



SEARCH, REMUNERATION AND GOVERNANCE COMMITTEE
CONFIRMED MINUTES

Date: 10 May 2023

Venue: New Boardroom City Campus

Clerk to the Corporation
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Sheffield, S2 2RL
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Present: John Mothersole (Chair)
Gill Alton
Ian Falconer
Angela Foulkes

In attendance: Peter Brooks (for item 8.2, 08.35 – 9.10)
Mark Pearson, Executive Director Strategy & Systems Improvement (10.15 – 10.30)
Alison Shillito, Governance Advisor and Clerk to the Governing Body (Clerk)
Paul Simpson, Executive Director People (10.00 – 10.15)
Beth Smith, Executive Assistant, note taker.

Action

by whom **by when**

23/1/1 **Welcome, introduction and apologies**

- 1.1 There were apologies received from Stephan Hollingshead and Saleem Rashid. The Chair welcomed Gill Alton to her first meeting of the committee. The meeting was quorate.
- 1.2 The meeting elected Ian Falconer to chair consideration of the Chair's re-appointment and Chair's 360 feedback. Consideration of Chair's 360 feedback was moved to the start of the meeting so Peter Brooks, Vice Chair of Governing Body, could attend to give his report.

23/1/2 **Declarations of interest**

- 2.1 The committee noted the standing declarations in relation to agenda items and agreed the following actions.

Item 5 Membership Report and Item 8.2 Chair's annual appraisal:
John Mothersole's interest in any decision about re-appointment and 360 Appraisal. The committee agreed that the Chair need not withdraw but would not vote on his re-appointment as a governor.
Ian Falconer to chair these items.

Item 6 Recruitment of a Governance Advisor and Clerk to Governing Body (GAC), it was noted that the GAC was an interested party in this item. The committee agreed that the GAC need not withdraw.

Item 8 Governance Self-Assessment, recognising the Chair's interest in the results of the Chair's 360, Ian Falconer to chair this item. John Mothersole was not required to withdraw; no vote was needed.

Item 11 – Senior Post Holder (SPH) Disciplinary Policy, Chief Executive & Principal (CEP), the GAC and the Executive Director People (EDP) were senior post holders and subject to the policy. The committee agreed that they were not required to withdraw. The CEP should not vote but SRG would benefit from their input. The GAC and the EDP would provide information as requested by the committee.

23/1/3 Minutes of the last meeting

- 3.1 The committee confirmed the accuracy of the open and confidential minutes of the meeting held on 2 November 2022.

23/1/4 Matters Arising and Action Record

- 4.1 The committee noted that all matters arising from the last meeting had been included on the action record and members were satisfied that most actions had been completed. The actions in progress related to the Senior Post Holder Disciplinary Policy and the Governance Development Plan, which appeared on the agenda.
- 4.2 The committee approved removal of the items marked as 'closed' on the action record and any items approved as closed during the meeting.

23/1/5 Chair's 360 Appraisal and re-appointment (CONFIDENTIAL)

- 5.1 Ian Falconer took over chairing for this item and welcomed Peter Brooks, GB Vice Chair to present the results of the Chair's 360 survey and the one-to-one discussion with the Chair of Governors. As above, the committee decided that it would be helpful for the Chair of Governors to remain in the meeting and participate in discussion. Some of the discussion is recorded in a separate confidential minute.
- 5.6 Based on a full discussion of the report, the views of the Chair and Vice Chair, the committee agreed that the review had been concluded positively and recommended the following actions to enhance the Chair's impact in board leadership outside meetings in 2023-24:

ACTIONS

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|------|---|-----------------|---------|
| (i) | For 2023-24, schedule discussions between GB Chair/Vice Chairs and Committee Chairs for Chair to consult/discuss with committee chairs and vice-chairs on a more frequent basis and sound out the approach being recommended to the board on emerging issues. | Clerk | 12.7.23 |
| (ii) | Arrange a termly videoconference calls for members to talk to the chair informally about current issues, queries | Clerk/
Chair | 12.7.23 |

or concerns. This would give all members an opportunity to engage with each other between termly meetings and support governors who advocate for the college in external networks.

