

Date: 17 June 2019

Venue: The Boardroom, City Campus, the Sheffield College

Present: Chris Linacre (Chair)
Jay Bhayani
Ian Falconer
Angela Foulkes
Beri Hare
Seb Schmoller
Kim Streets.

In attendance Alison Shillito, Governance Advisor and Clerk to the Governing Body.

Clerk to the Corporation
Granville Road
Sheffield, S2 2RL
Tel: 0114 260 2620
Email
alison.shillito@sheffcol.ac.uk

		Action by whom	by when
19/2/1	Welcome, introduction and apologies Apologies were received from Michelle MacDonald and John Timms.		
19/2/2	Declarations of interest		
	2.1 The Committee <u>noted</u>		
	<ul style="list-style-type: none">Angela Foulkes' standing declaration of interest as Chief Executive and Principal (CE/P) in relation to senior post holder pay.Seb Schmoller's interest as chair in relation to succession planning for a new chair.Alison Shillito's interest as a senior post holder in relation to senior post holder pay.		
	2.2 The Committee <u>agreed</u> that		
	<ul style="list-style-type: none">the Chief Executive or the Clerk were not required to withdraw for the item on the annual report on Senior Post Holder remuneration as the item was to approve the form of the report not to consider remuneration;no action was required in relation to Seb Schmoller's declaration as it was a progress update.		
19/2/3	Minutes of the meeting on 11 February 2019 The Committee <u>approved</u> the minutes as an accurate record of the meeting. It was noted that the confidential file note of the deliberations of		

the special meeting on 25 April had been previously approved by correspondence by the members present at that meeting.

19/2/4 **Matters Arising & Action Record**

- 4.1 i) **2019/1/7.3** consideration of remission of work time for academic staff governor - it was noted that this had not been included on the current agenda nor picked up on the Action Record. There had been some discussion previously about the academic staff governor having additional non-teaching time to perform the role.

It was noted that there were other issues related to the staff role elsewhere on the agenda and this item should be considered at that point.

- ii) **2019/1/6.2 New Appointments** – it was noted that that the Clerk still had to arrange induction sessions 5, 6 & 7 (plus campus tours) for Peter Brooks, 4,5,6,7 for Shelley Hemsley and 4,5,7 for Stephen Betts.

Action: Clerk to arrange remaining induction sessions before the start of the new college year.

Clerk Aug
2019

- 4.2 The Committee noted that other actions in progress were included on the agenda. approved the removal of actions reported as closed.

19/2/5 **Committee Key Performance Indicators update**

- 5.1 The Clerk introduced KPIs on:

Governor attendance 2018/19 – it was noted that attendance was acceptable at around 80% and was adequate to enable the board to perform effectively. Audit and Risk Assessment Committee had curtailed a meeting due to quoracy and the Chair was considering how this could be addressed to avoid this next year.

Chair of
ARA Sept
2019

Paper distribution 2018/19 – it was noted that more packs were distributed at least seven days in advance following the move to PDF packs and printing of bound board packs from the PDF by Reprographics unit.

- 5.2 Governors noted that other indicators were included elsewhere on the agenda, e.g. completion of engagement, and in Committee self-assessments – number of actions raised and completed. These would be brought together in the Committee and Governance Annual Reports.

- 5.3 **Action:** the Committee agreed this was an area for further development and for 2019/20 asked the Clerk to add KPIs on

- **Training** – completion of mandatory training (Safeguarding, Prevent and EDI) by governors
- **Engagement** outside meetings – internal and external engagement.

19/2/6 **Membership Report**

- 6.1 **Skills Profile:** governors reviewed the updated Skills Profile

noting that it was incomplete. The Chair agreed to follow this up with Stephen Betts. The Committee opined that the profile indicated that the board had a good mix of skills and experience. It was noted that the board would lose its legal expert with the retirement of Jay Bhayani. Members agreed that this would be considered in search and recruitment in 2019/20.

