



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

Date: 5 February 2020

Venue: Room T7.08, City Campus, the Sheffield College

Present: Gwyn Arnold (Chair)
Ian Falconer
Angela Foulkes
Beri Hare
Stephan Hollingshead (until 10.30)
Chris Linacre (until 09.30)
Michelle MacDonald (until 11.05)
Seb Schmoller
Rhiannan Webber.

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

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		Action	
		by whom	by when
20/1/1	Welcome, introduction and apologies The start of the meeting was delayed for a special meeting of the Governing Body to consider the appointment of a new governor and Chair Designate. There were no apologies received and the meeting was quorate.		
20/1/2	Declarations of interest The Committee <u>noted</u> the standing interests previously declared and in particular <ul style="list-style-type: none"> • Michelle MacDonald’s interest as a member of staff of the College and an elected staff governor. The action in relation to this declaration was that Michelle would withdraw from the meeting for discussion of item 13 (Staff Governor Elections); • Ian Falconer and Stephan Hollingshead declared an interest in item 12 (Membership report) as the paper mentioned action in relation to their re-appointment. The Committee did not require any action in relation to this item as the paper was for note and did not include discussion or decisions about re-appointment. 		
20/1/3	Confidentiality The Clerk reported that she had not circulated the Confidential Minutes of the meeting on 13 November 2019 to the staff and		

student governors as they related to parts of the meeting from which they had withdrawn (Instrument 15(4) refers).

20/1/4 Minutes of the last meeting held on 13 November 2019

The Committee approved the open and confidential minutes as an accurate record of the meeting.

20/1/5 Matters arising and action record

- 5.1 The Committee reviewed the matters arising and the action record and agreed that all ongoing actions from the minutes of the last meeting had been appropriately recorded. It was noted that Teaching, Learning, Quality and Student Experience had referred action to the Committee otherwise there was only one action in progress:

Minute 19/3/10.2 refers: Membership – the Chair of Governors reported that his meetings with members coming to the end of their term of office had been scheduled in March. The Committee agreed that this item should be rescheduled to the meeting on 3 June and the update on the Action Record corrected.

TLQSE Minute 20/1/6.3ii refers: Curriculum Heat Maps – managing risks of new software development. The Clerk reported that this had been moved to SRG in error and had already been completed in the written update on the Strategic Risk Register reported to Audit and Risk Assurance Committee on 12/2/2020. The Committee agreed

ACTION remove this action and address TLQSE Minute 20/1/6.3i at the June meeting, in reviewing distribution of agenda and papers for governor meetings.

Clerk 3/6/20

- 5.2 The Committee approved the removal of actions reported as closed.

20/1/6 Review of completed actions

- 6.1 The Clerk introduced the report, prepared in response to the Committee's request for a periodic review of completed actions to check that any 'ongoing' actions were being maintained.

- 6.2 The report identified one action (TLQSE minute 18/2/5.3 refers: monitoring progress on embedding Students First principle in business support services) that had been referred to SRG to ensure that it was covered in the Governance Cycle of Business for 2018/19. This had been completed in 2018/19, in reports and presentations to TLQSE; the issue was not clearly identifiable in the 2019/20 Cycle of Business but TLQSE and FEGP committees were receiving presentations from support services, which covered how services had regard for the College Vision and Values, including the Students First principle.

ACTION: The Chief Executive and Principal (CEP) agreed to give this further thought and to propose any other action that might be needed to ensure that progress in embedding the Students First principle was appropriately reflected in the Cycle of Business.

CEP 3/6/20

- 6.3 The Committee received the report, commenting that
- It was positive assurance that the College was acting on

decisions and embedding ongoing actions in updated policies and/or routine monitoring reports; and

- It was a helpful source of evidence for the Committee's annual self-assessment, particularly as regards how the committee's recommendations were being implemented and having a positive impact on improving the College's compliance and having effective processes for search and remuneration.

20/1/7 Governance Improvement Priorities 2019/20 – update

7.1 The Clerk presented the report, which had been prepared as requested at the last meeting, by the Chair of Governors, the Chair of SRG, the Clerk and the CEP, recommending governance priorities based on the findings of the board effectiveness annual report. At its meeting on 18 December 2019, the Governing Body had approved the priorities as those most likely to have a positive impact on the College achieving its objectives.

7.2 The Committee considered how the board and committees should ensure that the priorities are effectively implemented and would have the intended impact.

- **Education Inspection Framework** – members welcomed that the priorities mapped directly to the EIF and the College's recent Ofsted report;
- **Students First** – in using the priorities, members of committees should be clear that the ultimate purpose of strong governance is to secure a great student experience for current and future students. Committees should self-assess implementation and impact of the priorities against this principle. The student governor said that students did not always feel that they were being put first by staff and that governors and committees needed to focus on this challenge. This message should accompany the priorities.
- **Assessing impact** – it was noted that committee chairs are using the priorities to shape the work of their committees and that they will use the priorities when considering committee impact in their annual self-assessment in June 2020.

