



SEARCH, REMUNERATION AND GOVERNANCE COMMITTEE  
CONFIRMED MINUTES  
8 OCTOBER 2018

**Date:** Clerk to the Corporation  
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**Venue:** The Boardroom, City Campus,  
the Sheffield College

**Present:** Chris Linacre (Chair)  
Jay Bhayni (Vice Chair)  
Ian Falconer  
Angela Foulkes  
Michelle MacDonald  
Seb Schmoller  
John Timms

**In attendance** Alison Shillito, Clerk to the Corporation  
Lorraine MacKinder Deputy Clerk and minute secretary

Action by whom when

1. **Apologies for absence**

No apologies were recorded and the meeting was quorate.

2. **Declarations of Interest**

The Committee noted:

Michelle MacDonald's declaration of a standing interest as a staff governor.

Angela Foulkes' declaration of a standing interest as Chief Executive and Principal of College.

The Committee agreed there were no agenda items that might require staff governors to withdraw and no action was required on these declarations.

3. **Minutes of previous meetings and action record**

This is the first meeting of the new Committee and therefore there were no previous minutes or action record to consider. The Clerk would set-up an action tracker for the Committee.

Clerk Oct 2018

4. **Chair's remarks**

The Chair welcomed members and reminded them of the Chair of Governors' guidance on conduct of meetings:

- The meeting to take approximately 90 minutes
- authors of papers remember they are supporting scrutiny by governors
- It is presumed that papers have been read prior to the meeting, the committee should be focusing on those risks, strategy areas

and improvement plans that are within their remit.

**5. Committee Terms of Reference**

5.1. The Committee received the report noting that the Governing Body had established the new Committee as a result of its board effectiveness review and had asked all committees to review their Terms of Reference at their first meeting and revert to Governing Body for any changes.

5.2. It was noted that the Committee's remit incorporated remuneration and there were rules, and a new sector code under consultation, on the operation of remuneration committees. Members agreed that the Committee would deal with confidential remuneration matters as follows.

- Staff governors were included in the membership of SRG Committee and offered a valuable perspective on matters within the Committee's remit but would not be eligible to vote on remuneration matters and would not be counted in the quorum for items on which they were not eligible to vote.
- there would sometimes be confidential reports where the Clerk, in consultation with the Chair, would determine (at agenda setting stage) that the papers should not be circulated to staff governors (or any other members) with a standing declaration of interest relevant to the report. Details of which members received papers would be noted on the agenda. Details of which members were eligible to vote and whether or not the Committee agreed that members with a conflict of interest should withdraw from discussions would be recorded in the minutes.
- the draft sector remuneration code stated that College staff governors including the Chief Executive were not entitled to vote on remuneration. A response to the consultation document would be drafted by the Chair for comment by committee members before being sent on behalf of the College.
- Where a vote is required to determine whether a member is required to withdraw, this would be done as a confidential item at the start of the meeting. The Clerk would reflect this in the structure and sequencing of the agenda.

Clerk and Chair On-going

Chair Nov 2018

5.3. It was commented that not all committee chairs were members of the Committee and coordination and oversight of the governance aspects of the remit would be strengthened if all committee chairs were able to participate in governance discussions. It was also commented that inclusion of the Chair of Teaching, Learning, Quality and Student Experience Committee (TLQSEC) would strengthen the presence of teaching and learning specialists on the Committee.

5.4. The Committee proposed that the constitution and membership be amended to include all committee chairs. This would mean that the Chair, Vice Chairs and Committee Chairs would all be party to decisions about senior staff pay. Any grievance or appeal against the Committee's decision on these matters would need to be referred to other governors for review and determination.

5.5.	It was <u>agreed</u> that the Search, Remuneration and Governance Committee agenda would be circulated to all governors to help them exercise their right to attend as observers.	Clerk	On-going
5.6.	<p>The Committee <u>agreed</u> to endorse the Terms of Reference approved by Governing Body on 16 July 2018 with the following amendment <u>recommended for approval</u> by Governing Body</p> <ul style="list-style-type: none"> <li>• Search, Remuneration and Governance Committee <i>Constitution</i> be amended to include the Chair of the Teaching, Learning, Quality and Student Experience Committee and its list of members be updated (and corrected) to include Beri Hare and Kim Streets (whose name was omitted from the membership list in error).</li> </ul>		
6.	<b>Membership update and search</b>		
6.1.	The Committee considered the report noting that there were two vacancies on Governing Body; four independent governors would be coming to the end of their appointed term in July 2019 (with eligibility for an extension to their term of office) and the teaching staff governor was also coming to the end of his two year term of appointment so the Clerk would be organising elections in Spring 2019. Some of the discussions are recorded in a confidential minute for data protection reasons.		
6.2.	The Committee considered the skills matrix, thanking the Chair of Governors for his work on making this easier for members to complete and for the Committee to use. In the light of the information in the Skills Matrix, it was commented that Governing Body would benefit from new appointments that reflected the demographic of the main communities from which the College draws most of its students – which tend to have a younger and more diverse demographic. The recruitment exercise should prioritise finding people with teaching and learning skills; knowledge and expertise in working with young people and working with disadvantaged communities.		
6.3.	The Committee <u>approved</u> the proposed process, advert and timescale to recruit to the vacancies. The Staff governor asked to be included on the selection/interview panel and other members agreed to serve on the panel, depending on availability.		
6.4.	The Clerk <u>agreed</u> to finalise the recruitment documents on the website, send details to all governors with a request that they circulate it via their real and virtual social networks. The Clerk would provide alternative advert wording for twitter and LinkedIn.	Clerk	Oct 18
6.5.	The Committee <u>agreed</u> that it would focus on filling the existing vacancies before starting the process to identify a new Chair of Governors. The Committee recommended that the board should aim to identify a successor Chair of Governors for the start of the next College year. The Chair and Clerk would convene a Selection Panel to develop proposals for the specification of the role and recruitment process to bring back for discussion to the Committee's next meeting in February. The Selection Panel would not include the current Chair of Governors.	Clerk	Feb 19
6.6.	The Clerk <u>agreed</u> to bring to the next meeting proposals for the process and timescale for the election of the teaching staff elected	Clerk	Jan