- 6.2 **Search** – the Committee agreed to combine search to fill the upcoming governor vacancy with the search for a Chair Designate.
- 6.3 **Academic staff governor election** – members noted that queries had been raised by an elected teaching staff governor about the eligibility of a candidate to stand and the Clerk’s interpretation of the criteria on eligibility to be nominated, nominate others and vote in the election process for the academic staff governor. There had also been queries about the role of the staff governor raised in the Governor Self-Assessment process.
- 6.4 In response to the queries, the Committee agreed
- i) To pause the election process to conduct a review.
 - ii) Recommend to Governing Body that, subject to his agreement, the board extends the appointment of the existing academic staff governor until at least 31 December 2019.
 - iii) Convene a Task and Finish Group to (a) clarify eligibility for the academic staff governor role and (b) consider the process for appointing staff governors.
 - iv) The constitution of the Staff Governor Task and Finish Group is; Ian Falconer, Chris Linacre, Seb Schmoller, and Kim Streets.

6.5 **Actions:** Clerk to:

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| i) contact the staff governor to seek his agreement to an extension; | Clerk | June 2019 |
| ii) circulate communications to the other candidate, all staff and Electoral Reform Service about the delay | Clerk | June 2019 |
| iii) draft a paper for Governing Body on 10 July 2019 with the recommendation to extend the appointment of Saleem Rashid up to 31 December 2019 pending the report of the Task and Finish Group and implementation of action arising. and | Clerk | July 2019 |
| iv) Convene the Task and Finish Group | Clerk | Sept 2019 |

19/2/7 Self-assessment against Code of Good Governance 2018/19

- 7.1 The Committee received the new self-assessment against the AoC. It had been completed on the basis on the operation of governance arrangements following implementation of the recommendations of the Governance Task and Finish Group.
- 7.2 The Committee agreed there was good evidence that the Corporation’s compliance with ‘must’ and ‘should’ statements in

the Code was adequate or better. The areas identified for improvement in 2019/20 were:

- i) **Student voice** - ensuring effective processes for facilitating student voice
- ii) **Teaching and learning** – ensuring the board fosters exceptional teaching and learning
- iii) **Equality and Diversity** – supporting the College to exceed its statutory Equality and Diversity responsibilities and ensure it is effectively engaging with its diverse range of community stakeholders.

- 7.3 **Action:** Clerk to prepare a draft Governance improvement plan that incorporated the actions recommended in the self-assessment for further consideration at the next meeting. Clerk Oct 2019

19/2/8 **Governor Self-Assessment Report**

- 8.1 The Committee considered the report as follows:

Improved governor satisfaction – governors were generally more satisfied with operation of board than in July 2018,

SRG Committee remit – members noted feedback that not all governance issues needed to come through SRG Committee and it would be appropriate for the Clerk and Chair of Governors (or chair of committee in which the matter arose) to resolve queries and make improvements.

Staff governor role – there were useful comments that were pertinent to the work of the Task and Finish Group.

- 8.2 The Committee approved the new self-assessment. Clerk Oct 2019
Action: the Clerk agreed to incorporate the feedback into the Governance Annual Report 2018/19 and Improvement Plan for 2019/20

19/2/9 **Evaluation of Governor Engagement Plan**

- 9.1 The Committee received the review of the first five months of the operation of the Governor Engagement Plan and considered it as follows.

- i) **Range of activities** – activities such as ‘shadow a student’ and Learning Walks took more effort to arrange. It was agreed in future, organised engagement visits should concentrate on a narrower range of types of activity, with a clear focus on purpose.
- ii) **Range of participants** – it was agreed that the focus in future should be on getting more governors engaged. As above the expectation that governors will engage outside meetings should be a KPI.
- iii) **Purpose** – it should be made clear to participants that engagement is information gathering for governors to limit the potential for confusion.
- iv) **Targetted and invited** – feedback indicated that governors appreciated a specific invitation although this was more difficult for some governors to accommodate than others

- v) **Students first** – governors should continue to be encouraged to attend student events - performances, presentations and exhibitions to show support for students. They would need early notice of dates and details of event invitation/tickets.

