



SEARCH, REMUNERATION AND PERFORMANCE (SRP) COMMITTEE
1 June 2020 18:00-20:00
Via Teams

Draft minutes

Committee	Sue Kingman (Chair); Ian Valvona; Andy Chew; Mike Sutcliffe; Vincent Neate; Jim Marshall
In Attendance	Diane Dimond (Interim Principal & CEO); Alison de Lord (AP HR & OD); Sarah Connerty (Head of Governance); Ellie Woods (Board support)
Apologies	

Agenda item	Item	Action
1	<p>Welcome and apologies The Chair welcomed everyone to the meeting and Elaine McMahon to her first meeting of the SRP Committee. The Chair noted that there is an enormous volume of work so items will be taken as read apart from items that governors wish to question, challenge or require further detail on. There were no apologies received.</p>	
2	<p>Declarations of interest There were no declarations received.</p>	
3	<p>1. Minutes of the meeting of 25 February 2020 2. Minutes of the meeting of 11 March 2020 3. Minutes of the meeting of 22 April 2020</p> <p>Resolved: The Committee approved the three sets of minutes as a true and accurate record.</p> <p>Electronic resolutions since the last meeting: 4. Appointment of interim Principal (28 April 2020)</p> <p>Resolved: The Committee ratified the electronic resolution from the 28 April 2020</p>	
4	<p>Actions and matters arising The Committee noted the action list as either completed, on hold due to Covid19 or on today's agenda. The Chair noted the request from the Board on the 13 May for a schedule of College events for governors to forward plan in diaries. The Deputy CEO/Principal will have a schedule ready in time for the start of the Autumn term. He has received positive feedback from the Unions, with no objection to governors observing remote learning, and is looking at how best to action this with the Heads of School (HoS).</p>	JJ/SC
5	<p>STATUTORY DOCUMENTS</p> <p>1. Instruments and Articles of Government (I&As) The Committee considered the suggested updates to the I&As. They questioned whether it was necessary to always to go external advert for the appointment of</p>	

