

Date: 11 November 2020

Venue: Zoom (Online Meeting)

Clerk to the Corporation
Granville Road
Sheffield, S2 2RL
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Present: John Mothersole, (Chair)
Gwyn Arnold
Ian Falconer
Angela Foulkes
Beri Hare
Stephan Hollingshead
Seb Schmoller

In attendance: Alison Shillito, Governance Advisor and Clerk to the Governing Body.
Ron Hill, governance consultant, Stone King LLP (until 10.00)
Anita Klich, Governance and Projects Officer (until 10.00)

Action
by **by**
whom **when**

20/3/1 Welcome, introduction and apologies

- 1.1 The Committee noted apologies from Saleem Rashid. The meeting was quorate.

20/3/2 Declarations of interest

- 2.1 The Committee noted the standing declarations that were relevant to the business, as follows.

Angela Foulkes, Chief Executive and Principal (CE/P) agreed to withdraw from those parts of items 12 and 13 that referred to her appraisal and remuneration.

Gwyn Arnold and Beri Hare agreed to withdraw from that part of item 8 where members considered governor re-appointments.

Seb Schmoller, Chair of Governors, had a personal interest in item 9ii (360 degree feedback to the Chair) and the Committee agreed he should stay in the meeting and participate in the discussion.

Clerk and Governance Advisor agreed to withdraw from those parts of items 12 and 13 that referred to her appraisal and remuneration.

20/3/3 Minutes of the meeting on 10 June 2020

- 3.1 The Committee approved the minutes of the meeting held on 10 June 2020 as an accurate record.

20/3/4 Matters Arising & Action Record

- 4.1 Minute ref TLQSE 20/1/6.3i: Curriculum heat maps: the IT needs of governors to access dashboards to be considered as part of the implementation of the Digital Strategy, once approved. Clerk/Chair SRG tbd
- 4.2 Minute ref 20/02/5: Governance Improvement Priorities: to be completed in the light of self-assessment and following receipt of feedback from the FE Commissioner and Ron Hill. To report at the next meeting. CoG/Clerk 10/2/21
- 4.3 The Committee noted that other actions in progress were included on the agenda. The Committee approved the removal of actions reported as closed.

20/3/5 Governor Search & Recruitment Policy 2020-22

Recruiting to the Governing Body

- 5.1 The Chair presented proposals for strengthening search in future.
- The Committee considered the proposed approach and discussed the following:
- **recruitment cycle:** recruiting members should be seen as an ongoing process not just a one-off action with a defined start and end date.
 - **open process:** recruitment processes must be fair, open, transparent and available to everyone.
 - **values-led networks:** The Sheffield College should aim to develop relationships with networks, organisations and companies that share the College's values and may have staff suitable for governorship. In the longer term, such networks would help The Sheffield College to find candidates who share its values and understand its mission.
 - **governor competences:** the recruitment process should clearly indicate the skillset required of all governors. This is to ensure that skills within the Governing Body are comprehensive and sufficient. Some governors will develop through being a governor and search panels should be allowed to recruit for potential. The competencies must differentiate between "core" competencies, which are essential, specific professional skills that not all governors will have but the board requires among its number such as FE teaching, quality, finance, audit and risk.
 - **diverse voices:** the Governing Body is not intended to represent all stakeholders but we should ensure we have members who bring perspectives from key communities and who can give a wider strategy context to the College's operations.

- **reduce reliance on informal networks:** sourcing potential members through informal networks can mean the board mirrors its current profile and does not evolve with the College.
- **induction:** the values and core competences should run consistently through search, selection and induction. The Chair of Governors and Clerk should use induction to understand where new governors see their strengths, what motivates and excites them and match this to their induction and development.

Governor search and recruitment policy

5.2 The Clerk presented the draft Governor Search and Recruitment Policy 2020-21. The draft Policy was developed using:

- feedback received on recruitment processes in 2019-20;
- guidance documents from DfE and AoC;
- examples of successful policies at other colleges.

The intended impact of the draft policy being for the board to have a clear, consistent process to attract and retain governors with appropriate skills and qualities to provide effective governance.

5.3 The main points of discussion were:

- **standing search panel:** participation in search panels should not be constantly limited to a specific group of governors. The same panel should follow through a particular recruitment exercise but membership of the panel should be open to all SRG members.
- **co-option:** at present, the rules and responsibilities of co-opted committee members are unclear. this needs to be clarified in the next version of the policy. There are precedents that co-opted members of audit committees, co-opted to provide expertise and independence in decision-making, are part of the quorum and vote. In other circumstances, a co-opted member appointed as an expert should not be part of the decision-making.
- **Governor role description and person specification:** members welcomed the clearer role description and person specification and suggested it be further refined to include willingness to learn and to move away from the DfE “5 Cs” model.

