SEARCH, REMUNERATION AND GOVERNANCE COMMITTEE
CONFIRMED MINUTES

Date:	**2 November 2022**
Venue:	**New Boardroom City Campus**

Clerk to the Corporation
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Present: John Mothersole (Chair)
Gwyn Arnold (Vice Chair and Chair for items 8 and 9)
Ian Falconer
Angela Foulkes (Member for items 1-7)
Beri Hare (by videoconference 08.30 - 09.45)
Stephan Hollingshead

In attendance: Alison Shillito, Governance Advisor and Clerk to the Governing Body (Clerk)
Beth Smith, Executive Assistant (note taker)

	by whom	**by when**

22/2/1   Welcome, introduction and apologies

1.1   The chair commented that, In line with college policy and the AoC Code, as Chair of Governors, they would not chair the business on Senior Post Holder (SPH) Appraisal and Remuneration. Gwyn Arnold, Vice Chair, would chair the meeting for these items.

1.2   Apologies for absence were received from Saleem Rashid.

22/2/2   Declaration of interest

2.1   The committee noted the standing declarations of

i)   Chief Executive and Principal (CEP) in respect of SPH Appraisal and Remuneration business. It was noted that the CEP would not be a member for the Remuneration items. The CEP would attend the meeting as the line manager for other SPH except for those parts of the discussion that related to the CEP's remuneration (Instrument 14(5)(a) refers) when they would withdraw.

ii)   Gwyn Arnold and Beri Hare in relation to the membership report as they were mentioned as governors whose term of office would be coming to an end in 2022/23. The meeting agreed that as they were not seeking reappointment, there was no action required on this declaration.

iii) Governance Advisor and Clerk (Clerk) in respect of SPH Appraisal and Remuneration business. The committee agreed that the Clerk should support the appraisal and remuneration business except for the discussion of the Clerk's remuneration at which point the Clerk would withdraw and the Vice Chair would note discussions.

22/2/3   Minutes of the last meeting

3.1   The committee <u>approved</u> the minutes of the meeting held on 11 May 2022 as an accurate record.

22/2/4   Matters Arising and Action Record

4.1   The committee considered the matters arising as follows

<u>Minute 21/3/9.3: Use of college IT accounts</u>, the Clerk continued working with governors to resolve issues in setting up a college account for use as the main method of communication

ACTION: complete set-up of new accounts with the target of having all governors use college IT accounts by the end of November 2022.	Clerk	30/11/22

<u>Minute 22/1/6.2: GB Strategy Event,</u> the meeting discussed how a session on board development might bring to life good college governance for members. The Chair suggested using the "should" statements in the Code to identify new stretch targets. The intended outputs would be:

- greater sense of assurance and collective responsibility
- sense of energy about governance that goes beyond compliance
- stretch targets to focus the board's commitment to continuous development.

ACTION: Clerk, Chair and CEP to meet in December to complete detailed planning	Clerk, CEP, Chair	9/12/22

<u>Minute 22/1/10: SPH Disciplinary Policy,</u> the Clerk reported that the actions and redrafting had been delayed due to other priorities. The committee reiterated the importance of completing the work and having the next draft completed and circulated as soon as possible.

ACTION: complete work agreed and circulate draft by the end of this term.	EDP/ Clerk	16/12/22

4.2   The committee <u>received</u> the update, noted actions in progress and <u>agreed</u> to close or update actions as above.

22/2/5   Membership Report

5.1   The Clerk presented a report that included:

- updated governor skills matrix document
- succession planning for governors coming to the end of their term of office in July 20223
- an update on the election of student governors

- an update on the expressions of interest received since the last meeting.

5.2 The committee discussed the report and the main points considered were as follows.

Governor recruitment:

The chair reported on follow-up action with two candidates who had been shortlisted previously. The committee considered the feedback from engagements with the candidates since the last meeting. The committee agreed to

- recommend approval to GB of the appointment of Gill Alton as a governor and Chair of TLQSE Committee from 1 January 2023 for an initial period to 31 July 2025 and
- convene a search panel comprising the Chair and Vice Chair of SRG Committee and Chair of ARAC to meet with the second candidate to discuss the board's expectations in the context of other commitments. The Search Panel to have delegated authority to make a recommendation directly to GB to fill a current vacancy.

ACTIONS:

a) complete required checks for the appointment of Gill Alton at the next GB meeting	Clerk	14.12.22
b) confirm meeting with second candidate and follow-up panel decision.	Clerk	4.11.22

5.3 **Upcoming vacancy**

It was noted that Gwyn Arnold would be retiring in 2022-23. The committee considered the information on the Governor Skills Matrix and succession plan. It was agreed that the board had significantly strengthened expertise in teaching and learning and for the next appointment should seek someone from the Sheffield business community ideally working in one of the strategic priority sectors.

ACTION:

Provide updated governor advert and application pack to members to use when promoting the vacancy in their networks.	Clerk	7/11/22

5.4 **Board roles and committee memberships**

It was noted that Audit and Risk Assurance Committee (ARAC) was still one member below the recommended number in the terms of reference. It had been intended that one of the new members would be appointed to ARAC but their strengths were in teaching and learning and they had not been able to accept appointment to ARAC as well as TLQSE and link governor responsibilities.

