



**SRG COMMITTEE
CONFIRMED MINUTES (6.11.2024)**

Date:	08 May 2024	Director of Governance Granville Road Sheffield, S2 2RL Tel: 0114 260 2620 Email : anne-marie.holdsworth@sheffcol.ac.uk	
Venue:	TG04, The Boardroom		
Present:	John Mothersole - Chair Ian Falconer – Vice Chair, Vice Chair of GB, and Chair of ARA Peter Brooks – Vice Chair of GB (from 8.38am) Saleem Rashid – Staff governor (from 8.35am) Gill Alton – Chair of TLQSE Stephan Hollingshead – Chair of FEGP Angela Foulkes - CEP		
In attendance:	Martin McNeill, AoC EBR reviewer (from 8.30 - 8.36am) Anne-Marie Holdsworth, Director of Governance Emma Lake, Executive Services and Governance Officer Action		
		by whom	by when
24/1/1	Welcome, introduction and apologies		
1.1	The Chair opened the meeting at 8.30am and welcomed Martin McNeill, the AoC EBR reviewer (in attendance for the first 10 minutes of the meeting only), to give an informal update on the EBR process to date along with any emerging themes. (Item 7, bullet point 1 on the agenda)		
1.2	<p>The reviewer said that whilst he had not yet completed work for TSC he had seen a wealth of good practice at TSC that he could share. He said that systems were extremely strong and that there was a sophisticated system of self-assessment leading into the Governance Development Plan. He still had a few questions to explore and hoped to do so in the following few weeks.</p> <p>The reviewer said that emerging themes related to</p> <ul style="list-style-type: none"> - Collating more information to evidence strategic discussion at Board level - Taking issues with Board diversity forwards 		

<p>1.3</p> <p>1.4</p>	<ul style="list-style-type: none"> - exploring link governor roles and how these were adding value i.e. was reporting back from them leading to better decision making and more informed judgements - further exploring whether committee/Board reports needed development as they had a large element of ‘show and tell,’ rather than being more focused on ‘analyse and assure.’ <p>A member asked how processes could be strengthened to take the college from good to great. The reviewer said that the meetings he had observed were more about assurance than strategy and he would like to explore further how strategy featured within governance.</p> <p>The Chair advised that there had been two strategy days within the cycle of business for the 2023-2024 academic year, with one day being held in September to discuss reclassification and its possible impact and another day held in January, focusing on the corporate plan for 2025-2030.</p> <p>MM was thanked for attending the meeting and left at 8.36am.</p> <p>The Chair formally welcomed all members to the meeting at 8.38am and opened the meeting to normal business. There were no apologies received and all members were present. The Chair advised that in respect of Item 7, bullet point 3, he would withdraw, and Ian Falconer would Chair this item. PB advised that he was not listed as a SRG committee member and requested that he be added by virtue of his position as Vice Chair of the GB.</p>		
<p>1.5</p>	<p><u>ACTION:</u></p> <ul style="list-style-type: none"> • Add Peter Brooks to the list of members of the SRG Committee 	<p>DG</p>	<p>11/24</p>
<p>24/1/2</p>	<p>Declaration of interest</p>		
<p>2.1</p>	<p>The committee <u>noted</u> the standing declarations in relation to agenda items and agreed the following actions:</p> <p>Item 7 Governance Self-Assessment, recognising the Chair’s interest in the results of the Chair’s 360 feedback, VC SRG to chair this item, VCGB to provide feedback, and Chair GB to withdraw.</p> <p>There were no other new declarations of interest.</p>		
<p>23/1/3</p>	<p>Minutes of the last meeting</p>		

3.1	The committee <u>confirmed</u> the accuracy of the open and confidential minutes of the meeting held on 8 November 2023.		
23/1/4	Matters Arising and Action Record		
4.1	The committee <u>noted</u> that there were no matters arising other than those included on the action record.		
4.2	The committee <u>approved</u> removal of the items marked as ‘closed’ on the action record and <u>recommended</u> that the Conflicts of Interest Policy, to which a minor amendment and update was required, be taken to the ARA committee meeting of 3 July 2024 for approval.		
4.3	<p><u>ACTION:</u></p> <ul style="list-style-type: none"> Conflict of Interest Policy to be updated and added to agenda for ARAC 3 July 2024 for approval. 	DG	7/24
23/1/5	Membership Report (including succession plan)		
5.1	The DG presented the membership report. It was noted that the GB currently had two vacancies, along with one student governor vacancy, although it had previously been decided not to recruit to the student vacancy until the new academic year. A new recruitment pack had been developed and governors had been encouraged to share this with potential candidates at the GB meeting of 27 March 2024. The Chair would provide an update regarding search activities.		
5.2	The DG proposed that the composition of the Board and its committees be reviewed once vacancies had been filled, so that the skills spread across governance membership could be re-assessed in line with any loss of skills or addition of new skills to the group.		
5.3	<p>Members considered the report and the principal areas discussed were as follows:</p> <p>The committee discussed the review of skills and consideration of succession planning vis a vis the membership report, the recruitment process, self-assessment and the SRG committee workplan.</p> <p>Members agreed that the audit of Members skills should continue to be reviewed on an annual cycle, with individual records being shared through the easiest system available to update them. The review of skills fitted into either self-assessment or the recruitment process, so could be carried out either at the close of a year or at the start of a new academic year. The committee agreed that the review should take place at the end of each academic year and the skills matrix be updated for July; this to be fed into the next SRG workplan and to contribute to the training and development plan for GB.</p>		