7.3 The Committee noted that the paper had already been circulated to chairs of committees. It was further agreed that

ACTION: SRG would monitor implementation and impact of the Priorities in relation to its own remit (via its annual self-assessment) and for the board as whole via consideration of the 2019/20 annual report on board effectiveness.

Chairs 11/11/20

20/1/8 Self-assessment against Code of Good Governance 2019/20 – update

8.1 The Clerk presented the report, confirming she had updated the self-assessment to reflect the evidence of the board effectiveness annual report. The changes were tracked for members to review, there were no significant changes and the main actions arising were incorporated into the Governance Priorities, discussed above.

- 8.2 The Committee noted the update, agreed the updates and agreed **ACTION** that the self-assessment should be reviewed and updated in October 2020 in preparation for the 2019/20 ARAC Annual Report and Board Effectiveness Annual Report.

Clerk 23/10/20

20/1/9 Board Effectiveness Review 2019/20: commissioning external input

- 9.1 The Clerk introduced the paper, explaining that the AoC Code recommended external input to any review of governance effectiveness. In July 2018, the Governing Body decided that the College should periodically engage external input into its annual board effectiveness review process. At that time the Governing Body was implementing the recommendations of the Governance Task and Finish Group and recommended that the next periodic review, with external input, should take place in Spring 2020.

- 9.2 The Committee considered the options for commissioning external input to the 2019/20 review as follows:

- **FE Commissioner's Diagnostic Assessment** – the College was in the process of arranging a diagnostic assessment. The assessment would be important feedback to the College. It would be helpful to have that feedback before commissioning other external input so that what is commissioned can have regard to the assessment;
- **Chair Designate** – it would be useful for the Chair Designate to be involved, once the Clerk completed appointment formalities and induction;
- **Staff and student engagement** – the staff governor commented that the review should ideally enable input from staff and students;
- **Possible theme of efficiency** – members were aware of the need for a proper balance between governance thoroughness and governance effort. It would therefore be very useful to have an external view on if and how governance effort might be reduced without compromising governance effectiveness, in the context of the College's progress on its improvement plan.

- 9.3 The Committee agreed

ACTIONS:

Subject to any governance-related elements of the Diagnostic Assessment, SRG would wish the review to have the College Improvement Plan, our Strategy and our values at its heart and to:

Clerk 1/5/20

- be relatively 'light touch';
- focus on how governance effort might be reduced without compromising governance effectiveness;
- Have structured input from staff and students
- involve the Chair Designate.

20/1/10	Governor performance review 2019/20		
10.1	<p>The Committee received the report and <u>agreed</u> the arrangements for the 2019/20 governor performance review as follows:</p> <p>ACTION</p> <p>For 2019/20, the Board would use the governor self-assessment questionnaire and Chair's 360 degree feedback, as used in 2018/19. The governor self-assessment form to be amended (as per the Governance Priorities) by adding</p> <ul style="list-style-type: none"> • a section on governor external engagement; • a question about support for leadership. 	Clerk	1/5/20
20/1/11	Governor Development and Training Plan 2019/20		
11.1	<p>The Committee received the report and supported the action the Clerk was taking to ensure all governors were using an @sheffcol.ac.uk email account for governor communication and to access prescribed online training. There was detailed discussion of how governor induction could be better tailored to match how much core information a new governor can reasonably absorb during induction; how best to provide that information and how to accommodate induction training into a busy day job.</p>		
11.2	<p>There was general agreement that:</p> <ul style="list-style-type: none"> - There needed to be a set of principles governing training which included personalisation; time-bound completion of defined activities; provision of role specific information when governors take on new roles; an element of learning by doing; - New governors should be invited to attend one of the monthly new starter lunch meetings with the CEP and get involved as soon as possible in engagement activities with staff and students to get to know the College; - Induction should continue to include a 'buddy' system, as standard rather than optional, involving experienced governors as 'buddies'; - Doing some activity or engagement that reminds new governors they are part of a team and the behaviours that promote good team work. 		
11.2	<p>The Committee <u>agreed</u> that:</p> <p>ACTION: Beri Hare, Seb Schmoller and Stephan Hollingshead would meet to consider how the induction programme for the next group of new governors could be framed to make it more effective.</p>	Clerk, SS, BH, SHol	13/4/20 - 8/5/20
20/1/12	Draft Governance Calendar 2020/21		
12.1	<p>The Clerk presented proposals for the Governance Calendar for 2020/21. The main changes proposed were to accommodate full board approval of the Integrated Financial Model for Colleges by 31 January 2021. This involved having two Governing Body meetings quite close together (end of December for the annual reports and financial statements' meeting and mid-January for the</p>		