	<p>Chair if there is a strong Board member suitable for the role. SC explained that it has been suggested to abide by good governance and would comply with the College’s governance codes, Nolan Principles on appointments and public sector guidance. Existing Board members would be able to apply through the process and the level of campaign could be matched accordingly. The Committee agreed to the revision.</p> <p>The Committee questioned the logic of a minimum percentage of governors for removal of chair as 70% when simple majority voting is used for all other matters. SC explained that this is helpful to ward off legal challenge and to ensure a high majority of governors are in agreement with the decision.</p> <p>Resolved: The Committee recommended to approve the updated I&As with the following revisions:</p> <p>Instrument:</p> <p>2 – Composition of the Corporation</p> <ul style="list-style-type: none"> • Remove references to transitional arrangements [2(1); 3(1); 4] • 2(c) and 3 - tidying up of reference to staff governors <p>5 – Appointment of Chair and Vice Chair</p> <ul style="list-style-type: none"> • 5(1) – the RuTC version currently does not allow for external advert and recruitment of a Chair – suggest the College edits this Instrument and takes out ‘from among themselves’ • 5(6)-(8) – tidying up of Chair and Vice chair items • 5(6) - There should be a minimum percentage of governors for removal of the Chair – this is helpful to ward off legal challenge – suggest that this is amended to include a minimum of 70% of members. • To accompany 5(1) suggest an insertion of (9) The Board will go to external advert when the position of Chair becomes vacant due to the resignation of the Chair or at least every 6 years. This will ensure there is an open and transparent process for the appointment <p>7 - Persons who are ineligible to be members</p> <ul style="list-style-type: none"> • 7 - Suggest insertion of (4a) – to allow students working as apprentices to be eligible as members • 7(5-9) – suggest including the Eversheds standard version which includes a discrete clause ‘upon a member becoming disqualified from being a Charity Trustee under the Charities Act 2011(amended from time to time), they shall cease to be a member with immediate effect and shall notified the Clerk as soon as they become aware of such disqualification.’ <p>9 – Termination of membership</p> <ul style="list-style-type: none"> • 9(2) Suggest insertion of reference to disqualification of charity trustee rules • 9 (3)(b) – change of wording for clarity • Suggestion insertion of 9(4) allowing suspension of a member pending investigation <p>11 – Meetings</p> <ul style="list-style-type: none"> • 11(1) suggestion insertion of reference to the Standing Orders around meetings <p>Articles</p> <p>Appointment and Promotion of Staff</p> <ul style="list-style-type: none"> • 12(4) – Suggest removal as it may lead to Board conflict and stand in the way of appointing the best candidate to the role 	
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	<p>The Committee noted that the current I&As did not allow for the appointment of an external Chair when the current Chair was appointed. This is mitigated by the College’s current situation of being under a FEC led SPA process. A thorough process was undertaken by the SRP Committee to secure the appointment, including an interview process with a panel, recommendation from SRP to the Board and Board approval.</p> <p>2. Standing Orders</p> <p>The Chair noted that the Committee had spent a lot of time in February 2020 reviewing the Standing Orders and the final version contain some minor updates. The Committee noted that the document has been cross referenced with the revised Instruments and Articles of Government to ensure consistency.</p> <p>There was a discussion around staff governors and the Committee confirmed that they were content for staff governors to nominate themselves for a second term of office. It was agreed that next year will be important for the Board and the College with the SPA process and that going to election and potentially losing two experienced staff governors in February 2021 would impact negatively on the Board. The Committee asked SC to bring a paper to the September 2020 SRP Committee looking at solutions including extending staff governor terms of office for a limited period, changing the term of office to ensure both staff governors don’t finish at the same time and consulting the current staff governors for their views.</p> <p>RESOLVED: The Committee recommended to approve the updated Standing Orders with the following revisions:</p> <ul style="list-style-type: none"> • Inclusion of Board engagement with students as detailed in the approved Student Engagement Strategy (p.5) • Student members are elected as agreed with the CQS Committee and Student Services (p.9) • Inclusion of a paragraph on board self-assessment (p.6) • Inclusion of a paragraph on commitment to board diversity in line with best practice (p.9) • Inclusion of paragraph on eligibility to serve as a governor (p.9) • Inclusion on appointment procedures for the Chair and Vice Chair(s) of the Board (p.10) to bring the process in line with the suggested amendments to the I&As around external advertising for the Chair of the Board • Note against Chair’s action (p.14). With the use of written resolutions there is less need to use Chair’s action and it is advised against individual decision making to minimise personal liability • Suggestion that the current appendices (terms of reference, policies, role profiles, register of interest, independence of the Clerk) are referenced and linked but not included as part of the Standing Orders to make it a more manageable document that can be utilised by Board members and staff • Appended to the document are draft terms of reference for the Special Committee for consideration (item 05.22) <p>Resolved: The Committee considered and recommended to approve the Special Committee terms of reference</p>	<p>SC</p>
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	<p>3. Code of Conduct</p> <p>The Chair noted the recommendation to use the Eversheds Code of Conduct going forward which is the industry standard version in the sector. It has the benefit of being updated annually with statutory requirements. The Committee questioned whether the summarised version in the Standing Orders was reflective of the Code and SC confirmed that they had been reviewed against each other and were consistent. It was noted that governors would be asked to sign the Code annually alongside the register of interests.</p> <p>RESOLVED: The Committee approved the Eversheds Code of Conduct and noted that it would be circulated to Board members annually for signature.</p>	
6	<p>Governance position paper</p> <p>The Chair noted that the paper summarises the way the Board works and is a useful document for both internal and external use. The Committee considered the position paper and agreed it was a useful document.</p> <p>The Chair noted that the skills audit and board profile sections will be updated following completion of the skills audit and suggested additional areas to add in September are stakeholder engagement (staff, students, externals) and governor board development.</p>	
7	<p>Membership and succession planning</p> <p>The Committee considered the recommendations for membership and the following discussions took place:</p> <p>Renewals:</p> <p>The Committee considered the recommendation to appoint Andy Chew for a second term of office and agreed that Andy was a committed governor with relevant skills and experience and institutional memory. He is fully involved in the work of the Board and College.</p> <p>The Committee considered the recommendation to appoint Rosh Sellahewa for a second term of office. IV reported that he had met with Rosh to discuss and felt that Rosh has institutional memory, relevant skills and experience and that stability and continuity would be important across the time period of the SPA. Rosh is happy to stay and support the SPA process for a limited time period.</p> <p>Both governors have excellent attendance.</p> <p>The Committee considered the recommendation to renew Paul Leonard’s co-opted appointment on CRPG. AC, Chair of CRPG, noted that he supported the re-appointment as Paul brings a connection with the local community, a lot of history and institutional memory and has good connections into the Council. Paul has excellent attendance.</p> <p>Appointments:</p> <p>The Committee considered the appointment of Will Whitmore as a co-opted governor on CQS Committee. MS, Chair of CQS, noted that Will was a very active student governor who had real value for the Board and wants to keep connected with the College.</p> <p>The Committee considered the appointment of IV to the Richmond upon Thames School Trust Board. DD noted that it is part of the constitution that the College has a place on the member board, and it was agreed it was an important</p>	

