



**SEARCH, REMUNERATION AND GOVERNANCE COMMITTEE
CONFIRMED MINUTES (08.05.2024)**

Date: 08 November 2023

Venue: By videoconference

Clerk to the Corporation

Granville Road

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Present: John Mothersole - Chair
Ian Falconer- Vice Chair and Chair for remuneration business
Peter Brooks
Saleem Rashid (from 09.10)
Gill Alton (until 09.30)
Stephan Hollingshead
Angela Foulkes

In attendance: Alison Shillito, Governance Advisor and Clerk to the Governing Body (GAC)
Anne-Marie Holdsworth, Director of Governance and Clerk Designate (DG)
Emma Lake, Executive Administrator, Note Taker

**Action
by whom by when**

23/2/1 Welcome, introduction and apologies

- 1.1 The Chair welcomed to SRG Committee
- Peter Brooks, who had been appointed to contribute to SRG as a Vice Chair of Governing Body and
 - Anne-Marie Holdsworth, the new Director of Governance.
- 1.2 There were no apologies but the Governance Advisor and Clerk (GAC) reported that Saleem Rashid, staff governor, had notified them that he was delayed and Gill Alton had to leave early. The Chair moved SPH Appraisal and Remuneration to the start of the meeting and the minutes of the last meeting to the end.
- 1.3 In line with college policy and the AoC Code, it was noted that SRG Vice Chair would chair business on Senior Post Holder (SPH) Appraisal and Remuneration. The meeting was quorate.

23/2/2 Declarations of interest

- 2.1 The committee noted the standing declarations of Angela Foulkes, Chief Executive and Principal (CEP)
- i) for their remuneration, item 9;

- ii) as director and board member of the AoC Services Ltd for item 6, as AoC was one of the firms proposing to offer the college's External Board Review.
- 2.2 The committee noted the conflict and that the CEP would withdraw for those parts of the discussion where their performance and remuneration were discussed. The CEP said they would also withdraw for consideration of the appointment of the External Reviewer in Item 6.
- 2.3 There were no new declarations of interest.

23/2/3 Senior Post Holder (SPH) performance and remuneration 2022-23 **CONFIDENTIAL**

- 3.1 The Vice Chair took over chairing of this item. The discussion is noted in a separate confidential minute.
- The CEP withdrew from the meeting when the committee considered the appraisal and remuneration of the CEP.
- 3.13 The committee considered the appraisal and remuneration of senior post holders in scope for review and determined their remuneration in the context of their performance in 2022-23 and that of the college.

ACTION:

- Confirm decisions with payroll for SPH in scope
- Draft the Annual Report on SPH Remuneration to assure GB that the committee had applied the approved framework appropriately and complied with its responsibilities under the AoC Code on Senior Staff Pay.

Gill Alton left the meeting at 09.30 following consideration of the SPH remuneration

Saleem Rashid joined the meeting at 9.05am following discussion on Item 9

23/2/4 Membership Report

- 4.1 The GAC presented a report which included:
- the updated Governing Body (GB) skills profile
 - the results of benchmarking with other colleges on appointment and engagement of Student Governors
 - GB equality information 2022-23 for benchmarking purposes, as recommended in the governor training workshop on 18.10.23.
- 4.2 The committee considered the report and agreed actions to
- i) accelerate progress on governor search to fill two vacancies for independent governors,
 - ii) continue with the current process of student governor elections this year whilst the college reviews its student union arrangements. It was noted that Audit and Risk Assurance Committee had requested a co-opted member to strengthen student voice and as a learning opportunity. SRG agreed that the first priority was to ensure the student governor system was

working effectively but supported the aspiration of ARAC to include a student voice

- iii) address vacant board roles
- iv) EDI Link Governor role by encouraging applications from candidates with an interest in this aspect of the governor role
- v) for the Director of Governance to proceed to commission online elections for staff governors in Spring/Summer 2024.

4.3 The committee received the report and agreed the following actions to assure GB is appropriately constituted.

ACTION:

- | | | |
|---|-------|----------|
| • Amend the recruitment timetable to move close date into January 2024. | DG | 17/11/23 |
| • liaise with the student engagement team and consult other colleges to bring to the next SRG Meeting proposals for improving recruitment and engagement of student governors and other approaches such as student co-opted members | DG | 8/05/24 |
| • include in governor advert that college is seeking to appoint a governor who has a keen interest in EDI, who would be interested in the EDI link governor role | DG | 17/11/23 |
| • share links to recruitment materials with the CEP, for forwarding to the Race Equality Task & Finish Group and City Goals steering group who can disseminate to community groups. | GAC | 17/11/23 |
| • Ask a member of TLQSE to become Vice Chair of TLQSE | Chair | 13/12/23 |
| • Conduct appraisal meetings with members coming to the end of their term in July 2024. | Chair | 08/05/24 |

23/2/5 Governance Update

5.1 The committee received the training update and reported assurance to GB that the plan was being implemented. It was noted that one governor had yet to confirm that they had read Keeping Children Safe in Education (KCSIE) 2023 and the GAC was pursuing this.