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|-------|--|-------|---------|
| (iii) | To make diary management easier for Chair, as far as possible schedule TSC meetings on Wednesdays | Clerk | Ongoing |
| (iv) | Chair’s 360 Survey 2024 should include a “don’t know” option or similar so responses could note if they had no experience of that aspect of the chair’s performance. | Clerk | 12.7.23 |
| (v) | update the Conflict of Interests Policy, to include a request for members to make GAC aware of anything that could cause the college a reputational risk by association. | Clerk | 31.7.23 |

22/1/6 Membership Report

6.1 The GAC presented the membership report. It was noted that the GB had one vacancy. GB had endorsed the proposal to seek a local employer to fill the vacancy. The Search Panel would also have regard to diversity and gender balance on the board. Some of the discussion is recorded in a separate confidential minute to ensure personal data privacy.

6.3 Governor re-appointments

The Chair reported that he had not yet met the governors proposed for re-appointment in an individual governor review meeting. The committee asked the Chair to complete the one to one meetings and where attendance was below the Standing Order target of 80%, check that the member was willing and able to attend board meetings and other requirements of the role if the appointment were to be extended.

ACTIONS:

- i) Chair to meet with members individually to confirm their continued commitment and agreement to be re-appointed.
- ii) Chair to communicate a recommendation to GAC for GB subject to satisfactory annual review.

6.4 Board roles and memberships 2023-24

The committee agreed that it would be helpful to elect a second Vice Chair in parallel with election of Chair at the start of the GB meeting on 12 July 2023. The committee vice chairs proposed for 2023-24 needed further review to ensure that the members being proposed were willing and likely to be able to attend in the absence of the chair. The committee agreed

- continuing appointment of Peter Brooks as vice chair of Finance, Employment & General Purposes Committee
- appointment of Matt Ainsworth as Vice Chair of Audit and Risk Assurance Committee and

- Ian Falconer as Vice Chair of Search Remuneration and Governance Committee.

ACTION

GAC 15.6.23

Issue a call for nominations for GB Chair and second Vice Chair at least four weeks prior to the GB July meeting.

Follow-

6.5 Student Governors

The second student governor had not been able to take up their role due to timetable commitments. The committee asked the GAC to engage with the Students' Union as soon as possible to complete approval and induction processes for next year's student governors

ACTION

- i) Request details of the elected President and a nominee to serve as Student Governors and commence induction in August. GAC 12.7.23
- ii) Call for volunteer buddies for new Student Governors GAC 31.7.23

23/1/7 Recruitment of a Governance Advisor and Clerk to Governing Body

7.1 The CEP presented proposals for the search partner, timeline and process for recruiting a new GAC. It was noted that the draft role description and titles had been aligned to developments in the governance professional role in the sector and strengthen the focus on governance.

7.2 The committee considered the proposals and the main points discussed were as follows

- Reflecting the college's strategic aims to be a leading college, the role description should include identifying and implementing best practice in governance and seeking an appointee willing and able to play a leading role in the college governance community.
- Search should include broader public education community including academy and higher education sector as well as college sector
- There should be opportunities in the selection process for involvement of governors and the Executive Leadership Team not just the SPH Selection Panel.
- The selection panel would be convened in line with the instrument and articles for a senior post. It would be useful to include governors with experience of senior professional appointments.

7.3 The committee approved the proposals subject to updates to reflect the comments made in the meeting. The committee agreed to appoint Dodd Partners as the board's search partner and the following.

ACTIONS

- i) Chair and CEP to meet with the search partner early in the process to discuss the personal attributes of an ideal candidate
- ii) Include a slot in the selection day for all governors to have an open invitation to meet the candidates
- iii) Convene a panel of four governors plus CEP to conduct the selection process including the GB Chair and Chair of ARAC and Chair of TLQSE

23/1/8 Governance Report

8.1 The Clerk introduced the report covering:

- governor Training and Development Plan 2023-24
- commissioning an External Governance Review 2023-24
- potential development themes and actions for the 2023-24 Governance Development Plan.

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

Governor Training Plan 2023-24

Key themes for the board in 2023-24 should be Environmental Sustainability, Equality, Diversity & Inclusion and Teaching Learning & Assessment. The training plan should reflect these key themes using the termly training dates included in the 2023-24 Governance Schedule

Mandatory training in Health & Safety, Cyber Security and Safeguarding should be provided annually using “bite sized” online sessions of 30 minutes – 20 minute presentation on key updates that governors need to know followed by 10 minutes for questions. Governors should be able to log and track their own development

Governor Engagement 2023-24 should include a structured way for governors to engage with students – a Big Conversation – that is designed and purposeful. Brief governors in advance to ensure they are clear about the purpose and the role of governors in the engagement.