	<p>connection with the discussions around sixth form provision, sharing a campus and working together with the school.</p> <p>The Committee noted the update from Peridot on the recruitment of a new governor to replace Joanna. SC confirmed that the brief was to source a governor with FE and safeguarding experience who would take on the Safeguarding Governor role. The Committee voiced concern that the candidates listed did not appear to have safeguarding experience. There was a discussion about what the Committee wants from the search, and it was agreed that it is one governor with both FE and safeguarding experience who will take on the Safeguarding Governor role. The Chair noted that if there was more than one suitable candidate he would be interested in more appointments, while being mindful of the size of the Board. It was agreed that FE experience on the Board is vital.</p> <p>The Committee asked SC to contact Peridot with their concerns and assurance that safeguarding has been a priority of the search. Following confirmation from Peridot the Committee will consider next steps including asking for a further search and looking at alternative agencies for recruitment.</p> <p>The Chair noted that the aim is to complete the skills audit as soon as possible to identify potential skills gaps to inform any further search for new governors.</p> <p>The Committee noted the suggestions that new appointments:</p> <ul style="list-style-type: none"> • Are made following governance best practice models of appointment and abide by the Nolan Principles • Are based on skills and experience • Going forward will use positive action to address equality issues including gender imbalance, ethnicity and protected characteristics [Afternote: a Succession Planning policy will be presented to the September 2020 SRP Committee for approval] <p>The Committee noted the following actions on succession planning:</p> <ul style="list-style-type: none"> • Appointment of a governor with FE skills/safeguarding experience from the Peridot search • Review of skills audit in September to identify skills gaps • Adverts on ETF and AoC governor recruitment sites for co-opt governors for identified gaps • Suggestion to bring in a co-opted governor to SRP for an independent viewpoint on governance/remuneration matters <p>RESOLVED: The Committee confirmed the following resolutions:</p> <ol style="list-style-type: none"> 1. Recommended to approve the appointment of Andy Chew for a second term of office of four years from 01 September 2020 2. Recommended to approve the appointment Rosh Sellahewa for a second term of office of four years from 01 September 2020 noting that Rosh will step down at a suitable time 3. Recommended to approve a co-opted renewal for Paul Leonard to the CRPG Committee for a period of one year from 10 June 2020 4. Recommended to approve the appointment of Will Whitmore as a co-opted governor to the CQS Committee for a term of office of two years from 10 June 2020. 	<p>SC</p>
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	<p>5. Agreed the appointment of Ian Valvona to the Richmond upon Thames School Trust Board.</p> <p>6. Noted that Robert Shaw will not stand for a second term of office</p> <p>7. Approved Committee membership for 2020-21, with the revision of Jim Marshall as a member on CRPG</p>	
8	<p>Self-assessments for 2019-20 The Chair provided an overview of the proposed self-assessment processes and they were agreed as follows: Board self-assessment - to be sent out for completion after the July Board meeting. The survey to be updated with any suggested updates from the Deputy CEO/Principal to inform the College's Self-Assessment and processes and the removal of the Chair/Head of Governance review. Analysis will come to the September SRP Committee. IV noted that due to the number of comment fields Board members will be selective about feedback and going forward, time dependent, more qualitative feedback could be sought by speaking to Board members directly. Skills audit - to be circulated this week with analysis to the Committee by email and a report to the September SRP Committee. It was agreed this is an important review in terms of good governance and insight into the Board's skills and experience to work effectively Committee review of effectiveness - reviews are on the agendas for all Committee meetings this term and final outcomes will be reported to the Board in July. Annual review of the Chair and Head of Governance - to take place early in the Autumn term to report into the Statement of Corporate Governance and Internal Control using the questions in the Board self-assessment. Annual governor appraisals - Annual 121 meetings with governors and the Chair/Vice Chair(s) with an opportunity for governors to share their views. The aim is to ensure governors are supported, their skills and experience are utilised and to identify any areas of concern. Independent peer review - to consider at the September SRP Committee Regular meetings with the Chair, Principal and CEO and Head of Governance- Meetings are scheduled fortnightly to discuss College and Board matters, share information and work on Board agendas Review of governance - audit of governance processes will continue through remainder of 2019-20 and into 2020-21 and be reported to the Chair, Chair of SRP and CEO/Principal.</p> <p>The Committee questioned how an assessment of Board members individual performance can be carried out. SC explained that the performance of the Chair and Head of Governance will be undertaken by survey to all Board members in line with the governance Code. The annual 121 appraisal meetings with the Chair/Vice Chairs and Board members will appraisal individual governors using the suggested questions from the AoC agreed at the February 2020 SRP Committee.</p> <p>RESOLVED: The Committee approved the self-assessment processes for 2019-20 and 2020-21, the timelines and reporting of outcomes, subject to receiving an updated Board Self-Assessment survey following input from the Deputy CEO/Principal.</p>	<p>JJ/SC</p> <p>SC</p>
9	Review of effectiveness for 2019-20	

