconer and Stephan Hollingshead for their individual governor review meeting. The Chair supported their re-appointment for a second term of four years. It was noted that another governor was also due to come to the end of their initial term in July 2022. The review meeting was arranged and it was agreed that the Chair should make a recommendation to the GB after that meeting.

- 5.6 The committee recommended approval to the GB:

- re-appointment of Ian Falconer as a governor for a second term of four years from 1/8/2022 to 31/7/2026
- re-appointment of Stephan Hollingshead for a second term of four years from 1 August 2022 to 31 July 2026.

The committee also agreed that the process for reviewing members prior to re-appointments should include an opportunity for the Chair to receive any relevant information or comment from ELT members.

ACTION update the Governor Appointments and Re-appointments Policy and Procedure for re-approval at the next review point.

Clerk 13/7/22

5.7 Staff governor election update

The Clerk reported that nominations for staff governors had closed on 10 May 2022. She had received five nominations, four of which were in the FE Teaching and Learning category. An online ballot was scheduled for 13-29 June to elect two staff governors.

5.8 As there was only one nomination received in the Business Support category, the Chair (under Standing Orders clause 17.5), confirmed approval of the re- appointment of Holly Anderson, Head of Marketing and Communications, as a staff governor from 1 August 2022 – 31 July 2024.

5.9 GB Committee Memberships 2022-23

The Clerk presented draft proposals for GB committee memberships for 2022-23. It was noted that the Chair was in the process of meeting members individually and confirmation should await the outcome of meetings.

ACTIONS confirm committee memberships and circulate meeting invites for 2022-23 as soon as possible	Chair/ Clerk	31/5/22
Arrange a nomination process for a new GB vice-chair	Clerk	22/6/22

Link Governor roles 2022-23

5.10 It was noted that there remained vacancies for some link governors and some members had more than one role. It was agreed that the Clerk should review the list of link governor roles to ensure it:

- a) included essential roles (where sector regulations or guidance expected or mandated a board lead),
- b) addressed the college’s most important priorities, where a link governor would add value and assurance.
- c) complemented and did not duplicate the role of the committee chair.

It was also commented that, ideally, a link governor should be a member of the committee with the assurance responsibility for their linked area/theme.

ACTIONS

a) draft a diagram showing how link governor roles align to college structure and committee memberships.	Clerk	6/6/22
b) Consult with ELT and committee chairs about the potential burden and benefits of supporting link governors to ensure the scheme is properly implemented.	Clerk	14/6/22
c) final list of Link Governor roles for CEP to confirm support and approval by the Chair outside the meeting.	Chair/ CEP	6/7/22

22/1/6 Governance Report

6.1 The Clerk introduced the report covering:

- governor training update
- governor Training and Development Plan 2022-23
- progress on the Governance Development Plan.

6.2 The committee considered the report. The focus of the discussion was on board level training for 2022-23, ensuring it was targeted on college priorities, manageable for members and

likely to have a positive impact on decision-making and the college. The committee agreed:

Governor breakfast/enrichment sessions: these had been well received and useful for new governors to meet staff and other governors and find out about some of the college's showcase areas. These should continue termly in 2022-23.

Whole board training: two knowledge enhancement twilight sessions focusing on sustainability and stakeholder engagement (including the new statutory duty to ensure the college is meeting local skills needs) and the morning of the GB Strategy Event focused on board development, behaviour and culture.

Individual governor training, the Clerk would arrange access to the ETF Governor Development Programme modules and publicise these to governors with the other opportunities for external networking and development. The board would review governor take-up and feedback before determining whether to invest in a licence for 2023-24.

Expectation, not every governor would be able or would need to do everything but the programme above would provide something suitable and accessible for everyone.

- 6.3 The meeting also discussed the difficulties that some members were having accessing their college IT accounts. The Clerk said that she was drafting the specification for a governance portal and had looked at a couple of products recommended by other clerks. A member suggested that she should consider the Convene portal. The Clerk had to liaise with the IT department to finalise the scope and ensure the college could support the product. Ian Falconer and Stephan Hollingshead agreed to assist with testing the user experience of potential products.