- governor. 2019
7. **Governors' Attendance Report 2017/18** Clerk Dec 18
- 7.1. The Committee received the paper noting it was a factual report for note and to report to Governing Body as part of the overall governance assurance process. It was noted that, overall, governors had maintained attendance at around 80% in 2017/18, which was also the sector average. Attendance had been uneven with Finance, Employment and General Purposes Committee being particularly affected by governor resignations leading to the final meetings of 2017/18 not going ahead. Governing Body had now addressed this through governor recruitment and by reviewing and re-constituting the memberships of all the committees but reinforced that the current determined number was required to staff an effective committee structure.
- 7.2. The Committee noted the report and recommended that the attendance spreadsheet (complete) should be appended to the Governance Self-assessment Report, submitted to Governing Body via Audit and Risk Assurance Committee in December 2018. This and the Skills Matrix, provided assurance that Governing Body had been active and competent in 2017/18.
8. **Governance Workshop 10 September 2018**
- 8.1. The Committee received the report, which would be considered for accuracy by Governing Body at its next meeting. It was noted that the recommendations made at the workshop formed a number of related themes
- Actions to improve governors understanding of the College and be more visible – which had been collated into agenda item 9 – the Governor Engagement Plan
  - Actions to improve the process of governance – which needed to be collated into the Committee's action tracker and included in the College Improvement Plan.
  - Actions to ensure that all governors are developed in being a governor and have a good knowledge of the sector and the College. This is partly addressed through induction for new governors including buddying with an existing governor, and via training and briefings for all governors.
- 8.2. As noted at the workshop, the Committee agreed that there was plenty of potential for improvement actions under all three headings. The Governing Body would need to prioritise and be strategic about its development. The Committee agreed to delegate to a sub-group (including the Chair and Clerk) production of a draft Governance Development Plan and Governor Training Plan for consideration by Governing Body at its December meeting. Further information on membership of the sub-group was agreed and is recorded under minute 12.1 below. Chair/ Clerk Nov 2018
9. **Corporation Governance Self-Assessment and Action Plan**
- 9.1. The Clerk reported to the Committee that she had now completed draft self-assessment reports for the operation of committees in 2017/18 and was in a position to draft an overall report based on:

- The feedback from governors in the self-assessment process (reported at the governor workshop);
- recommendations made at the workshop
- committee self-assessment reports and
- outcomes and work done as a result of the board evaluation carried out by the Governance Task and Finish Group.

9.2. The Committee noted that the report would be in two forms:

- (i) a contribution to the Self-Assessment Report that evaluated performance against the criteria in the Common Inspection Framework and focused in particular on the effectiveness of governance in securing improvements to teaching, learning and assessment quality.
- (ii) A statement on corporate governance for the Corporation Annual Report and Financial Statements.

9.3. The Clerk agreed to draft the report(s) in consultation with the Chair. The Chair of Governors; Chief Executive and Principal and Chair of Audit and Risk Assurance would act as a reading group to give feedback to the authors. Members suggested that the main messages for 2017/18 had been well summarised by the Chair in his note to governors at the beginning of 2018/19 as being a year for taking control and ensuring that the College and its board have clear priorities and a clear plan to achieve them going forwards.

## 10. **Governor Engagement Plan 2018/19**

10.1. The Committee considered the report as follows:

- The overall scheme was comprehensive and incorporated best practice from a number of sources.
- There would need to be a targeted and prioritised plan for implementing the activities, taking account of the limited capacity of senior leadership team to support activities such as leadership walks.
- In implementing the plan, members wanted to see every opportunity taken to include students in activities – e.g. interviewing governors for ‘60 seconds with’; governors spending a day/half day shadowing a student;
- Engagement activities increased the expectation on governors to get involved in the life of the College. The governor role description should be amended to include what a governor is expected to do, ideally categorised into essential and desirable as a minimum.
- Governors should be asked to report on their engagement activities to the following meeting of Governing Body.

