	SEARCH, REMUNERATION AND GOVERNANCE (SRG) COMMITTEE CONFIRMED MINUTES

Date:	**07 May 2025**	Interim Director of Governance Granville Road Sheffield, S2 2RL Tel: 0114 260 2620 Email : jean.tracy@sheffcol.ac.uk
Venue:	**TG04, The Boardroom**	
Present:	John Mothersole - Chair Ian Falconer – Vice Chair, Vice Chair of GB, and Chair of ARA Peter Brooks – Vice Chair of GB, and Chair of Student Advisory Board Stephan Hollingshead – Chair of FEGP – via Teams Angela Foulkes - CEP	
In attendance:	Jean Tracy, Interim Director of Governance	

		Action	
		by whom	**by when**
25/1/1	**Welcome, introduction and apologies**		
1.1	The Chair opened the meeting at 8.40am.		
1.2	Apologies were received from Holly Anderson, Matt Ainsworth and Rebecca Bage.		
1.3	The Chair advised that the order of business would be as scheduled and that he would leave for the discussion at Item 7a – Results of Chair's 360 Feedback. Ian Falconer would take over as Chair of Remuneration for Item 10 – Senior Post Holder (SPH) Salary Review – Scope and Points of Reference.		
25/1/2	**Declaration of interest**		
2.1	There were no declarations of interest.		
COMMITTEE BUSINESS			
25/1/3	**Minutes of the last meeting**		
3.1	The committee approved the ordinary and confidential minutes of the meeting held on 06 November 2024.		
25/1/4	**Matters Arising and Action Record**		
4.1	The committee agreed that all matters arising were included in the action tracker.		
4.2	The committee approved the removal of actions marked as complete.		

SEARCH			
25/1/5	**Membership Report** (including succession plan)		
5.1	The Chair provided an update on his conversations with those governors whose term of office would end on 31 July 2025, with the link governors and with those who had completed their individual meetings.		
5.2	It was noted that: - Matt Ainsworth and Paul Senior were both happy to be considered for a second term - Kam Grewal-Joy and Paul Senior had indicated that they would be happy to continue as the Safeguarding and SEND Link Governor and Health & Safety Link Governor respectively - Sol Miah had agreed to leave Teaching, Learning, Quality and Student Experience (TLQSE)Committee - Paul Senior would move from Audit, Risk and Assurance (ARAC) Committee to Finance, Employment and General Purposes (FEGP) Committee		
5.3	A discussion took place on the process to be followed should one of the Student Governors leave before the end of their term of office. The Chief Executive and Principal (CEP) proposed that other officers of the Students' Union could take up the role for the remainder of that year. The Director of Governance (DG) will review the student governor appointment process as to whether this would need to be amended.	DG	05.11.2025
5.4	The discussion also covered whether the appointment of staff and student governors should follow application/interview by SRG Panel and then appointment to the Governing Body. The Chair asked that the Director of Governance (DG) and Interim Director of Governance (IDG) look at the processes being followed in other colleges.	DG/IDG	05.11.2025
5.5	The Chair then provided an update on the recent governor recruitment process, with background being provided on the successful candidates. **The minutes were recorded separately in the 'Confidential Minutes 7 May 2025' – paragraph 5.6**		
5.7	The Chair informed the Committee that action was being taken to make a future appointment to the Governing Body of a person with strong financial expertise.		
5.8	A member of the committee commented on the need for the governor development programme to be strengthened to include pre-governance for co-opted committee members. The Committee then considered the report from the IDG which covered: • Governor skills audit update and succession planning review	DG	05.11.2025