5.4 The Committee agreed:

ACTIONS:

- i) there should be further iteration of the draft outside the meeting including:
- reviewing appointment of search panel;
 - reviewing the purpose and voting rights of co-opted members;
 - refining the governor core competencies.

Clerk 30/1/21

- ii) The revised draft to be re-presented to the next meeting for approval. Clerk 10/2/21

20/3/6 Membership Report

- 6.1 The Clerk presented the membership report, including the updated skills matrix and existing/upcoming vacancies to inform future planning for search and recruitment.

The Committee discussed:

- **skills matrix:** the Governor profile and skills information was last updated in September 2020. The Committee was satisfied that the skills profile of the current membership is adequate for its responsibilities.

ACTION: Clerk to update the Skills Matrix to reflect the new governor "core competencies" once these have been agreed.

Clerk 10/2/21

- **re-appointments:** it was noted that three members are due to end their initial term of appointment prior to the next meeting. The Chair of Governors had met with those members and would be making recommendations under the next item.
- **succession planning and vacancies:** GB has one vacancy unfilled from 1/8/2020; two vacancies will arise in 2020/21 (following retirement of Seb Schmoller no later than 31 March 2021 and John Timms on 31/7/2021); two members (Beri Hare and Gwyn Arnold) are due to complete their first full term of office in July 2021 and are eligible for re-appointment for a further term of four years from 1/8/2021.
- **Board size:** with the additional staff governor, the total board size is now 19 which is almost the maximum. **ACTION** members agreed that before recruiting further, and using the discussions about finalising the appointment policy, they should review the number of appointed governors. The number of governors should reflect how the Board covers the skillset needed and the demands on members (roles and committee memberships).
- **Student governors:** Members noted that two student governors have now been elected. In the past, there had been issues with appointing two elected student union officers as student governors because the individuals did not always fully understand the role and its responsibilities. Recently, TSC staff and the Students' Union have been working together on running a separate election to recruit student governors as a specific role.

- 6.2 The Committee received the report and agreed the following:

ACTIONS:

Clerk to clarify the changes to the student governor election process and propose relevant amendments to GB standing orders to reflect the changes for GB to approve

Clerk 9/12/20

There should be a further discussion in January about board size and purpose as part of considering the outcomes of the

Board Effectiveness Review. This should also include determining search strategy for any vacancies.

Clerk 18/12/20

20/3/7 Reappointment of Governors

- 7.1 The Chair of Governors reported on the outcomes of review meetings with governors due to come to the end of their term in 2021. The Committee considered the report and recommended approval to the Governing Body of the following reappointments
- Gwyn Arnold (initial 4-year term ends 31/7/2021) be reappointed for a term of 2 years until 31/7/2023;
 - Stephen Betts' initial appointment (ending 31/12/2020) be extended for 2 years until 31/7/2023, subject to a review in July 2021 of his availability;
 - Peter Brooks' initial appointment (ending 22/01/2021) be extended for 2 years until 31/7/2023;
 - Beri Hare (initial 4 year term of appointment ends 31/7/2021) be re-appointed for a second term of 4 years from 1/8/2021 to 31/7/2025;
 - Shelley Hemsley's initial appointment (ending 31/12/2020) be extended in the first instance until 31/7/2021.

ACTION: issue appointment letters confirming the changes to term of appointment

Clerk 9/12/20

20/3/8 Board Effectiveness Review 2019-20 and Committee self-assessment

- 8.1 The Clerk presented the Governor attendance and engagement report 2019-20. The purpose of the report is to monitor that the Governing Body members are able to fulfil their duties for collective decision-making in line with the expectations in the Standing Orders and the AoC Code of Good Governance.

Members of the Committee noted the report and discussed the following:

- **Governor attendance:** Members agreed that to be effective, governors need to contribute to effective decision making. Attendance is an indicator of how Governors fulfil their commitment to governorship.
- **Improvement actions:** The Committee noted that the Clerk ran a survey on meeting times to assess governor preferences for morning, afternoon and evening meetings. In 2020/21, Audit and Risk Assurance Committee is piloting meeting at 4.00 -6.00 pm as a result of feedback.
- **Governor engagement:** this had been interrupted by premises closure and restrictions. In October 2020, in parallel with changes to the Observation Policy, the Chair of TLQSE agreed to pilot governor participation in online learning visits.

