



## SEARCH, REMUNERATION AND GOVERNANCE COMMITTEE CONFIRMED MINUTES

**Date:** 3 November 2021

**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  
Stephan Hollingshead  
Saleem Rashid (withdrew for items 8 and 9)

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

		<b>by whom</b>	<b>by when</b>
<b>21/3/1</b>	<b>Welcome, introduction and apologies</b>	Chair	
1.1	The chair commented that		
	<ul style="list-style-type: none"><li>- The Senior Post Holder (SPH) Appraisal and Remuneration Policy was not due for periodic review until 2022 and therefore the committee would not be undertaking a substantive review of the policy at this meeting.</li></ul>		
	<b>ACTION</b> Clerk to correct the date on the policy register.	Clerk	12.11.21
	<ul style="list-style-type: none"><li>- In line with college policy and the AoC Code, John Mothersole, as Chair of Governors, would not chair the items of business on SPH Appraisal and Remuneration. Gwyn Arnold, Vice Chair, would chair the meeting for these items.</li></ul>		
1.2	There were no apologies received.		
<b>21/3/2</b>	<b>Declaration of interest</b>		
2.1	The committee noted the standing declarations of		
	<ul style="list-style-type: none"><li>i) Chief Executive and Principal, for items 8 and 9. It was noted that the CEP would not be a member for the Remuneration items but would attend the meeting in her capacity of CEP except for those parts of the discussion of item 9 that related to her remuneration as Chief Executive</li></ul>		

and Principal (Instrument 14(5)(a) refers) when she would withdraw.

- ii) staff governor for item 6, the process for staff governor elections. The meeting agreed there was no action required as the item noted further action for the Clerk. The staff governor agreed to withdraw from those parts of Items 8 and 9 referring to the performance and salaries of individual SPH.
- iii) Ian Falconer and Stephan Hollingshead in relation to item 6 as they were mentioned as governors whose term of office is coming up for review in 2022. The meeting agreed there was no action required by them on this item as it noted further action for the Chair of Governors.
- iv) Chair of Governors in relation to item 7 section 5, Chair's 360 Feedback. The meeting agreed that the Chair did not need to withdraw but would not be entitled to vote on this section should a vote be required.
- v) Clerk and Governance Advisor for those parts of items 8 and 9 that relate to her remuneration as Clerk. The Clerk agreed to withdraw and the Vice Chair agreed to note those discussions.

### **21/3/3 Minutes of the last meeting**

- 3.1 The committee approved the minutes of the meeting held on 28 April 2021 as an accurate record.

### **21/3/4 Matters Arising and Action Record**

- 4.1 Minute ref TLQSE 20/1/6.3i: Curriculum heat maps, a member commented that this action had changed over time and the focus had shifted to governor access to devices rather than governor access to a dashboard. It was noted that the dashboards being developed for managers should continue to be a priority. Governors would benefit from a summary document of the headline key performance indicators (KPI) for the College Strategy and at committee level.

The committee agreed to close the "heat maps" action and take forward the following:

**ACTIONS:** as part of Board Development Plan 2021-22

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| i) develop a board strategy matrix of headline KPI for governors ready to pilot.            | CEP/<br>EDSSI | 8.12.21  |
| ii) Pilot college devices for governors to use to access their college email and documents. | Clerk         | 31.12.21 |

- 4.2 Minute 20/02/5: governors' ambassadorial role the Clerk reported that she would be collating a resource pack to support governors in championing the college in their network. The pack would include the new College Strategy and key facts from the

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|     | latest governor briefing documents. The committee <u>agreed</u> to extend the deadline for this action to February 2022.   | Clerk | 16.2.22 |
| 4.3 | <u>Minute 21/2/5.3: EDI Link Governor</u> the Clerk would be making another call for a volunteer for EDI link governor.  | Clerk | 8.12.21 |
| 4.4 | <u>Minute 20/3/10.4 Self-assessment against the AoC Code of Good Governance</u> the Clerk reported that at the end of September the AoC had published an updated version of the Code and had given colleges the option of whether to self-assess against the latest version this year or next. The committee <u>recommended approval</u> to GB as follows. |       |         |
|     | <b>ACTION</b>  |       |         |
|     | The college should seek to adopt the latest version of the Code this year and the clerk should carry out a gap analysis in early 2022 to identify what further action is needed to comply with the changed requirements.   | Clerk | 31.1.22 |
| 4.5 | The committee <u>received</u> the update, noted actions in progress and <u>agreed</u> to close or replace actions as above.  |       |         |