	<p>The Committee noted the review and summary. SC explained that all Committees carry out a review of their effectiveness at the last Committee meeting before the summer term with outcomes reported to the July Board meeting. The review maps Committee business conducted through the year against the terms of reference. The outcomes of reviews will be used to inform items such as cycle of business, terms of reference, membership of committees, evidence for external agencies</p> <p>The review demonstrates that the Committee has operated well across all areas of its remit. Attendance is positive at 86%. There is an experienced membership which includes the Chairs of all Committees with attendance from the Principal and CEO and Assistant Principal HR and OD. Overall there are no areas of concern to report and a number of actions to take forward for 2020-21 to improve the Committee’s effectiveness.</p> <p>There are five amber areas which are all in progress with action by September 2020. These are:</p> <p>2. Keep under review the functioning of the Board and the contribution of its members including undertaking a regular skills audit to inform decisions about Board and Committee membership. The last skills audit was conducted in 2018 and a revised skills audit will be circulated in June with analysis coming to the September Committee</p> <p>6. Monitor the induction and training of governors. This is amber as an audit of board training has not yet been carried out but is on the work plan. Any outstanding training will be followed up by the Governance office and records will be available for the September Committee</p> <p>2.7 Develop and recommend to the Board policies and procedures for the process of governance in line with the Governing documents and any other relevant external direction. Statutory items have taken priority at the June Committee and all other governance policies will be available for the September Committee</p> <p>2.12 Following appraisal by the Chair and Vice-Chair(s) of the Corporation, to agree and recommend to the Board the Objectives for the Principal, Senior Post holders and the Head of Governance.</p> <p>2.13 Consider and recommend to the Board a report on the achievement of the Objectives for the Principal, Senior Post holders and the Head of Governance. The SRP did not meet until February 2020 so missed the rem com cycle for SPHs. The cycle of business includes this process and is in place for 2020-21</p> <p>The Committee confirmed that the amber areas were not material and actions were in place to address them.</p>	
<p>10</p>	<p>Cycle of Business for 2020-21</p> <p>The Committee considered the cycle and IV reported that he found it incredibly helpful to see business across the year and would like a forward plan of Board business for governors. SC explained that each Committee is reviewing their cycle this term which feeds into the Board cycle and the full document will be presented to the Board on the 8 July for approval. The Committee agreed that it was useful to have a document detailing the meeting dates, deadline for papers and forward items for consideration.</p> <p>The Chair asked DD for a view on whether Remuneration Committee items will be ready for the September 2020 SRP Committee. DD reported that she will be</p>	

