**SEARCH, REMUNERATION AND GOVERNANCE COMMITTEE
CONFIRMED MINUTES**

Date:	**13 November 2019**	Clerk to the Corporation
		Granville Road
Venue:	**Room T7.08, City Campus, the Sheffield College**	Sheffield, S2 2RL
		Tel: 0114 260 2620
		Email
		alison.shillito@sheffcol.ac.uk

Present: Gwyn Arnold (Chair)
Ian Falconer (until 10.40)
Angela Foulkes (until 10.30 after which was in attendance as and when required by members)
Beri Hare
Stephan Hollingshead (until 10.40)
Michelle MacDonald (until 10.05)
Seb Schmoller
Rhiannan Webber (until 10.05)

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

Action by when by whom

19/3/1   Welcome, introduction and apologies

Apologies were received from Kim Streets.

19/3/2   Declarations of interest

2.1   The Committee noted

- Angela Foulkes' standing declaration of interest as Chief Executive and Principal (CEP) in relation to senior post holder pay.

- Seb Schmoller's interest as chair in relation to succession planning for a new chair.

- Michelle MacDonald's interest as a member of staff of the College and an elected staff governor.

- Rhiannan Webber's interest as President of the Students' Union, a student (intercalating her studies as a sabbatical officer paid by the College)

- Alison Shillito's interest as a senior post holder in relation to senior post holder pay.

2.2   The Committee noted that, in line with the Instrument and Articles:

Angela Foulkes would withdraw from item 15 (SPH appraisal and remuneration report and recommendations 2018-19) for those parts of the discussion that related to her remuneration as CEP (Instrument 14(5)(a) refers);

Alison Shillito would withdraw from item 15 (SPH appraisal and remuneration report and recommendations 2018-19) for those parts of the discussion that related to her remuneration as Clerk (Instrument 14(10)(a) refers);

Michelle MacDonald as a staff governor would withdraw from item 12 (Staff Governor Task and Finish Group) i.e. for that part of a meeting at which the member's appointment or re-appointment is to be considered (Instrument 14(5) (b) refers);

Seb Schmoller would take no part in the discussion of item 13 (Chair's search progress update) but was not required to withdraw from the meeting for this item.

2.3 By votes of the other members present, the Committee resolved that:

- Michelle Macdonald would withdraw from item 15 (SPH appraisal and remuneration report and recommendations 2018-19) under Instrument 14(5)(d);

- Rhiannan Webber would withdraw for item 15 (SPH appraisal and remuneration report and recommendations 2018-19).

19/3/3 **Minutes of the meeting on 17 June 2019**

The Committee approved the minutes as an accurate record of the meeting with the corrections to sections 2.2, 8.1, 16.2 and minor typos mentioned at the meeting.

19/3/4 **Matters Arising & Action Record**

4.1 **2019/2/9.2** Governance Engagement Plan 2019/20 – the CEP reported that the plan of activities to be offered to governors was completed and would be circulated shortly. The Committee agreed a new deadline of 31/12/2019 for completing the action. Clerk/ CEP 31/12/19

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

ACTION: the Committee agreed there should be an annual review of 'completed' actions to confirm, where relevant, that ongoing actions were being maintained. This was good practice for the Governing Body and other committees and could be included as part of the Board Effectiveness review 2019/20. Clerk 5/2/20

19/3/5 **Board Self-Assessment 2018/19 and Draft Governance Improvement Action Plan**

5.1 The Clerk presented the report and draft action plan, collated from various actions suggested via different strands of the governor effectiveness review process. Members supported the findings of the self-assessment that governance was broadly effective in 2018/19. Members commented that the resulting action plan was too long, as yet unfocused with insufficient attention to impact.

5.2 The CEP proposed that the Board's 2019/20 improvement priorities should closely align to the College's plan for demonstrating good leadership and management. Based on the

Ofsted visit feedback and the Education Inspection Framework (EIF), the improvement priorities proposed for governance were:

- Governors' knowledge of strengths and weaknesses;
- Demonstrate support for leadership;
- Leading the strategic direction;
- Ensuring statutory responsibilities are met;
- Demonstrating effective challenge to the quality of education and performance management.

5.3 Members agreed that the priorities should support the College and should be focused particularly upon impact. It was also recommended that the action plan should include actions that:

- help the college engage in the City (governors' external ambassadorial role);
- enable the board to operate more efficiently as well as effectively (the resource dimension);
- build on the changes made in 2018/19, rather than seek to make major changes. The planned (external) board effectiveness review in Spring 2020 would be able to test the impact of current arrangements and recommend more major changes, if necessary.