10.2. The Clerk and Chair of Governors agreed to correspond with Governors individually to secure sign-up to the activities and liaise with College staff to put together a detailed programme for approval by Governing Body in December for implementation January – July 2019. This year’s plan would be a pilot and the Committee would evaluate the success and impact of activities at the end of the year.

Clerk/  
Chair  
of GB      Nov  
2018

10.3. The Committee also discussed how the College should use link

governors to further governor engagement. It was agreed that the College should have link governors for:

- **Safeguarding** and Special Education Needs/High Needs Learners – the Chair of SRG Committee had taken this role as chair of P&P and this vacancy now needed to be filled
- **Data Protection** – the Vice Chair agreed to continue with this, the Clerk would arrange a briefing session with the Data Protection Officer
- **Careers and Employability** – with recent changes to this area it would be helpful to have oversight by a link governor
- **Equality Diversity and Inclusion** – would benefit from the involvement of a link governor.

10.4. The Committee thanked the Chief Executive and Principal for the report and recommended approval of the Governor Engagement Plan to Governing Body in the context that:

- 2018/19 would be a pilot year;
- there would be further work and liaison with governors and senior College staff on implementing the activities;
- the implementation plan would be paced and prioritised, taking account of the (limited) capacity of senior leadership team to support activities such as leadership walks.

10.5. The Clerk agreed to write to governors to seek volunteers for the vacant link governor roles.

Clerk Nov  
2018

## 11. **Review of Instrument and Articles and Governing Body Standing Orders**

11.1. The Committee received the paper which proposed some updates to the Standing Orders to reflect to the board structure and recommended one change to the Instrument and Articles of Government to include staff of Sparks Managed Services Ltd, Sparks Solutions Limited and Sparks Teaching Services Ltd in the constituency for staff governor elections.

Members supported inclusion of College Group staff in the constituency for staff governor elections in principle but there were concerns about:

- Staff on occasional, fractional or zero hours contracts taking on the role of staff governor, as their governorship would lapse at the end of a contract or, if zero hours, they might continue to serve a governor but be too distant from the concerns of college staff to give the board an accurate view.
- Staff on part-time contracts should not be paid additional hours for governor duties as this may contravene Charity Commission rules on payment of trustees.

11.2. The Committee recommended approval to Governing Body of the minor changes to the Standing Orders but agreed that it would require further legal advice on the above points and any other potential legal implications, before it could make recommendations to change Articles 5.1 and 6.1 to include staff of the College's wholly owned subsidiary companies. This area should be included in the

review of College subsidiary companies.

12. **Any other business**

The Committee agreed to delegate further work on the following issues to sub-groups as follows:

- 12.1. **January 2019 Strategy event**, Chris Linacre, Michelle MacDonald, Ian Falconer and Angela Foulkes agreed to work with the Clerk to develop the outline for the January strategy event. The Chair of Audit and Risk Assurance Committee suggested that the programme might be structured to accommodate the request made by A&RA members for a development session on audit and assurance with RSM. CL, MM, IF, AF Nov 2018
- 12.2. **Governor training plan**, Chris Linacre, John Timms and Jay Bhayani agreed to work with the Clerk on developing proposals for December Governing Body. CL, JT, JB Nov 2018
- 12.3. **Code of governance self-assessment update**, Clerk to circulate the report by email to members for comment. Clerk Oct 2018
- 12.4. **Appraisal Framework for Chief Executive and Principal and Senior Post Holders**, Seb Schmoller, as Chair of Governing Body reported that taking account of the new Go Further Review process, he had already agreed and implemented a process with the CE&P for this year. Seb Schmoller and Chris Linacre agreed to meet with the Executive Director of HR and Organisation Development to formalise proposals for the Committee to consider at its February 2019 meeting for appraisal going forward. SS, CL, EDHR &OD Dec 2018
- 12.5. **Remuneration Framework for Chief Executive and Principal and Senior Post Holders** – it was agreed that the Committee would use the existing discretionary process in February 2019 (looking back at performance in 2017/18) and look at adapting a new process for next year. Seb Schmoller and Chirs Linacre agreed to meet with the EDHR&OD to work on proposals in parallel with the appraisal process. SS, CL, EDHR &OD Dec 2018
13. **Any other business: Ofsted Monitoring Visit**  
The Chief Executive and Principal reported that Ofsted had informed the College that it would conduct a monitoring visit on Wednesday 10 October 2018. She would be inviting the Chair and Vice Chairs of Governing Body to make themselves available to meet inspectors.
14. **Review of meeting / closing remarks**  
The meeting closed at 11.00 am
15. **Date of next meeting**  
28 November 2018 08.30 – 10.00