	<p>concluding performance reviews of SPHs and the Assistant Principal HR and OD before she departs on the 31 August 2020. EMc reported that she will be looking at targets for 2020-21 with SPHs and will be working in September on the strategic overview, objectives and vision and the SPH targets and priorities will stem from this. She noted that there is a lot of work to do before setting realistic objectives and some targets will roll over from this year, but she was happy to work towards the September date. It was agreed to aim for September 2020 to include Performance of senior post holders, review of pay and terms and conditions and target setting and schedule a further meeting if required. AdL and SC confirmed that they would work together on the other remuneration items in time for the September 2020 meeting.</p> <p>RESOLVED: The Committee recommended to approve the SRP Committee cycle of business for 2020-21</p>	
11	<p>Governance budget</p> <p>The Committee considered the costs against governance, as at 10 April 2020, of £3240.65. IV noted that he would like to see a breakdown of hospitality and consultants and SC agreed to follow up with finance. SC noted that due to long Board meetings in 2019-20 supper had been provided at all meetings from the inhouse catering service. DD reported that the Board had used a consultant formerly at AoC to support comms in late July and August 2019 in relation to press from FE Week.</p> <p>RESOLVED: The Committee approved the proposed governance budget of £3000 for 2020-21 noting that there was provision for further budget if required.</p>	SC
12	<p>Attendance 2019-20</p> <p>The Committee noted the attendance register and EW reported that she would be managing the attendance register and regular reports would come to the SRP Committee for monitoring.</p> <p>SRP Committee attendance is good at 86% for 2019-20 and all Committees have positive attendance. Individual attendance from current governors is excellent with the overall figures brought down by the non-attendance of the student governors and some low attendance from governors who have departed. The Committee noted that there has been a lot of governor activity outside of Board and Committee meetings over the last year. SC explained that a number of College boards record governor engagement as a separate register and report it in the annual report. She noted that individual governor attendance for Boards and Committees is a requirement in the statement of Corporate Governance and Internal Control as part of the financial statements.</p> <p>VN noted that using percentages was problematic during the year as attendance could appear very low if governors missed one meeting out of two. But over the course of a year an attendance of three out of four meetings was a reasonable commitment. It was agreed that the Committee would bear this in mind when reviewing the attendance register.</p> <p>There was a discussion about setting a target for governor attendance and the Chair noted that he was not in favour of attendance targets as it was more to do with a governor’s overall contribution to the Board and the College. It was agreed that if a target was to be set it should be reflective of the current attendance which is high.</p>	

	RESOLVED: The Committee agreed a target of 80% for governor attendance which will be included in the Standing Orders and the governor induction presentation	SC
13	Confidential item SPH performance reviews and terms and conditions	
14	New Governor induction presentation The Committee noted the presentation. SC reported that all governors who started in 2020 have received the presentation and she is following up with Helen Litvak and Alex Gallagher for a face to face induction and support.	
15	Meetings for 2020-21 and Board schedule The Committee noted the schedule. EW will start populating diaries this week.	
16	<p>Any other business</p> <p>1. Governance and Covid19 – next steps</p> <p>IV noted his view as Chair that following good guidance, as and when the College opens, the Board should model the change it wants to see by attending meetings onsite. The operational advice from the CLT team will come to the Board on the 10 June and after this date the Chair will propose to attend in person subject to advisory conditions around the College site.</p> <p>DD reported that there are practical considerations. The emerging opening plan is looking at a shortened day so the campus would not be open at 17.00 and the College would have to bring in staff to facilitate for estates, security and cleaning. She noted that she appreciated governors wanting to show solidarity but wasn't sure it is necessary at this time for governors to attend onsite and suggested waiting until September. IV agreed that it doesn't make sense to bring additional staff into College outside college hours.</p> <p>JM noted that as a member of the working group he had been receiving updates on plans for re-opening. AdL reported that the H&S Management Committee is meeting tomorrow and will consider the H&S policy and addendum which will come to Finance and Resources Committee on the 9 June and the Board on the 10 June. DD is putting together a draft paper for the Board on the practical aspects of opening which will be available next Monday.</p> <p>VN noted that getting students back into College learning and developing their futures is the Board's aim and it is easy to fall into the trap of fear and concern at the current time. He agreed that the Board should be leading by example to say this is a safe environment and we support you in your education. It was agreed this signal is important. VN suggested holding a meeting during College opening hours or alternatively having governors present in the building. It was agreed that there would be no expectation to come onto site as a governor.</p> <p>IV asked about the board room in new build and DD noted that it would likely only accommodate 4 or 5 governors and the guidance for students has been for 25% of student capacity to attend with social distancing. She noted that Teams is working very well and current Government guidance is work at home if you can. AC noted that approximately 50% of governors are full time employed so a daytime meeting may be problematic.</p> <p>It was agreed to aim for an onsite Board meeting on the 8 July, subject to the advice on the 10 June from the CLT around College re opening and practical considerations. The meeting would commence at 14.00 with a tour of the new build at 13.00. SC to send out a call to governors for availability and appetite for onsite attendance and liaise with Ian Rule around suitable kit to accommodate face and remote attendance. DD will speak to Marketing about suitable comms.</p>	

	AdL advised only governors who are available to travel in their own transport should attend the College. DD agreed that the tour would be a good opportunity for Board members to meet with the decant team and see rooms being populated.	
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Meeting closed: 19.50