9.2 **Actions:** the Committee agreed the following actions for 2019/20:

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| i) Continue with the pilot for the remainder of the calendar year and review again in February; | }CE/P
}and
}Clerk | Sept
2019 |
| ii) Schedule engagement activities after formal meetings to see if this makes it easier for more governors to engage | | |
| iii) review and reissue the advice note to governors on visits to make it clear that the primary purpose of the visit/ engagement activity is for governors to learn about the organisation that they are governing | Chair | Sept
2019 |

19/2/10 Review of implementation of electronic papers for governors

10.1 The Committee considered the report as follows:

- Members welcomed the improvement in the timeliness of paper circulation.
- There had been an increase in the number of members requesting paper copies after initially using the electronic PDF but these were easier to accommodate using Reprographics unit to produce bound board packs.
- The quality and consistency of board packs had improved with new features - paper board packs now had page numbers and there were electronic links embedded in the agenda for PDF users. Members commented that the bound packs looked professional and were easier to use than previous loose leaf packs.

10.2 The Committee received the report and agreed that

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| i) The change had achieved its goal to make paper circulation more timely and save money and paper in line with the College's sustainability goals of being digital by default. | | |
| ii) There was no appetite to look at a move to an E-governance solution. | | |
| iii) Governors should be asked review their need for paper copies and opt-in for which committee/boards they would like to receive paper packs in 2019/20 so the Clerk could update the circulation lists in line with the new committee membership lists. | Clerk | Aug
2019 |
| iv) There was a request for the Clerk to provide a means for governors to access individual papers. The Clerk agreed to consider this and report back to members. | | |

19/2/11 Board confidentiality principles

11.1 The Committee received the proposed confidentiality principles. The Clerk had drafted the principles in response to a query at FEGP Committee about the number of papers presented that

were marked confidential. The Clerk commented that currently she is not in a position to create and administer a register and review process for confidential items. She would review items for declassification on request – in consultation with the relevant chair of the board/committee.

- 11.2 The Committee approved the principles and asked the Clerk to start a log of confidential items for annual review once she had administrative support.

Action: The Clerk agreed to draft a governor policy based on the principles for approval by Governing Body.

Clerk

Oct
2019

19/2/12 Senior Post Holders' Remuneration: Annual Report 2018/19

- 12.1 The Committee received the report which had been drafted using the information from the minutes of the private meeting on 24 April 2019. Members commented as follows.

- i) It was noted that although the decisions were in 2018/19 the report actually referred to 2017/18 i.e. prior to the introduction of the Code.
- ii) The report should be confidential pending publication.
- iii) Ideally the report should be published with the relevant set of annual accounts and financial statements with other information about the remuneration of senior post holders. However the accounts for 2017/18 had already been published.

- 12.2 The Committee approved the content as its report to the Governing Body on the remuneration process for 2017/18, with the addition of the CE/P's salary as a multiple of the College median salary in 2017/18.

Action: The Clerk agreed to seek advice from External Auditors on the most appropriate format for publishing the report and if it should be included in the annual members' report and financial statements.

Clerk

July
2019

19/2/13 Succession Planning for Chair of SRG Committee

- 13.1 The Committee endorsed the Chair of Governors appointment of Gwyn Arnold as Chair of the Committee in 2019/20 with Chris Linacre continuing as Vice Chair to provide support and continuity.

19/2/14 Meeting schedule and draft cycle of business for the Committee 2019/20

- 14.1 The Committee approved the Cycle of Business with one amendment – it needed to be clear that the CE/P is in the advisory role as regards the remuneration element of the November 2019 meeting. The CE/P is asked to prepare relevant information for the Committee but would not lead the item.