## 21/3/5 Membership Report

- 5.1 The Clerk presented a report that included:
- updated skills audit document
  - noting the resignation of Dick Moore as a governor
  - succession planning for governors coming to the end of their term of office in July 2022
  - election of student governors note appointment of Novaya Beward-Makanjuola and Adam Upton
  - an update on the expressions of interest received in response to the latest governor search exercise that the committee had agreed by written resolution
  - proposed timetable for running online elections for staff governors in spring term 2022.
- 5.2 The committee discussed the report and the main points considered were as follows:
- Governor recruitment:** the GB has three vacancies and it is most important to find the right candidates. Members appreciated that the Chair, Clerk and CEP had circulated the call for nominations widely and some of the people who might meet the criteria may not be available straight away. A member said that he could suggest other community organisations that the Clerk could include in the next call to ensure the call goes out to a broad cross-section of the city.
- University governor:** it was agreed that this recruitment should include an appointee with a strong background in higher education teaching and learning. If it was not possible to identify the right candidate in this round of search then the Clerk should approach people suggested by the current governor from

Sheffield Hallam University, but it would not be desirable to have two governors from the same university.

**Co-opted member**, it was noted that the co-opted member of ARAC had been keen and diligent in his role and would add valuable corporate and legal skills to the GB profile. The committee recommended approval to the GB of the appointment of Matt Ainsworth, co-opted member of ARAC as a full governor for an initial period to 31 July 2023.

**Spring 2022 Search**, the committee agreed that the panel should shortlist from the current expressions of interest, with a view to filling one or more of the two remaining vacancies, if appropriate. As there would be further vacancies arising in 2022, members agreed that the Clerk should issue a new call for expressions of interest early in Spring 2022.

**Re-appointments for 2022-23**, it was noted that three governors were due to complete their current term of office on 31 July 2022. The Chair agreed to meet with these governors individually in the new calendar year to discuss their intentions and their contribution to the board before making recommendations on extending their term of office or reappointing for a new term.

### 5.3 The committee

- received the update,
- noted the business transacted outside meeting to agree the search process for October – December 2021,
- approved the proposals in the report for running staff governor elections in spring term 2022 and
- recommended approval to the Governing Body for the appointment of Matthew Ainsworth as a governor for an initial term to 31 July 2023 which may be extended to four years by mutual agreement.

### 5.4 ACTIONS

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| i) To continue to seek to secure the appointment of an experienced FE leader to start no later than August 2022,          | CEP          | 28/2/22  |
| ii) to pursue possible leads to other community organisations provided by members,  | SR/<br>Clerk | 30/12/21 |
| iii) implement the actions in the report to run staff governor elections online with a reputable provider in Spring 2022. | Clerk        | 3.5.22   |

## 21/3/6 **Governance Report**

### 6.1 The Clerk introduced the report covering:

- **AoC Code of Good Governance Self-assessment**, updated against the Code 2019 version
- **Governance Annual Report**, drawing together all elements of self-assessment and assurance from 2020-21

- **Governor training for 2021-22**, in response to the comments at the July meeting of GB, for 2021-22 the CEP had arranged half termly governor breakfast briefings. These would give governors the opportunity to meet staff and each other informally. The presentations would give governors insight into different curriculum areas and business services.
- **Governance Development Workplan 2021-22**, this had been agreed at the July meeting of GB and was being implemented. The Clerk reported delays to some actions while the Executive Office recruited new administrative support for the Clerk. That recruitment had been completed and should aid faster progress.
- **Chair's 360 feedback**, following consideration of an alternative model at the last meeting, the Clerk proposed a version of the questionnaire, updated to match the duties in the Chair's role description.
- **Link governor review**, as recommended in the external review of governance, the Clerk had reviewed the guidance for Link Governors and the areas covered.

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

**AoC Code of Good Governance (2019)**, members welcomed that the board had completed the actions agreed in 2019-20 and 2020-21. Members agreed that completing and starting to implement the feedback from the external governance review had strengthened compliance against the Code.

**Governor training**, members queried the response rate for governors confirming receipt and understanding of the latest Keeping Children Safe in Education (KCSIE 2021) statutory guidance. The Clerk agreed to check her records against those of the People Development team and contact any governors who had still to confirm receipt/reading.