5.3 **Action**:

i)	the Committee's overall opinion on governance in 2018/19, based on the various strands of self-assessment at individual governor, committee and college levels, was that governance was broadly effective. This should be confirmed in the report.	Clerk	6/12/19
ii)	the action plan should be refined further using the ELT planning principles in 5.2 above to propose an iterative and proportionate improvement plan for 2019/20	Clerk	11/12/19
iii)	Subject to changes to the action plan in line with the discussion, the Committee agreed to <u>recommend approval</u> of the report and action plan to the Governing Body.	GA/AS/ SS	6/12/19

19/3/6 **Governor Attendance Report 2018/19**

6.1 The Committee <u>noted</u> the report on 2018/19.

19/3/7 **Confidentiality Policy**

7.1 The Clerk introduced the proposed policy and a review of the confidential items considered by the Governing Body and its committees in 2018/19, with recommendations to declassify those items no longer deemed confidential.

7.2 Members welcomed the clarity of the first principle in the policy – that all the College's information is public unless an exemption applies. Paper authors were primarily responsible for determining valid reasons, under the policy, for classifying papers as confidential. The Clerk's role was to advise paper authors and the board on the implementation of the policy.

7.3 Members considered that the task had been delegated to SRG Committee to determine an appropriate confidentiality policy. Subject to the amendments agreed in the meeting (listed below), the Committee agreed to <u>approve</u> the policy and <u>approve</u> the recommendations for declassifying board reports and minutes, as recommended by the Clerk and detailed on the Log.

7.4 **Actions**:

i)	Amendments to the draft policy - strengthen the ELT paragraph and reposition it at the top of the list of responsibilities; remove paragraph 3 of section 6.	Clerk	11/12/19
ii)	Report the approval of the policy to Governing Body and publish on the College website. A link should be sent to members of the Governing Body.	Clerk	11/12/19
iii)	Present the policy to ELT and other regular paper authors to ensure it is effectively communicated.	Clerk/ CEP	10/12/19

19/3/8   Review of Instrument and Articles of Government and Standing Orders

8.1 Members noted that at its meeting on 6 November, the Governing Body had not approved a proposal to amend the standing orders which would have changed the basis on which staff governors were nominated and elected.

8.2 The Committee received the Clerk's report and <u>agreed</u> that it would not be recommending any changes to the Instrument and Articles of Government and Standing Orders for 2019/20.

19/3/9   Governor Development and Training Plan 2019-20 update

9.1 The Clerk gave a verbal update on the action in progress to provide mandatory and requested governor training in 2019/20.

9.2 The Committee considered the report and commented:

- This area would benefit from greater attention to ensure that governors maintain basic knowledge;
- The 2018/19 plan included that new governors would complete the same mandatory training modules that all staff complete. The provider and structure of the mandatory modules had rchanged and not all the modules were suitable for governors;
- Training for all governors must be directly relevant to their role and have the potential to demonstrate impact;
- Governors have to commit their personal time to whatever training is required and therefore it must be seen to be useful to them performing their governor role;
- The governor engagement activities should complement governor training not replace it.

9.2 **Actions**: the Committee <u>agreed</u> the following actions:

i)	A small group should review the online training requirement set in 2018/19 against the College's new online training requirements for staff; ensure that the requirement on	GA; AF; CL; BH; AS	11/12/19

governors includes only the most relevant content and may be easily accessed by governors, whether or not they maintain sheffcol.ac.uk accounts. The review should also consider the frequency of refresh for mandatory online training. Where appropriate, governor training should visibly align to the planning headlines set out in 5.2;

Chair SRG   18/12/19

ii) Chair to report to the Governing Body accordingly.

19/3/10   Membership report and succession planning (appointments, resignations, reappointments and Committee membership)

10.1   The Committee received the report and noted that:

- all members had completed the Skills Profile, and the board had a good mix of skills;

- The board had a vacancy for an independent governor which was being held in case it was required for the external appointment of a Chair Designate;

- Ian Falconer, Richard Calvert and Stephan Hollingshead were due to complete their first two year term of office in July 2019. In line with the Governor Assessment Policy, the Chair of Governors would meet with each prior to making any recommendation for extending their first term to the full four years.

10.2   **Actions**: the Committee <u>agreed</u> the following action:

i) Chair to arrange 1:1 meetings with governors who were due to complete their initial appointment term on 31/7/2019 with a view to making recommendations to align with an April/May search process, if required.