Action: The Clerk agreed to correct the Cycle of Business

Clerk

Aug
2019

19/2/15 Committee Self-assessment 2018/19 and Terms of Reference 2019/20

- 15.1 The Committee considered the first draft of the self-assessment and commented as follows:
- i) **SRG Remit** – as above, the Chair and members needed to resist the Committee becoming a catch-all for issues and working beyond its remit. Important decisions about governance are matters for the whole board collectively and the Committee should be mindful of raising issues with the board that should go for collective consideration and decision making.
 - ii) **Membership** - having a committee that includes the chairs of the other committees was quite helpful and it might be useful to have a start of term Chairs' and Vice Chairs meeting looking across the draft agenda of the Governing Body and its Committees to ensure that key issues and risks were covered in the right forum and to reduce duplication where possible.
 - iii) **Remuneration** - the Committee had needed to find its way through the new Senior Staff Remuneration Code. This had taken some time but the outcome was a clearer position than previously .
 - iv) **Terms of Reference** – these needed to be adjusted to match the wording of the AoC Senior Staff Remuneration Code. Other than that, the Committee agreed that the Terms of Reference should run substantially unchanged for at least a further year.
 - v) **Gender balance** – the Committee is making decisions about senior pay and needs to have regard to the gender balance of its membership.

15.2 **Actions:** the Clerk agreed to update the Committee self-assessment in line with members' comments for submission in draft to the Audit and Risk Assurance meeting in September 2019

Clerk

Aug
2019

19/2/16 Succession Planning for Chair of Governors

- 16.1 The Committee approved the proposed timeline and process for the appointment and agreed the membership of the Selection Panel as: Beri Hare, John Timms, Chris Linacre, Gwyn Arnold, Stephen Betts.
- 16.2 The Committee highlighted the following recommendations for consideration by the Panel:
- Internal nominations** – the process and search consultant should encourage internal nominations as well as external.
- Role of CE/P** – 'Can work well with the Chief Executive and Principal' or similar should be included in the selection criteria. The CE/P should have an opportunity to meet and discuss the role with the shortlisted candidates and the observations of the CE/P views must be known to the panel prior to the selection being made.
- Liaison with the FE Commissioner** – the Clerk should signal to the FE Commissioner that the College is recruiting a Chair

Designate and we would welcome his input.

16.3 **Actions:** the Chair of the Committee agreed to meet the Clerk to progress the actions including:

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|--|-----------------|--------------|
| - Reviewing the role description prior to circulating it to Selection Panel members | Clerk/
Chair | Aug
2019 |
| - Inviting members and checking their availability to arrange a schedule of meetings | Clerk | Aug
2019 |
| - Preparing communications with potential search consultations to obtain competitive quotes | Clerk | Aug
2019 |
| - Writing to the FE Commissioner to make him aware that the College is seeking to appoint a new chair and we would review any proposals he might wish to suggest with our search consultant. | Clerk | Sept
2019 |

19/2/17 Chair of Governor's Performance Review

The Clerk reported that the 360 feedback questionnaire had been circulated to Governors. She would be chasing responses to collect as many as possible and sharing the report with Vice Chairs to follow-up with the Chair of Governors.

Clerk
Aug
2019

19/2/18 Review of meeting

Much of the meeting had reflected on the first year of operation of the Committee, reviewing new initiatives such as the Governor Engagement Plan. The Committee had reflected on its performance and made suggestions for further improvements such as KPIs and Governor training.

The Committee reiterated its thanks to Chris Linacre for his stewardship of the Committee in its first year of operation.

19/2/19 Date of next meeting

Wednesday 13 November 2019 at 08:30 in the Boardroom, City Campus

Wednesday 5 February 2020 at 08:30 venue tbc

Wednesday 3 June 2020 at 08.30 venue tbc

END