	<p>Regarding succession planning, it was noted that two members' terms of office stood at 6 years and would be ending in two years' time. This had relevance to the following item on search and related to skills set, as the two members would leave gaps in terms of audit/accountancy/financial skills, if not filled. Forward planning would better enable targeted recruitment now in respect of open vacancies.</p> <p>Discussion took place as to whether one of the existing vacancies should be targeted towards professional financial services, with clear succession planning in mind for the Chair of FEGP and Chair of ARA. It was suggested that governors should use their own network in terms of the search activity, whilst ever the activity should remain open to attract the best candidates. One member, whilst understanding of the need and this approach, questioned whether this would limit development of EDI (Equity, Diversity, and Inclusion) across the board. The CEP said that she thought that exceptional people were required to join the board and the focus should be primarily on essential skills for FEGP/ARA with acknowledgement that diversity was a key focus for the Board. Members agreed that one vacancy should be targeted to meet two criteria, one being to have a financial background, and the other to be a local employer.</p> <p>Members also considered whether some current governors were being utilised to their best and how experience could be broadened out across committees using shadow roles or merely by sitting in on other committees to gain a wider understanding of their business.</p> <p>Members <u>agreed</u> that a Succession Plan should be brought to the SRG meeting in November 2024.</p>		
5.4	<p>The Chair provided a search update and recommendations on appointment. Some of the discussion is recorded in a separate confidential minute.</p>		
5.5	<p>One member asked about the contingency plan should recruitment be unsuccessful and whether a bank of potential governors could be maintained to slot in, as vacancies arose. The Chair said that whilst deadlines could be set for recruitment it was preferred not to and to keep an open recruitment process going, as recruitment to volunteer governor positions in the sector was very difficult.</p> <p>The Chair informed members that he had approached Kam Grewal-Joy to be Vice Chair of TLQSE. KG-J had agreed to take up the position.</p> <p>The Chair further informed members that a Search Panel comprising himself, VCGB/Chair ARAC and the CEP, had met with a potential candidate in respect of one of the governor vacancies on 1 May 2024. The candidate, Meredith Dixon-Teasdale-Dixon (MDT), had a strong education background and had been a college governor previously.</p>		

	<p>Members were happy to endorse the recommendation of her appointment to the GB to commence at the start of August 2024. The Chair said that MDT would like to attend the GB on 10 July 2024 and so would like to hold her nomination as the first item on the GB agenda.</p> <p>The Chair said that subject to ongoing conversations with current governors and in light of the recruitment of new members, information regarding the composition of committees for the next academic year would be brought to the GB meeting of 3 July 2024.</p>		
5.6	<p>The committee <u>agreed</u>:</p> <ul style="list-style-type: none"> • That the CEP and/or Chair take a specification/skills gap to the Vice Chamberlain of SHU to identify potential governors in lieu of SG deciding not to stand again at the end of her term of office in July 2024. <p>The committee <u>agreed</u> to recommend approval to the GB of:</p> <ul style="list-style-type: none"> • Sol Miah for a further term of office of 4 years • Meredith Dixon-Teasdale as a new governor for an initial term of 2 years <p>The committee received and <u>noted</u> the Chair's action to appoint Kam Grewal-Joy as Vice Chair of TLQSE, initially for a 1-year period starting on 1.08.2024</p>		
5.7	<p><u>ACTION</u></p> <ul style="list-style-type: none"> • Skills Matrix be updated for July 2024 and added to the workplan and cycle of business • Chair to confirm at the GB meeting of 10 July 2024 the composition of committees for 2024-2025 along with any changes to key roles of Chair, Vice Chair, and link governor. • A Succession Plan be brought to the SRG committee meeting of 6 November 2024 • Search to target recruitment for one governor vacancy to a professional with a financial background and being a local employer • Chair/CEP to share skills gaps in audit/professional services with VC SHU to discuss if SHU can fill any of them as a recruitment strategy • Nomination of Meredith Dixon-Teasdale, as a governor be recommended to GB and placed as the first agenda item for the GB meeting of 27 July 2024, along with the re-appointment of Sol Miah. 	<p>DG</p> <p>Chair</p> <p>DG</p> <p>Chair/DG</p> <p>Chair/CEP</p> <p>Chair/DG</p>	<p>7/24</p> <p>7/24</p> <p>11/24</p> <p>Ongoing</p> <p>7/24</p> <p>7/24</p>