5.2 The committee endorsed the induction and development plan for the Director of Governance (DG).

5.3 The committee considered progress on appointing a provider for the college’s next triennial External Board Review in 2024. The CEP withdrew from the meeting due to the conflict declared earlier in the meeting.

5.4 The committee considered the proposals received and noted the number of responses received and the variation in approach and cost. The committee endorsed that the Chair, Chair of Audit & Risk Assurance, GAC and DG should proceed to interview potential providers and asked the Chair to take action as Chair of Governors to appoint the provider on the panel’s recommendation. The appointment would enable the EBR scoping meeting to proceed this term.

The CEP re-entered the meeting.

- 5.5 The committee considered the new AoC FE Governance Code, which colleges were being urged to adopt by 1/8/2024 at the latest. The new code was principles based and more streamlined than the previous version. Members supported early adoption so that the board could start benefiting from this approach as soon as possible.
- 5.6 The committee recommended approval to GB that the Board adopt the 2023 AoC FE Code of Governance from 1 January 2024.

ACTION:

Governance Development Plan 2023-25 be amended to include analysis of compliance against the new Code to come to the next SRG meeting.

DG

8/5/24

23/2/6 Governance Self-Assessment Annual Report 2022-23

- 7.1 The committee received the final draft version Governance Self-Assessment Annual Report 2022-23 including the Governance Development Plan 2023-25 and updates made following comments made at meetings of GB in July 2023 and ARAC in October 2023.
- 7.2 The committee considered the updated report. The main change since it was last presented was the updated self-assessment of compliance against the AoC Code (2021). ARA Committee had already received the report and expressed the opinion that the college was effectively complying with its chosen governance code. The GAC reported that Internal Audit had recently conducted a review of the accuracy and evidence underpinning the most recent self-assessment against the AoC Code and ARAC would receive the findings of the audit in due course. This supported the recommendation that January 2024 was an appropriate point to start self-assessing against the 2023 AoC FE Governance Code.
- 7.3 The committee approved the final version of the Governance Self-Assessment Annual Report 2022-23 and the Governance Development Plan 2023-25.

23/2/7 Periodic Policy Reviews

8.1 GB Confidentiality Policy

The committee received the review and commented that the GB Confidentiality Policy was meeting its objective, which was to keep confidential items to a minimum. It was proposed that maintaining a log of all confidential items had proved unduly burdensome for the benefit and therefore in future review of confidential items would normally be on request.

The committee approved the updated GB Confidentiality Policy and agreed that the next periodic review would be in no later than five years, unless there were external changes prompting an earlier review.

8.2 Complaints against Governing Body, Governors, Chief Executive and Director of Governance/Clerk

The committee received the review and revised policy which had been re-formatted in line with the college template. The content was informed by AoC guidance and the approach taken in other recently updated SPH policies. The committee commented that the purpose of the policy was to manage complaints against governors including the CEP, whilst acting in their capacity as governor rather than an executive role. This should be made clear in the title.

The committee approved the Policy on Complaints against Governing Body, Governors and Director of Governance/Clerk.

23/2/9 Minutes of the last meeting

- 9.1 The committee confirmed the accuracy of the open and confidential minutes of the meeting held on 10 May 2023

23/1/10 Matters Arising and Action Record

- 10.1 The committee agreed that all matters arising were included in the action tracker.
- 10.2 The committee was satisfied that the GAC had plans in place to complete outstanding actions in progress prior to GB meeting in December 2023.
- 10.3 The committee approved the removal of actions marked as complete and received an update on any matters not already covered during the meeting.

23/2/11 Review of meeting & closing remarks

- 11.1 The committee thanked the GAC for their service to SRG during their time in position.
- 11.2 The Chair commented that volunteers from City Goals would be attending the GB December meeting and asked members to support this initiative by staying after the meeting to participate in the discussion.
- 11.3 The change from in person to online meeting had not been consistently updated in calendars via Team Engine. The GAC to contact Team Engine to resolve technical issues.

23/2/12 Date & time of next meetings

Wednesday 08 May 2024 08:30-11:00, Boardroom, City Campus.