6.4 **ACTIONS**

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|---|---------|---------|
| a) include dates for 2-3 twilight governor training sessions in the 2022-23 governance calendar for training on college sustainability, the new duty to meet local skills needs and appeal panel members. | Clerk | 31/5/22 |
| b) register governors for access to the new ETF Governor Development Programme and promote new committee chairs' networks to relevant members. | Clerk | 30/6/22 |
| c) liaise with IT Team to finalise specification for a governance portal. Include Ian and Stephan in testing or viewing potential products against the specification. | 31/7/22 | 31/7/22 |

22/1/7 Policy review: Instruments & Articles and Standing Orders

- 7.1 The Clerk presented the periodic review of the Instrument and Articles of Government (I&AG) and Standing Orders. This had been informed by the latest sector legal guidance on the Instrument and Articles of Government for FE Colleges provided by Eversheds Sutherlands. As a result of the review, the Clerk proposed minor amendments to:

- remove some definitions and references that were obsolete or not adopted by the college
 - simplify the definition of “meetings”, as per the guidance;
 - remove the emergency measure allowing a reduced quorum, which had been approved in March 2020 to manage the board risks of Covid-19. The measure had not been used.
- 7.2 It was noted that the college’s I&AG included restrictions on student governors under the age of 18 years participating in certain financial decision-making. The Clerk reported that the Department for Education (DfE) had been recommending to colleges that they remove such restrictions. The AoC, Charity Commission and DfE were discussing this to ensure the implications were fully considered. The Clerk was awaiting the publication of agreed guidance prior to proposing changes.
- 7.3 The committee considered the review and agreed that the amendments proposed were sensible, relatively minor, and did not require further consultation. The committee recommended approval to the GB of the changes to the Instrument and Articles of Government and the Standing Orders in the annotated documents appended to the report. It was noted that the next periodic review would be in 2023-24 or sooner should there be changes to relevant laws or regulations.

22/1/8 Annual Self-assessment 2021-22

- 8.1 The Clerk presented the report on three of the components of the Annual Self-Assessment process
- a) compliance with the Code of Good Governance for English Colleges (the AoC Code)
 - b) SRG Committee self-assessment 2021-22
 - c) Results of Chair’s 360 feedback.
- 8.2 **Compliance with the AoC Code**
- At the last meeting, the committee had agreed that the college should be testing its compliance against the September 2021 version of the Code. The Clerk reported that she had completed the gap analysis but there was further work to do on the college’s position against the new, more challenging “must” statements for
- reporting on Corporate Social Responsibility and community engagement,
 - oversight of how the college is meeting the needs of SEND students,
 - Equality, Diversity and Inclusion, environmental sustainability and effective governance structures and review.
- 8.3 The committee considered the gap analysis and the main points of the discussion were:
- Many of the changes to the Code fit neatly with policy/strategy developments where governors are keen

for progress. So using the Code to support the pace progress would be beneficial.

- The recent external assessment and work done on its recommendations gave members confidence that the GB is governing effectively. The board should prioritise meeting new “should” statements where they fit with the overall college strategy or underpinning strategies such as for sustainability where governors want to enhance college performance.
- Members noted that periodic external review of governance was a “must” rather than a “should”. The college had benefited from such a review in 2020-21 and had already committed to commissioning the next external review to report by December 2023.

8.4 The committee noted progress on the self-assessment against the AoC and agreed the gap analysis as the basis for further work.

ACTIONS:

Complete the review against the September 2021 version of the AoC Code of Good Governance in time to report to GB in July.

Clerk 6/7/22

In 2022-23, Principal's Report to GB to include updates on meeting local skills needs.

CEP 13/7/22

8.5 SRG Committee self-assessment 2021-22

The committee considered the draft report and discussed its performance as follows.

Meeting frequency there had been a relatively long gap since the November meeting. The clerk said that there was normally search activity during the spring term. The committee agreed to plan two main meetings per year but some members might need to come together (on a candidate led basis) in search mode to fill upcoming vacancies.

Committee Terms of Reference, the committee confirmed that these remained appropriate and agreed to recommend them to GB for approval in 2022-23.

Membership, the committee agreed to recommend to GB that the current constitution and membership remained appropriate for 2022-23.

8.6 The committee considered the draft report and agreed that in 2021-22, the committee fulfilled its terms of reference and had a positive on the college by ensuring the following.

- governor vacancies are filled with suitable people and there is orderly succession planning. This ensures future sustainability so that the college would continue to be well governed in the future.
- The college has an adequate and effective governance framework, one that is accountable with effective stewardship of college resources.

- Senior post holders are appraised effectively and remunerated fairly within the requirements of the AoC Code of Good Governance and the CUC Senior Staff Remuneration Code so that the college is run in line with its values and remuneration is transparent.
- Compliance with the Code of Good Governance is kept under review, including external review, so that governance is effective, value for money and continuously improves.