5.9	• Members re-appointment • Governor Search Update and Recommendations • Board roles and committee memberships 2024/2025			
5.10	The Committee noted that the IDG was following up with those governors who had yet to update their skills audit and that the final details would be brought to the Governing Body meeting in July.		DG	09.07.2025
5.11	It was <u>agreed</u> that the skills audit report would include information by committee membership and that a digest would be presented to Committee Chairs.		IDG/DG	09.07.2025
5.12	The Committee noted the information provided on those members whose term of office was due to expire in 2026 and 2027, the IDG reminding the Committee of the need for it to be actively considering future appointments to the roles of Chair, Vice Chair and relevant Committee Chairs. It was <u>agreed</u> that Chair succession would be included in the agenda for the SRG Committee meeting to be held in November 2025.		DG	05.11.2025
5.13	A discussion took place on whether re-appointment past 8 years could take place. The IDG advised the Committee that whilst this was an option in exceptional circumstances, it was not considered good practice to do so. The Governing Body would need to be able to justify its decision for such re-appointments.			
5.14	The Committee reviewed the proposed Board roles and committee membership for 2025/2026 and after discussion <u>agreed</u> that Helen Armitage would move to Finance, Employment and General Purposes Committee.			
5.15	Following the discussions as above, SRG Committee <u>agreed</u> to recommend to the Governing Body for approval: • the re-appointment of Matt Ainsworth for a further term of office as a member of the Governing Body and as Chair of Audit and Risk Assurance Committee, the term of office of both being to 31 July 2029 • the re-appointment of Paul Senior for a further term of office as a member of the Governing Body and as Health and Safety Link Governor, the term of office of both being to 31 July 2029 • the appointment of Sheila Wright as a member of the Governing Body and as a member of Teaching, Learning, Quality and Student Experience Committee, for an initial 2-year term of office (i.e. to 31 July 2027) • the appointment of Victoria (Vic) Kelly as a member of the Governing Body and as a member of Audit and Risk Assurance Committee, for an initial 2-year term of office (i.e. to 31 July 2027) • the appointment of Helen Armitage as a co-opted member of Finance, Employment and General Purposes Committee for an initial 2-year term of office (i.e. to 31 July 2027) and that she			

	attends Governing Body meetings as an observer with a view to appointment as a full Governing Body member from 1 August 2027 • the appointment of Rebecca Morris as a co-opted member of Finance, Employment and General Purposes Committee for an initial 2-year term of office (i.e. to 31 July 2027) and that she attends Governing Body meetings as an observer with a view to appointment as a full Governing Body member from 1 August 2027 • the allocation of Board roles and committee memberships for 2025/2026, noting the change in committee membership in relation to Helen Armitage as minuted above		4
GOVERNANCE			
25/1/6	**Governance Update**		
6.1	The Committee noted the update on progress in relation to the Governance Development Plan (GDP) for 2024/2025. The Chair thanked the IDG for her report, commenting that the content was very clear. It was <u>agreed</u> that the report would be RAG rated as per that used in the action tracker.	IDG	05.11.2025
6.2	The Committee considered ways in which governance could be further developed and it was <u>agreed</u> that new governors/committee members would be asked to introduce themselves at their first meeting – short presentation on their background, how they/their organisation sees the college, etc. The Board/committee agendas were to be amended to include this item.	DG	01.08.2025
6.3	The update on the Governance Training and Development Plan 2024/2025 was considered by the committee. It was agreed that there was a need to increase take up, including attendance at external and internal events. It was proposed that the DG would alert the Governing Body to events where there was currently no take-up. The Chair stated that he would also assist in contacting governors to encourage/request attendance.		
6.4	The expectation for co-opted committee members to attend relevant training/development events was agreed, the DG providing information on and monitoring attendance at relevant events.		
6.5	In the discussions which followed, it was <u>agreed</u>: • that a reminder on how to use the governor dashboards be sent out to all Board/committee members • monitoring be undertaken now and then annually to ensure that all governors can access the college website, TeamEngine, dashboards, etc.	DG	31.07.2025