**Governor engagement**, it was agreed that members should engage with the college at least twice a year for their own development and to increase the visibility of governors in college. Engagement may include attending student celebrations, shows and events as well as learning walks. The committee agreed there should be a planned approach to engagement and governors should start the year with an individual work plan. Engagement activities should encourage action, be purposeful, and have a positive impact on students. This would have more impact than completing additional formal training modules. Governors should continue to be encouraged to keep up to date by participating in AoC conferences and events.

**Link Governor review**, the Safeguarding Link Governor commented that it was a good draft and recommended that other Link Governors should have the opportunity to feedback on the proposals. It was also commented that Link Governor schemes could be problematic if Link Governors failed to retain

their independence and impartiality. Link Governors should not be “championing” a particular area but should be a rapporteur for the board. The committee agreed the proposals, subject to further feedback from link governors and amending the wording to reflect the discussion. The committee agreed to review the scheme again in 12 months’ time.

**Governance Annual Report**, the committee considered the report and agreed that TSC governance is adequate and effective, with some features being highly effective.

**Chair’s 360 Feedback**, the committee agreed the proposals in the paper, subject to a further review to reduce the number of questions if possible and ask governors for qualitative feedback.

6.3 The committee considered the governance report and:

- approved the self-assessment against the Code of Good Governance for 2020-21
- recommended approval to the GB of an expectation for governor engagement in 2021-22
- approved the timing and content of the Chair’s 360 feedback survey for 2021-22,
- approved the Link Governor role description and reporting, subject to amendments suggested by members, as above.

6.4 **ACTION**

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| i) all governors to confirm they have read parts 1 and 2 of Keeping Children Safe in Education parts 1 and 2      | Clerk/<br>Govs  | 19.11.21 |
| ii) Governor engagement - following 1-2-1 meetings with governors provide each with outline workplan for 2022-23. | Chair/<br>Clerk | 3.5.22   |
| iii) in the annual report, note staff governor) absence was for a period of authorised absence                    | Clerk           | 24.11.21 |
| iv) amend wording of Link Governor proposals and circulate to current link governors for feedback.                | Clerk           | 30.11.21 |

**21/3/7 Policy review: senior post holder appraisal and remuneration**

7.1 The committee noted the correct date of the policy approval and agreed it should be subject to a thorough policy review in May 2022 prior to using it for the review of SPH Performance in 2021-22.

7.2 The committee agreed that the Appraisal and Remuneration Policy continued to be appropriate for reviewing SPH performance and remuneration in 2020-21 subject to review of the pay bands in line with the policy.

7.3 **ACTION**

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| Schedule review of SPH Remuneration Policy for April/May 2022 | Clerk/<br>EDP | 30.4.22 |
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*The Staff Governor withdrew from the meeting*

**21/3/8 Senior Post Holder (SPH) performance and remuneration 2020-21 CONFIDENTIAL**

- 8.1 The committee's discussion is recorded in a separate confidential minute.
- 8.9 The committee agreed the appraisal and remuneration decisions for the senior post holders in respect of performance in 2020/21.

8.10 **ACTION:**

Draft the Annual Report on SPH Remuneration to assure the GB Clerk 1.12.21 that the committee had applied the approved process and complied with its responsibilities under the AoC Code on Senior Staff Pay.

**21/3/9 Review of meeting and closing remarks**

9.1 As the next meeting was not until May 2022, the Chair said he would be meeting informally (virtually) with committee chairs and vice chair of SRG in Spring Term 2022 to monitor progress. This meeting would have no decision making authority but would ensure that the GB committees are coordinating effectively.

9.2 It was noted that there had been a problem for a member accessing a meeting by zoom. The committee stressed the importance of making sure that members could fully access meetings via technology with parity of experience and participation.

9.3 **Governor use of college "office 365" IT accounts**, it was noted that some governors were still using personal email accounts for college business and this could be a problem for accessing the Governor SharePoint, receiving confidential communication and logging into college meetings. It was agreed

**ACTION:** contact members to overcome any problems re-connecting with their "@sheffcol.ac.uk" office 365 account. Clerk 1.12.21

**21/3/10 Date and time of next meeting**

The date of the next meeting is Wednesday 11 May 2022 at 8.30 – 11.30 in the New Boardroom, City Campus