ACTIONS

- SRG Self-Assessment to be updated with information from the discussion and included in the Governance Self-Assessment Report for adoption by GB and consideration by Audit and Risk Assurance Committee
- Improvement actions identified in the review of compliance with the AoC Code to be added to the Governance Development Plan or the GB workplan as appropriate.

8.7 Chair's 360 feedback and appraisal

The Vice Chair chaired this part of the meeting. The Chair left the meeting briefly while the Clerk shared a comment made by one respondent who had indicated that their comments should not be shared with the chair. The comment related to an improvement area for the whole board rather than the chair and should be covered by the improvement actions resulting from the analysis of the AoC Code.

8.8 The Clerk reported that she had issued the questionnaire approved by the committee and 14 out of a possible 16 members had responded. All questions had received positive ratings of at least 80% agree or strongly agree. The questions with neutral ratings tended to be accompanied by comments that members did not know how the chair carried out certain functions such as ensuring effective communication between the board and its stakeholders or demonstrating the college's commitment to equality, diversity and inclusion.

8.9 The committee considered the appraisal as follows.

- The feedback endorsed that the transition from the previous chair to the current chair had gone smoothly and members had high regard for the new Chair.
- Neutral or lower agreement ratings did not mean that a function was not done or not done well but it might not be visible to all members. The Chair suggested to improve transparency, he would write a termly newsletter to members updating them on governance and his activities as chair, inviting more regular feedback their views.
- GB should have the opportunity to discuss the review and give their views on enhancing transparency and constructive suggestions of "even better if..." actions.

8.10 The committee reported assurance to the GB on the results of the Chairs 360 feedback exercise and commended the report for discussion by all members as part of considering the overall annual self-assessment report.

22/1/9 Planning for 2022-23

- 9.1 The Clerk presented a report including
- draft Governance Calendar 2022-23
 - SRG committee workplan 2022-23,
 - proposed GB Committee membership and board roles 2022-23.

The committee received the documents and agreed as follows.

- a) The committee recommended approval to the GB of the draft Governance Calendar, subject to the inclusion of additional “twilight” governor training sessions (minute 22/1/6.4 refers)
- b) The committee approved the proposed SRG workplan for 2022-23
- c) The committee had already considered and endorsed proposed committee memberships and board roles subject to these being discussed and confirmed in 1:1 meetings.

22/1/10 Policy review: SPH disciplinary and grievance policies

- 10.1 The Clerk presented the policy review as the Executive Director of People (EDP) was not available. The Clerk said that the EDP had considered the AoC model policies and had adapted the recently approved revised Staff Disciplinary Policy to take account of the recommendations in the AoC model.

- 10.2 The committee considered the draft as follows

Principles, these should be at the front of the policy and should include that the GB is committed to conducting the process properly, proportionately and expeditiously before going on to outline the processes and timescales to achieve this.

GB Chair as a line manager, the policy should make it clear which SPH roles are directly line managed by the Chair as this may have a bearing on assigning roles later in the process.

Role of the GB as the employer, the current I&AG reserve SPH disciplinary matters to the full GB and only permit delegation to a Special Committee of governors. The GB has collective responsibility for employing SPH and therefore there may be key points when it is appropriate for a full board meeting to be convened to make decisions.

Benchmarking, members asked if the EDP had benchmarked against similar policies at other large colleges, to what extent they had adopted the AoC model and their experience of using their policies. If the college was departing from sector guidance, then it might be appropriate for governors to take independent legal advice on the final version.

- 10.3 The committee checked that the college had a policy in place pending further work on the draft and the Clerk confirmed this to be the case. The committee deferred approving the draft pending the following action to review and revise the draft.

ACTIONS

- Check that EDP has consulted HR Directors' Network for policy examples and lessons learned EDP 6/7/22
- Changes to the draft to put the principles at the beginning of the document and review the proposal for panels to take decisions against the restrictions in the Articles of Government. EDP 2/11/22
- The Chair of ARAC to meet with the EDP to share his views on the draft. IF/EDP 13/7/22

22/1/11 Review of meeting and closing remarks

11.1 Members commented that

- The meeting had included a lot of detail on governance but the committee had managed to maintain its focus on enhancing the impact of governance.
- The elements of the annual review that SRG had considered gave good assurance to the Governing Body that the college had a strong and effective framework of governance.
- The first 360 review of the new chair had resulted in strong assurance that the transition between the former chair and the new chair had been effectively completed.

22/1/12 Date and time of next meeting

The date of the next meeting is Wednesday 2 November 2022 provisionally timed for 8.30 – 11.00 in the New Boardroom, City Campus