25/1/7	**Annual Governance Self-Assessment 2024/2025**		
	Results of Chair's 360 Feedback		
7.1	The committee noted the information on the self-assessment implementation arrangements and timeline, and that a further review of the Governor Self-Assessment Policy was due in November 2025.		
	The Chair of the Governing Body left the meeting for the report on the Chair's 260 appraisal. **The minutes were classified as 'confidential' and were recorded separately in the 'Confidential Minutes 7 May 2025' – paragraphs 7.2 to 7.8**		
7.9	The Chair returned to the meeting and the Vice Chair briefly covered the discussions which had taken place and noting that the Chair had a list of items for development.		
7.10	The Chair stated that in order that discussions at Governing Body meetings were more challenging, he was proposing that, beginning with the Governing Body meeting in July, he would ask that the time allocated to the Committee Chairs' reports be reduced and that he would note those items where particular discussion and/or contribution was required.	Chair	09.07.2025
7.11	In order to improve external stakeholder engagement, the Chair requested that a plan for each governor to represent the college at particular events/forums be produced.	Chair/CEP/DG	Aug 2025
7.12	The Chair noted the need to ensure appropriate visibility – e.g. some governors were unsure as to whether the appraisal of the CEP had taken place – and proposed that relevant detail would be built into the induction programme.		
7.13	Further discussion then took place on ways in which working relationships between the Governing Body members themselves could be improved. It was <u>agreed</u> that a Silver Plate evening would be held twice a year, early evening, and for Governing Body members only.	CEP/DG	Autumn 2025
	Individual Governor Reviews		
7.14	The committee noted the update on the individual governor reviews undertaken to date and that work was continuing to ensure that all governors completed the review. The Chair informed the committee that the comments received to date were overwhelmingly positive, there were no substantial areas of dissatisfaction, and were similar to those in the Chair's 360 review.		
	SRG Committee self-assessment 2024/2025		
7.15	The committee noted the draft self-assessment report and <u>agreed</u> to confirm assurance to the Governing Body on the work of the committee. The report would be presented to the Governing Body at its meeting on 9 July 2025.		

7.16	**AoC Code of Good Governance 2024** The IDG explained that review was to be undertaken as to how the report is prepared. The template/TSC Overview document would be populated by the DG, with members of the Executive Leadership Team (ELT) being involved in providing the necessary information to evidence compliance. The Chair confirmed that he would be liaising regularly with the DG to ensure that the report was progressing and that it would be completed by November 2025. A report would then be presented to SRG Committee at its meeting in November 2025 before being considered by the Governing Body at its meeting in December 2025.	DG/ELT	05.11.2025
7.17	The IDG informed the committee that the 2025 Code had been aligned with new departmental structures and updated regulatory requirements, including reference to the DfE and revised audit frameworks. Thus future reports would be based on the new Code.		
25/1/8	**Planning for 2025/2026**		
8.1	**SRG Committee Terms of Reference 2025/2026** The committee considered its terms of reference for 2025/2026 and it was <u>agreed</u> that its membership should be the Chair, the 2 Vice Chairs, the Chairs of Committee, the CEP, a staff Governor and up to 2 other members of the Governing Body. The committee also <u>agreed</u> that its terms of reference be amended by the replacement of 'Governance Advisor and Clerk to the Governing Body' by 'Director of Governance'.		
8.2	A discussion took place on when staff and student governors were to be excluded form participation in items covering the remuneration of Senior Post Holders. The IDG confirmed that this would be in accordance with the Instrument and Articles of Government and that this would be included in the handover with the DG. *Post Meeting Update: Covered in DG handover.*		
8.3	Noting the discussions above, SRG Committee <u>agreed</u> to recommend the amended SRG Committee Terms of Reference to the Governing Body for approval.		
	Memberships and board roles for 2025/2026 Including Link Governors		
8.4	As previously discussed under Item 5, SRG Committee <u>agreed</u> to recommend to the Governing Body for approval, the proposed allocation of Board roles and committee memberships for 2025/2026, noting the change in committee membership in relation to Helen Armitage.		
	SRG Committee Work Plan 2025/2026 SRG Committee <u>approved</u> the Work Plan 2025/2026, noting that the Senior Post Holder Policy Review would be added to the items for		