Chair of Govs   6/5/20

19/3/11   Search for Chair-Designate: progress update

11.1   The Committee received the report and noted that the Selection Panel were due to meet the search consultant following the SRG meeting. During discussion, a member queried why the Selection Panel was continuing to seek to recruit in December/January when the Governing Body had approved an extension to the Chair's term of office until 31/3/2021.

11.2   The Clerk advised that the resolution to extend the current Chair's term had been made prior to the September 2019 Ofsted visit and in contemplation of a later visit in 2020/21. In Summer 2019, the Committee and the Governing Body had agreed to pursue an early appointment of a chair designate to allow a planned, smooth handover period. This would maximize the opportunities for the Chair Designate (particularly if external) to gain an understanding of the college, the board, and the role ideally prior to the next Ofsted inspection.

11.3   The Committee <u>confirmed</u> that the search should continue in December/January but depending on the outcomes of search, it might be necessary to schedule a recommendation for the 11 March meeting of Governing Body.

19/3/12   **Review of the meeting**

Members commented on the meeting

- that they had not worked particularly effectively and have to consider the impact members are making. It might be better if the agenda were grouped about the five principles for governance recorded in minute 5.2.

- there should be a discussion about the impact of governors in relation to the findings of the September 2019 Ofsted visit. Governors have not yet had that discussion and they need to consider their impact on the progress of the College;

- need to reconsider the sequencing of business between the Governing Body and effective use of time.

10.05 Michelle MacDonald and Rhiannan Webber left the meeting

19/3/13   **Staff Governor Task and Finish Group report on Elections Process**

13.1   Members received the relevant minutes of the Governing Body discussion on 6 November. During discussion, the following points were covered:

- acknowledging the rationale for retaining a staff governor with an academic background in FE as this was difficult to achieve without drawing on staff from other local colleges.

- the definition of 'academic' – it was relatively easy to develop a broad definition but allocating every role to an academic or non-academic constituency would be onerous for the reasons given by the Task and Finish Group.

- Specification of two separate types of staff governor to be retained for the purposes only of being nominated and appointed– any member of staff would be able to nominate someone or vote in the election of both governors;

- Members were uncomfortable regarding the criteria for appointment to specific committees – the academic staff governor would normally serve on the TLQSE Committee but appointment to other committees should be based on need and skills. For the academic staff governor, the broad definition would be someone with FE teaching and learning experience, as well as a knowledge of working at the College.

- The Clerk would use a simple set of criteria agreed with the Committee for determining eligibility to stand in the 'academic' category;

- Staff would only be permitted to be nominated for one staff governor role and would not be permitted to stand for both roles;

- Elections to run biennially with both governors being elected at the same time to ensure that any nominees ruled as not qualifying for one role would be able to stand for the other;

- Those standing for election will be required to:

- o provide in their election address information that is broadly similar to that required by the College from people expressing an interest in appointment as independent governors;
- o state in which category they are standing for election;
- o confirm their understanding of the role of Staff Governor
- o confirm their commitment, if elected, to performing the duties of a governor and adhering to the Code of Conduct.
- the approach should be reviewed following the second set of elections – in 2022/23.

13.2 **ACTIONS**:

i)	Clerk to write up the minutes in the form of proposals for consultation with staff and staff governors;	Clerk	30/11/19
ii)	Agree with EDHROD an appropriate form of consultation within the timescale with a view to taking recommendations back to the Governing Body on 18 December 2019;	Clerk	2/12/19
iii)	Submit to the Governing Body a proposal to extend the appointment of the current academic staff governor until the end of April 2020 to allow time for a Spring election.	Clerk	9/12/19

19/3/14 Senior Post Holder appraisal and remuneration report and recommendations 2018-19

14.1 The Committee noted that the timing of the SPH appraisal and remuneration discussion had been moved to November to align with the Go Further Review cycle; the final reviews of 2018/19 College performance (financial and academic) and to make sure that decisions are made in good time for changes to be implemented on 1 February, as per senior staff contracts. The Committee's discussion is recorded in a separate confidential minute.

14.9 **ACTIONS:**

i)	Prepare the SPH Remuneration Report for Governing Body, based on the AoC guidance;	Clerk	6/12/19
ii)	Draft letters to the SPHs notifying the outcomes and thanking them for their contribution to the College;	Clerk/ SRG Chair	6/12/19
iii)	Prepare decision grid for Payroll – to be signed by Chair of SRG on behalf of the Governing Body and the Accountable Officer as as the person responsible for ensuring proper expenditure of the College's funding.	Clerk	4/12/19

19/3/15 Date of next meeting

Wednesday 5 February 2020 at 08:30 venue tbc

Wednesday 3 June 2020 at 08.30 venue tbc