Overall, the Committee was satisfied that 76-78% overall board attendance was adequate for the GB and its committees to fulfil their remit. The Chair of Governors discussed attendance issues with individual governors as part of the appraisal process. In

addition, members who were not able to attend often provided input by other means.

8.2 Chair's Performance Review 2019-20

The Clerk advised that the survey responses had all been highly positive about the work of the Chair. It was notable that the response rate was lower than previous years in spite of starting the survey earlier and reminding members to respond. It was commented that the volume of emails had significantly increased and made workload management more difficult. Requests for action/ feedback should include an estimated completion time. In addition, the College had used this survey for the last three years and should look at a different approach for assessing the Chair's impact.

The Committee commended the Chair of Governors on his work in 2019/20 and his positive impact on the College and agreed that for 2020/21 the Clerk should look at revising the Chair's 360 feedback process to use more qualitative feedback, possibly via a focus group to inform an evaluation of the Chair's impact on the board supporting the College to achieve its strategic objectives.

ACTION: revisit the chair performance review process to obtain richer feedback for next year.

Clerk 10/02/21

20/3/9 Governors Development and Training Report 2019/20

9.1 The Clerk presented the Governors' Development and Training report. The purpose of the report is to enable the Committee to keep under review the development and training provided to members, to inform the annual self-assessment of governance, to ensure statutory compliance and to advise the Governing Body.

The Committee considered the report and commented:

- Training for governors in 2020/21 must move beyond compliance, be directly relevant to their role and have the potential to demonstrate impact;
- Ensure new governors complete all mandatory training.

9.2 The Committee welcomed that most members were up to date with the mandatory training agreed by Governing Body. It was agreed:

ACTIONS:

continue to ensure that new members and any existing members complete or update mandatory training;

Clerk Ongoing

schedule further induction meetings for new governors;

Clerk 18/12/20

In proposing governance priorities 2020-21, include considering training dimension, i.e. where governors can add value collectively and individually to achieving the priorities and what training governors need individually and collectively to do this.

CoG,
Clerk
SRG
Chair 30/1/21

20/3/10 Self-assessment against AoC Code of Good Governance

- 10.1 The Clerk presented the report to the Committee. The purpose of the report is to inform the annual governance report in the Members' Annual Report on the College's compliance with its chosen governance code and to advise the Governing Body.
- 10.2 The Committee commented that Members have made significant progress against previously identified areas for improvement. Some proposed actions had been superseded by other priorities in the pandemic. An example of this was corporate social responsibility, the College had done much to support the community since March 2020, but developing a new corporate social responsibility policy had not been a priority this year.
- 10.3 The College had also made great progress on reporting Equality and Diversity, setting objectives and assessing equality impact. It would be useful for governors to understand in more detail what the College and the EDI Board had achieved, the ambition and how governors could add value. The CEP said that the Executive leadership Team were finalising the report of an internal audit of equality and diversity. This would be presented via Audit and Risk Assurance Committee and included recommendations for improving how the College reports and involves governors.
- 10.4 The Committee received the report and agreed that they were assured that the College should self-assessment as compliant with the "must" statements in the AoC Code and had due regard to the "should" statements. The Committee recommended

ACTION:

The board should include in a future strategy discussion, the College's ambition for EDI and CSR and where the GB could add value.

Clerk/
CEP 27/1/21

In reflecting on the College's response to the pandemic, at some point it would be good to pull together a report on all the things the College has been doing since March 2020 to contribute to its community.

Clerk 10/2/21

20/3/11 Senior Post Holder appraisal and remuneration report and recommendations 2019-20

- 11.1 The Committee's discussion is recorded in this separate confidential minute.
- 11.2 The Committee agreed the appraisal and remuneration decisions for the senior post holders in respect of performance in 2019/20.
- ACTION:** Clerk to draft the Annual Report on SPH Remuneration to assure the GB that the Committee had applied the approved process and complied with its responsibilities under the AoC Code on Senior Staff Pay.

Clerk 9/12/20

20/3/12 Review of meeting and closing remarks

- 12.1 In reviewing the meeting it was commented that the Committee should beware of mission creep. All members should participate and feel ownership in the development of the governance priorities for 2020/21, if and how the board should be supporting the College to go from good to excellent or best practice.

This meeting has been much clearer about its assurance role.

ACTION: set a discussion forum in early January to consider the Board Effectiveness Review.

20/3/13 Date and time of next meeting

Wednesday 10 February 2020 8:30 – 10:30