ACTION the chair agreed to contact four new members to fill the vacancy on ARAC, the Link Governor vacancies for Technical Education and EDI and the upcoming vacancy of Link Governor for Safeguarding and SEND.	Chair	30/11/22

5.5 **Applications received since the last meeting**

It was noted that two further expressions of interest had been received. The expressions of interest both had strong potential as governor appointments but did not closely align with current search priorities. One of the expressions of interest was from an individual with professional qualifications in finance. The committee agreed that it was important to build a robust succession plan for FEGP and ARAC chairs and strengthen the membership of ARAC further. The following actions were therefore agreed.

ACTIONS

a) Follow-up the expression of interest from a finance professional with a view to recommending to GB a co-option to ARAC from 1/1/2023 to 31/7/2025. Any recommendation being subject to the approval of the Chair of ARAC.	Chair/ ARAC Chair	30/11/22
b) Let the other candidate know that their profile is not a close match to the search specifications for the prospective vacancy but ask if they would be willing to be contacted at a later date should a suitable vacancy arise.	Clerk	17/11/22

22/2/6 Senior Post Holder (SPH) performance and remuneration 2021-22 CONFIDENTIAL

6.1 The committee's discussion is recorded in a separate confidential minute.

6.8 The committee agreed the appraisal and remuneration decisions for the senior post holders in respect of performance in 2021-22.

Beri Hare left the meeting at 09.50 following consideration of the CEP remuneration.

6.9 **ACTION**:

Draft the Annual Report on SPH Remuneration to assure GB that the committee had applied the approved framework appropriately and complied with its responsibilities under the AoC Code on Senior Staff Pay.	Clerk	1.12.22

The Executive Director of People joined the meeting at 10.25 as the adviser to members on people policies as they applied to SPH.

22/2/7 Policy review: senior post holder appraisal and remuneration

7.1 The committee received the policy review and considered the issues as follows.

Overall approach

Members supported the approach to the appraisal system in that it closely modelled the Go Further Review process. There were different

views on the benefits and drawbacks of salary bandings or spot point salary. The committee agreed to recommend that Governing Body retained the salary bandings at their current level while officers conducted further enquiries on how a spot salary arrangement might operate, if and how other colleges agree and award spot points.

Pension choices

It was noted that some colleges had introduced alternative choices to pension scheme contributions for staff who regularly exceeded their tax allowance for annual pension increase or had exceed their lifetime pension tax allowance. The committee said that senior staff remuneration should normally mirror all staff remuneration and for most staff making pension contributions was in their long term best interests. There might be a competitive advantage in attracting and retaining experienced senior staff by offering flexibility should the tax limits lead to staff accruing unexpected tax liabilities. There could also be a financial saving to the college. The committee asked the EDP to investigate what other colleges were doing on this and what if any alternatives they were offering. The committee would review at a later date if the college ought to be offering alternative options or advice on this issue.

Delegation

It was noted that the current policy set a clear framework for decision making, which supported delegated decision making. It was agreed to recommend that decision making on salaries within that framework continued to be delegated to the independent members of SRG Committee.

7.2 Subject to the comments made in the meeting, the committee recommended approval to Governing Body of the updated SPH Appraisal and Remuneration Policy. At the next meeting, the committee would consider the results of the further work commissioned but otherwise the next periodic review would be in November 2025.

22/2/8 Governance Report

8.1 The Clerk introduced the report covering:

- AoC Code of Good Governance Self-assessment, updated against the Code 2021 version

- Governor training for 2022-23 and annual update of Keeping Children Safe in Education 2022

- Governance Development Workplan 2021-22

- Policy review: Governance Review Policy

8.2 The committee considered the report and the main points discussed were as follows.

Keeping Children Safe in Education 2022

Five governors had still to record compliance with the requirement to read and acknowledge the latest guidance. The committee said the Clerk and Chair needed to pursue this as a priority so that all members have completed this as soon as possible and by 11 November 2022.

AoC Code of Good Governance and Governance Self-Assessment policy review

The committee was satisfied that the college continued to meet all the "must" requirements in the latest version of the AoC Code. The Code included new "good practice" recommendations for annual self-assessment and the committee considered these in relation to the periodic review of the Governance Self-Assessment Policy. Members were satisfied that the college's approach to self-assessment was focused on how governors could enhance their impact and make a positive difference. The committee did not wish to add any elements to the annual self-assessment but did wish to hear how other colleges were collecting and using stakeholder feedback to inform self-assessment or external board review and have impact.

8.3 The committee considered the governance report and:

- approved the self-assessment against the Code of Good Governance for 2021-22
- approved the proposed changes to the Governance Self-Assessment Policy
- noted the updated Governance Development Plan 2021-22 and asked the Clerk to develop a new development plan.

8.4 **ACTION**

a) all governors to confirm they have read parts 1 and 2 of Keeping Children Safe in Education 2022 parts 1 and 2	Clerk/ Govs	11/11/22
b) draft outline plan for Governor Strategy Event and potential areas for further continuous improvement	Clerk/ CEP	9/12/22
c) draft outline Governance Development Plan 2022-24 based on the outcomes of the annual self-assessment and GB Strategy Event	Clerk	31/1/2023

Executive Director of People (EDP) joined the meeting

22/2/9   Review of meeting and closing remarks

9.1 As the next meeting was not until May 2022, the Chair asked for updates on the actions and Search to be circulated to members outside the meeting.

Clerk	ongoing

22/2/10   Date and time of next meeting

The date of the next meeting is Wednesday 10 May 2023 at 8.30 – 11.30 in the New Boardroom, City Campus