ACTIONS

use the October, January, April dates for three developmental discursive training events taking one of the key development themes at each meeting.	GAC	13.9.23
a presentation topic for the Governance Professional interview will be how to develop governors' understanding of FE Teaching, Learning and Assessment	CEP/ Chair	31.7.23
develop a way for governors to log their own completion of training	GAC	13.9.23
develop the Big Conversation idea to create an opportunity for governors to understand the student experience.	GAC/CE P	13.9.23

8.3 Commissioning an External Governance Review

Members agreed that the review should be light touch and focus on a few key issues that would genuinely enhance the board. Suggested themes were

- how boards model and promote good practice in diversity and inclusion
- Continuous improvement
- ensuring positive and effective relationships between Chair, Clerk and Chief Executive

The GAC commented that the proposed timeline to secure a recommended provider in time for approval by GB in July was over-ambitious given the other activities in June/July. The committee agreed that this timing could slip into the Autumn term when it was intended that the GAC's notice period would overlap with the induction of the new Director of Governance, giving additional resource.

ACTION Clerk to take to GB in July an updated proposal, rescheduling the plan to deliver a review to the March 2024 GB.

8.4 AoC Further Education Governance Code

The GAC presented the most recent draft of the new AoC Governance Code. Members supported the direction being taken in the redraft but noted that the final version had still to be approved by the AoC Board. It was uncertain if the final version would be available for consideration at the GB meeting in July and it was rescheduled to December 2023.

23/1/9 Annual Governance Self-Assessment 2022-23

9.1 The Clerk presented the report on three of the components of the Annual Self-Assessment process

- a) Feedback from the Governor Strategy Event January 2023, which had a focus on improving the impact of the board using the good practice recommended in the current AoC Code.
- b) SRG Committee self-assessment 2022-2023
- c) Results of Chair's 360 feedback (Minute 23/1/2 refers).

9.2 The committee considered the notes on the Governor Strategy Event. It was agreed that the actions suggested that were most likely to have a positive impact on the effectiveness of governance were

- enhanced/structured student engagement (through the Students' Union) as already discussed
- the agreed strategic themes for the board integrated into standard reporting and
- use of a consent agenda for "compliance" items, with approval of policy updates being delegated to committees, as far as possible.

ACTION

Include actions in the 2023-24 Governance Development Plan

GAC

12.7.23

9.3 The committee considered the draft committee self-assessment and agreed that in 2022-23, the committee had fulfilled its terms of reference and had a positive impact on the college by ensuring the following.

- The college has an adequate and effective governance framework, where governors are accountable and provide effective stewardship of college resources.
- Senior post holders are appraised effectively and remunerated fairly within the requirements of the AoC Code of Good Governance and the CUC Senior Staff Remuneration Code so that the college operates in line with its values and senior staff remuneration is transparent.
- Compliance with the Code of Good Governance is kept under review, including periodic external review, so that governance is effective, value for money and continuously improves. The strategy event had enabled governors to engage with the code and consider how its good practice recommendations could further enhance the effectiveness and impact of governance.
- Monitoring completion of the governance development plan including supporting the implementation of a more efficient method of providing agenda and papers to members.
- That the committee is effective in raising and closing improvement actions.

ACTIONS

- SRG Self-Assessment to be updated with information from the discussion and included in the Governance Self-Assessment Report for adoption by GB and consideration by Audit and Risk Assurance Committee
- Improvement actions identified in the review of compliance with the AoC Code to be added to the Governance Development Plan.

23/1/10 Planning for 2022-23

10.1 The Clerk presented a report including

- SRG committee workplan 2023-24
- SRG Terms of Reference 2023-24.

The committee received the documents and agreed as follows.

- a) The committee approved the draft SRG workplan 2023-24, subject to inclusion of the revised schedule for the periodic external review of governance.
- b) The committee recommended approval to GB of the revised Terms of Reference including the following changes
 - remove reference to SRG committee having oversight of other committees' terms of reference, this has not been efficient as Terms of Reference must be approved by GB

- strengthen delegated authority for SRG to sign off governance policies
- where permissible under the Instrument and Articles, recommend that other committees also have delegated authority to approve relevant policy updates.
- Include references to Managing Public Money in SRG committee's remuneration duties

23/1/11 Draft Accountability Statement

11.1 The Chair welcomed the Executive Director Strategy and Systems Improvement to the meeting to present the draft Accountability Statement prepared for submission to DfE. The statement would be the second part of the college's ESFA funding agreement for 2023-24 and should include targets to align college provision more closely to local skills needs. It was noted that ESFA had granted the college an extension to 31/7/2023 for submitting the final statement, to allow GB to receive and include outcomes of its first review of the college's contribution to meeting skills needs, as appropriate.