23/1/6	Governance update		
6.1	<p>The DG introduced the report covering:</p> <ul style="list-style-type: none"> • Governance Development Plan update • Governor training and engagement update 		
6.2	<p>The committee considered the report and the main points discussed were as follows.</p> <p>Governor Development Plan 2024-25: The committee noted the emerging themes in planning for the Governor Development Plan 2024-2025. The committee asked that a draft plan be circulated to members by 15 September 2024 for comments, to be taken to SRG on 6 November 2024.</p> <p>The committee approved the template to be used for assessment against the new AoC Code of Good Governance (2023) adopted by the GB from January 2024, with a request that this be populated and brought to the next SRG meeting.</p> <p>Training: The committee noted the different formats training records were held in and approved an action to improve the functionality of training records, along with agreeing the need to take the annual training plan for 2024-2025 to the next SRG meeting. It was acknowledged that bite-size training sessions introduced last year had not been well attended and that balance needed to be achieved between what was offered in terms of training and engagement.</p> <p>It was also acknowledged that the DG was looking into mandatory training records which appeared incomplete in areas. However, governors were assured that mandatory Safeguarding training was complete across the board. Members enquired as to whether it may be possible for them to attend staff training to increase opportunities for training, but it was thought that staff training may not always be relevant to governors and that training may need to be tailored for different audiences.</p> <p>Key themes for the board in 2024-25: These to be identified by the CEP in consultation with the Chair. The training plan should reflect these key themes using the termly training dates included in the 2024-25 Governance Calendar.</p>		
6.3	<p><u>ACTION:</u></p> <ul style="list-style-type: none"> • Draft Governor Development Plan to be circulated to members by 15 September 2024 for comment and then brought to SRG Committee meeting of 6 November 2024. • DG to populate AoC proforma regarding self-assessment against 2023 Code of Good Governance and take to the SRG meeting of November 2024. • Training log to be brought to SRG committee meeting 6 November 2024 	<p>DG</p> <p>DG</p>	<p>9/24</p> <p>11/24</p>

	<ul style="list-style-type: none"> • Training Plan to be brought to SRG committee meeting 6 November 2024 • Key themes for the board in 2024/2025 to be identified by the CEP in consultation with the Chair and taken to GB 10 July 2024 • Mandatory training to be followed up immediately for anyone requiring it and an update provided at the GB meeting of 3 July regarding compliance 	DG DG DG	11/24 11/24 7/24
23/1/7	Annual Governance Self-assessment 2023/2024		
7.1	<p>The DG presented the report to consider</p> <ul style="list-style-type: none"> • Draft External Board Review and recommendations <p>And to consider the progress report on</p> <ul style="list-style-type: none"> • Development of Governance Development Plan based on EBR and GB strategy day January 2024 • Results of Chair’s 360 feedback (Chair to withdraw) • SRG Committee self-assessment 2023/2024 		
7.2	<p>The committee considered the report from the DG, along with the comments from the AoC EBR reviewer (which were provided during the informal feedback session at the start of the meeting), and noted the progress made so far in respect of the EBR. It was noted that emerging themes from the EBR were:</p> <ul style="list-style-type: none"> • Development of EDI (Equity, Diversity, and Inclusion) in terms of Board composition • Strengthening strategic discussions although the reviewer still had information to review regarding this and would further inform opinion • Evidencing the impact of governance to demonstrate that this is ‘great’ <p>One member commented on the timing of the EBR. The reviewer had informed the Board of the substantial number of reviews he was conducting to meet the deadline for all colleges to have completed an external board review by the end of July 2024. The member thought that it might be preferential to TSC, in the future, to break the cycle of reviews, so that the college would not be sitting with others doing theirs and affording more and better-quality time to the process.</p> <p>Members said that the external board review had been undertaken as it was necessary to do so, but that it was supposed to help the DG as a new governance professional and was also intended to support the college with the journey from ‘good to great.’ However, it was not felt that the current review was especially delivering in these respects.</p> <p>Members offered different views regarding the timing for the next EBR, with some wishing to wait to see what developments took place over the next 18 months within FE (Further Education) and whether this would impact on when best to hold the following review, whilst others thought that governors can only work with what they know</p>		