8.5	consideration at its meeting in November 2025. *Post meeting update: action completed.*			
8.6 8.7	**Governing Body Calendar 2025/2026** SRG Committee <u>approved</u> the Governing Body Calendar 2025/2026, noting that an Estates Committee was to be set up and its meeting dates would be added to the calendar.	DG	Aug 2025
8.8	**Governor Training and Development Plan 2025/2026** SRG Committee noted that the elements of the Plan for 2025/2026 would largely be based on that of the current year, and that the DG would work with the CEP to plan delivery of any identified sessions.		
8.9	The Committee noted that the CEP's proposals for governor engagement activity was to be considered as the next agenda item.		
8.10	**Proposals for Governor Engagement 2025/2026** The CEP presented the report which covered student governor recruitment, student engagement and curriculum learning walks.		
8.11	Positive feedback had been received from students on the Student Advisory Board (SAB) on the timing and themes of the meetings. Going forward, it was proposed that the themes would continue but that ELD would lead a discussion focussed on collecting feedback and inpour from the SAB members. The Board papers would not be circulated but other signposting on the issues/items for discussion would be put in place. In terms of the curriculum learning walks, it was proposed that these would be more formal than previously, with a visit each term being made by External Governors to one of 8 curriculum areas. Governors would be strongly encouraged to put their names forward. It was <u>agreed</u> that the CEP would now continue work on the proposals and would present a report to the Governing Board at its meeting in July.	CEP	09.07.2025
25/1/9	**Policy Reviews**		
9.1	The DG introduced the update to policies and procedures, covering the following: - Instrument and Articles of Government - Standing Orders		
9.2	SRG Committee was informed on the discussion which had taken place with the External Board Reviewer and the IDG on the reasoning behind his recommendation on a change to the quorum of Governing Body meetings. The External Board Reviewer had confirmed that with the increase in the number of External Governors and on the way in which the quorum was calculated – i.e. on the maximum number rather than the actual number of members – he was content that the existing wording should remain.		

9.3	A member of the committee asked for and received clarification on the requirement for staff governors to withdraw (Instrument Clause 5c).		8
9.4	SRG Committee <u>agreed</u> to recommend to the Governing Body for approval: • The amendment (in red font) in Clause 1 of the Instrument and Articles of Government to be "the Clerk" means the Clerk to the Corporation (Director of Governance) • References in the Standing Orders be amended as per the report to reflect the change in title of the Director of Governance (previously Governance Advisor and Clerk to the Governing Body)		
	The committee took a short break at 10:45. The meeting resumed at 10:52.		
REMUNERATION - Confidential Item Chaired by the Vice Chair			
25/1/10	**Senior Post Holder Salary Review: Scope and Points of Reference**		
10.1	The Vice Chair, as Chair of Remuneration, chaired this part of the meeting. **The minutes were classified as 'confidential' and were recorded separately in the 'Confidential Minutes 7 May 2025' – paragraphs 10.2 to 10.7**		
10.8	In relation to the FE Commissioner's Report on Weston College of Further and Higher Education, the Chair of Remuneration requested that a report be presented to Audit and Risk Assurance Committee to provide assurance and that it be circulated and reported to all members of the Governing Body.	EDP/DG	Nov 2025/ asap
25/1/11	**Review of meeting**		
11.1	The Committee reviewed the meeting, noting that effective governance would have a positive effect on students and that the meeting aligned with FREDIE+, including the appointment of new governors and the SAB meetings. The Chair thanked everyone for their contribution.		
11.2	The meeting closed at 11.16am.		
25/1/12	**Date & time of next meetings**		
	Date tbc – end of June 2025 05 November 2025 at 8:30 – 11:30 in TG04 Boardroom, City Campus O6 May 2026 at 8:30 – 11:30 in TG04 Boardroom, City Campus		