	submission of the IFMC). On the current draft this was displacing the January TLQSE meeting and a January Strategy Event.		
12.2	<p>The Committee considered the proposals and requested the following changes:</p> <ul style="list-style-type: none"> - The Board should not be reducing the number of TLQSE Committee meetings at this time. To reduce the burden, the meeting added back into the calendar should be paper-free with presentations from some curriculum areas and student representative groups - There ought to be a second strategy event later in spring 2021 once the new governors had been able to settle into their role, to enable them to participate in discussion of the next three year strategic plan. <p>It was also suggested that the College could consider delegating scrutiny of particular items to smaller groups of governors, selected on the basis of their specialist skills.</p>		
12.3	<p>The Committee agreed the following</p> <p>ACTIONS</p> <ul style="list-style-type: none"> - The CEP and Clerk to review the draft calendar to see how it could be adjusted for the changes recommended in 12.2 and re-circulate the revised draft to members for further consultation - Subject to the changes being broadly supported, the revised draft would be recommended for approval by the Governing Body at its meeting on 11 March 2020. 	<p>Clerk / CEP</p> <p>Clerk</p>	<p>28/2/20</p> <p>4/3/20</p>
20/1/13	Membership report (including Skills Audit)		
13.1	<p>The Committee considered the report and the main points members discussed were:</p> <p>Skills Profile – it was noted that the board considered the skills mix of current members and agreed that the upcoming search exercise should prioritise recruiting at least one new member with substantial experience of the FE and skills sector.</p>		
13.2	<p>Phasing/succession plan – it was noted that there was likely to be a high turnover of governors in July/August 2020 with most members completing their current term of office in either July or December 2020 or July 2021. To manage the phasing of new governors, the Committee <u>agreed</u></p> <p>ACTION: subject to his agreement, recommend to the Governing Body that, exceptionally, the current term of appointment of John Timms be extended by one year until 31/7/2021.</p>	Clerk	21/2/20
13.3	<p>Vacancies – it was noted that the vacancy recorded at the last meeting had been filled by the appointment of John Mothersole as a governor and Chair Designate. The Committee now needed to address the upcoming vacancies identified in the succession plan. The search process should take account of the findings and recommendations of the review of the recruitment process for the Chair Designate (due in March).</p>		
13.4	Search – The Committee <u>agreed</u> the following.		

	<p>ACTIONS:</p> <ul style="list-style-type: none"> - The timescale for recruiting to upcoming governor vacancies would be adjusted so that an SRG selection panel would commence its work following the outcomes of the review of the CD recruitment process. - The Clerk would convene an SRG search panel (membership depending on the availability of members) with a remit to determine the search and selection process and make recommendations directly to the Governing Body meeting on 8 July. - The membership of the Search Panel should include the Chair Designate, the Chair of Governors and the Chair of SRG. - The panel would consider if it required professional assistance in conducting the search. It was suggested that a local partner might be well-placed to support the College in identifying suitable candidates from diverse minority ethnic communities in the City. - Publicity around the appointment of the Chair Designate could be used to promote the governor vacancies. 	Clerk	21/2/20
		Clerk	11/3/20
		Clerk	21/2/20
		Panel	TBD
		CEP/ CoG	29/2/20
20/1/14	Review of meeting and closing remarks		
14.1	The meeting had over-run, Chair and Clerk to review agenda scheduling to see if ordering differently would assist with this.		
	(Michelle MacDonald withdrew from the meeting at 11.05 for discussion of agenda item 13)		
20/1/15	Staff Governor Elections		
15.1	The Clerk presented a report on the feedback from consultation with the Joint Consultative Committee on the proposals for changes to the basis for nominating and electing staff governors.		
15.2	<p>The Committee considered the feedback as follows</p> <ul style="list-style-type: none"> - Given the increasing diversity of workforce roles there was support for increasing the number of staff governors to three; - The principles underlying the changes were to encourage people with appropriate skills to want to become a governor and to encourage all staff to participate in the nomination and election process. The Committee did not accept proposals that unduly restricted eligibility to stand for the role and nominate or vote for other staff. - Restricting the right of management staff to stand, vote and nominate staff governors was not accepted. 		
15.3	<p>The Committee <u>agreed</u>:</p> <p>ACTIONS:</p> <ul style="list-style-type: none"> - Revise the proposals from two to three governors; with the proviso that at least one and possibly two governors should have the expertise and experience suitable to serve on the TLQSE Committee and one or two governors should have suitable skills and experience to serve on the FEGP Committee 	Clerk	14/2/20

	<ul style="list-style-type: none"> - Circulate the revised proposals to members with a view to making recommendations to the Governing Body on 11.3.2020 - Review the timescales for running elections to ensure that they are viable for electing three new governors by the end of July 2020. 	Clerk	28/2/20
		Clerk	28/2/20
20/1/15	Date and time of next meeting		
	3 June 2020 at 08.30 – 10.30 in the Board room, City Campus		