	now and should plan accordingly as good governance would always requires that self-assessment and periodic external review are embedded.		
7.3	<p>The committee agreed that the Governance Development Plan 2024-2025 should be finalised once the EBR report had been issued, but acknowledged the suggested actions within the DG’s report to be incorporated into the plan; namely:</p> <ul style="list-style-type: none"> • Improving student governor recruitment and retention • Reviewing link governor roles other than where they are a legal requirement, to improve overall effectiveness and increase collective responsibility • Refining reporting/papers to include Power BI analytics <p>The CEP said that the previous GDP may have intentionally been written to cover a two-year period, and so for 2023-2025, in which case it would just need updating rather than an entirely new plan writing for 2024-2025; the DG to check past papers and minutes.</p>		
7.4	The Chair of Governors left the room at 10.15am and VC SRG took over chairing for the item on the Results of the Chair’s 360 Feedback; he welcomed VC GB to present the results of the Chair’s 360 survey and the one-to-one discussion with the Chair GB. Some of the discussion is recorded in a separate confidential minute.		
7.7	Based on a full discussion of the report, the committee <u>agreed</u> that the review had been concluded positively as part of self-assessment and reported overall assurance to the GB on the results of the Chair’s 360 feedback exercise.		
7.8	The committee considered the progress report regarding SRG Committee Self-Assessment 2023-2024, noting that there is no legal requirement to conduct a self-assessment in the year of an EBR, but acknowledging that evaluating the work that the Search, Remuneration and Governance Committee had done in 2023-2024 to fulfil its terms of reference and the extent to which it has completed its annual workplan was good practice.		
7.9	The committee <u>agreed</u> that it had fulfilled its terms of reference and had completed its annual workplan. An Annual Report on the Effectiveness of Governance would go to the SRG meeting of 6 November 2024.		
7.10	<p><u>ACTION</u></p> <ul style="list-style-type: none"> • Draft Governor Development Plan to be circulated to members by 15 September 2024 for comment and then brought to SRG Committee meeting of 6 November 2024. • DG to check past papers and minutes to establish if the current GDP is a 1-year or 2-year plan • As per the Governance Self-Assessment Policy the Chair will conduct individual meetings with every governor and am 	DG DG	9/24 7/24

	<p>appraisal meeting with any members in their final year of their term of appointment. A confidential note of the meeting and any actions agreed by the parties will be forwarded to the DG.</p> <ul style="list-style-type: none"> • The CEP to follow-up with the GB Chair regarding their own appraisal to arrange an in-year update to ensure access to appropriate development opportunities. • Annual Report on Governance Self-Assessment to be taken to SRG, 6 November 2024 	Chair/ DG	7/24
		CEP	7/24
		DG	11/24
23/1/8	Planning for 2024-2025		
8.1	<p>The DG presented a report including</p> <ul style="list-style-type: none"> • The Governor Training and Development Plan for 2024-2025 • The Governing Body Calendar for 2024-2025 • The SRG Committee Workplan for 2024-2025 • Memberships and board roles for 2024-2025 • SRG Terms of Reference 2024-2025 <p>The committee received the documents, and the main point of discussion was as follows:</p> <p>Membership and board roles for 2024-2025: consideration was given as to whether members should move around and be offered the opportunity to sit on another board? It was thought that this could avoid entrenched views being developed and additionally provide training opportunities for some people, as appropriate. Members discussed the possibility of governors sitting on 2 boards, primary and secondary, with the primary board linked to the main skills set and where the secondary board could rotate over the years.</p> <p>The committee agreed the following:</p> <ul style="list-style-type: none"> - The committee <u>approved</u> the core components of the Training and Development Plan for 2024-2025, subject to topics for the sessions being agreed between the Chair and the CEP in June 2024 and the final training plan to be approved at SRG 6 November 2024, once the EBR report had been received. - The committee <u>approved</u> the Governing Body Calendar for 2024-2025 as a last version. - The committee <u>approved</u> the SRG Workplan for 2024-2025 subject to additional detail being added about the skills audit and succession planning <p>The committee <u>recommended approval</u> to GB of the following:</p>		