11.2 Members commented that the draft document was a fair reflection of the college and the writing style made it accessible for a wide range of external stakeholders. The main areas discussed were as follows.

Growth: would the planned student numbers for new courses such as T Levels be drawn from existing college provision potentially affecting viability of other courses? The EDSSI said that T Levels were new to the City and the college. It was likely there would be some students attracted to T Levels who might have studied at the college anyway but the national promotion of T Levels was that they were an employment-focused alternative to A Level provision. Potentially this could attract different students to consider college instead of school sixth form. The college planned to attract more 16-19 students overall with new provision and demographic growth. For adults, the proposals were intended to make the college's adult offer more attractive and accessible in response to national, regional and local skills needs. There would be further iterations of the plan once the college had access to the latest Local Skills Improvement Plan (LSIP2) and the skills strategies of the City and the South Yorkshire Combined Mayoral Authority.

Improvement targets: the EDSSI said that the target to add 8 percentage points (pp) to the achievement rate was stretching. College managers were clear that the achievement rate for Young People needed to improve by at least +3pp. Achieving the target was highly dependent on continuing to improve outcomes in English and maths GCSE and A Levels. The stated policy of awarding bodies was to return pass and high grade rates for GCSE and A Levels to 2019 levels. The Chief Executive & Principal said that the college had steadily improved pass rates annually from 2018. The college had not seen sudden increases in pass rates in 2020 and 2021 and did not expect to see a sudden fall.

ACTION in the context of the forecast data for TLQSE Committee, review the improvement target and determine whether it is more appropriate to be a target for the Pass or Achievement rate and if a rate of around +3% would be more appropriate to continue the current improvement trend.

- 11.3 The committee considered the draft 2023-24 Accountability Statement and approved the draft for submission to the DfE by the deadline of 31 May 2023 subject to the following changes.
- ensure student numbers align and are consistently presented
 - where possible provide some target enrolments numbers for new provision, for example, at least # apprenticeship starts in new Science Apprenticeships.
 - review the improvement targets in the context of the forecast outcome data being prepared for TLQSE Committee. Clarify of the improvement targets related to Pass or Achievement rates and consider if a target of around +3% would be more appropriate to sustain a continuing upward improvement trend.
 - A re-read to correct typographical errors.

23/1/12 Policy review: Senior Post Holders' Disciplinary Policy

- 12.1 The Chair welcomed the Executive Director People (EDP) to present the revised draft Disciplinary Policy for Senior Post Holders (SPH). The EDP said that there had been extensive re-writes of the draft presented in 2022 to reflect discussions with the Chair of Audit and Risk Assurance Committee and the further work on the college staff disciplinary policy (approved by FEGP 22/3/2023). As a result the SPH Policy was clearer and with GB approval needed at an early stage to authorise a disciplinary investigation and establish a panel and process with agreed board oversight.
- 12.2 The Chair of Audit and Risk Assurance Committee commented that he was satisfied that requiring GB sign off of investigations and the scope of delegation to a panel addressed the issues raised previously that the board needed effective oversight of any proceedings. The committee also welcomed the addition of a reviewing panel with a remit to review periods of suspension regularly and to receive the investigation report.
- 12.3 The committee received the draft policy and recommended approval to Governing Body, subject to consultation with current SPH.

23/1/12 Review of meeting and closing remarks

- 12.1 Members commented that
- The meeting had a number of positive outcomes. The opportunity to discuss the skills matrix and future skills needs was also welcome.
 - The discussion of governance themes would shape the focus of governance in 2023-24 and encourage the Executive to set and achieve milestones for sustainability

- The discussion of student achievement targets and meeting skills needs would provide additional steer to meeting the future skills needs of students as well as employers.

23/1/13 Date and time of next meeting

Wednesday 8 November 2023 8.30 – 11.00 in the New Boardroom,
City Campus