	<ul style="list-style-type: none"> – Membership and board roles 2024-2025, the composition of committees, to be brought to GB on 3 July for discussion and approval. – SRG Terms of Reference 2024-2025 to remain without any alteration or changes. 		
8.2	<p>The CEP presented proposals for Governor Engagement 2024-2025, covering the following areas:</p> <ul style="list-style-type: none"> • Student Governor Recruitment • Student engagement • Curriculum Learning Walks • Link Governors <p>The principal areas discussed were as follows:</p> <p>Student Governor Recruitment and Engagement: The focus was to improve student engagement in the governance process, and to ensure that student governors are supported so that they can contribute effectively. As such, it was proposed that two full-time student governor posts be recruited to, which would be sabbatical posts to the Students Union. There would be an annual overlap of roles in August to improve handover between students and student governors would be in place by the end of July each year. Both student governors would have an ELT or Governor ‘buddy’ for support in accessing the committee packs.</p> <p>It was further proposed that a ‘shadow board’ be established with both student governors and up to six additional students. This group would meet before each GB, being chaired by a VC GB , and would potentially focus on the key strategy areas of environmental sustainability, teaching and learning, and estates. The ‘shadow board’ would be in lieu of the ‘big conversation’ which was an action of the Governance Development Plan 2023-2024, which it had been determined not to proceed with.</p> <p>Curriculum Learning Walks: It was proposed to identify a date and time for ‘campus thematic walks’ to take place each term across all campuses. Governors would be accompanied on the visits by a curriculum leader and would be able to visit any curriculum area, feeding back to the GB each term as a verbal update item. A schedule was provided for three curriculum learning walks, with one in the Autumn Term and two in the Spring Term.</p> <p>Link Governors: Link governor roles were not working, and it was proposed that they should be reduced to only 3 roles rather than the current 8 (with 2 vacancies). Specifically, there had been not Technical & Vocational Education visits and even where visits had taken place, feedback was not being provided. The 3 remaining roles would focus on essential areas or those which would benefit from a Deep dive in</p>		

	2024-2025; In terms of essential roles, these would be Safeguarding & SEND; Health, Safety & Business Continuity; and Environmental Sustainability. In respect of the Deep Dives, the focus would be T Levels and Work-Related Activity. Deep dives could be conducted through a mixture of in-person visits and on Teams.		
8.3	<p>The committee considered the proposals and the principal matters discussed were as follows:</p> <p>Student Governor Recruitment and Engagement: Members were keen to establish whether students had to apply for the roles or whether they would be elected, and it was confirmed that they would be elected. Additionally, members gave views on the operation of the ‘shadow board’ for students, with one suggestion being that one of the ‘buddies’ could Chair the ‘shadow board’ rather than this being the VC GB, and another suggestion being that a buddy could Co-Chair with the student governor President. No decision was made on this with it being left to the Chair and the CEP to finalise.</p> <p>Curriculum Learning Walks: The Chair expressed concern that the fixed schedule of campus thematic walks proposed did not meet with the request for flexibility he had received from governors in feedback through his 1:1s and catch-up sessions. The CEP said that thought would have to be given to how open-ended ‘walk-thrus’ would sit against other observations.</p> <p>Link Governors: One member asked if the deep dives would in effect be part of the spotlight system operated by the college. The CEP said that they would not and would be separate, although they could incorporate looking at how the spotlights themselves operated.</p>		
8.4	The committee <u>agreed</u> to adopt the proposals subject to agreement being reached about the chairing of the shadow boards and the timing of curriculum learning walks.		
8.5	<p><u>ACTION:</u></p> <ul style="list-style-type: none"> • The Chair and CEP to agree on the chairing of the shadow board • The Chair and the CEP to agree the schedule for curriculum learning walks 	<p>Chair/CE P</p> <p>Chair/CE P</p>	<p>7/24</p> <p>7/24</p>
23/1/9	Policy Review		
9.1	<p>The DG presented the report on the updated version of the Governor Code of Conduct, explaining the principal differences in the 18th edition, published 2023. The update reflected changes in line with reclassification and the introduction of Accountability Agreements, along with the use of terminology from ‘Clerk’ to ‘Governance Professional.’</p> <p>The committee <u>recommended approval</u> to GB of the updated version of the Governor Code of Conduct.</p>		

23/1/10	Review of meeting & closing remarks		
10.1	The Chair reflected that he felt the meeting had seemed a little bit ragged but was not sure why. Members of the committee said that there had been some overlap in sections but felt that the meeting content had been good, covering things which needed to be discussed.		
10.2	The Chair and other members thanked Saleem Rashid for his contribution to the committee meetings, this being the last SRG meeting he would attend as his term of office as staff governor ended 31 July 2024.		
23/1/11	Date & time of next meetings		
	06 November 2024 08:30-10:30 in the New Boardroom, City Campus		