

Search, Remuneration and Performance Committee
Tuesday 1 March 2022 18:00-20:00, Teams

Draft minutes

Committee	Sue Kingman (Chair); Ian Valvona; Mike Sutcliffe; Vincent Neate; John Anderson
In Attendance	Jason Jones (Acting Principal and CEO); Alison de Lord (Assistant Principal HR & OD & Estates); Sarah Connerty (interim governance advisor)
Apologies	

Item	Item Description	Action
1	The Chair welcomed colleagues to the meeting.	
2	Declarations of interest There were no declarations received.	
3	The minutes of the meeting of 10 November 2021 were held as a true and accurate record.	
4	Actions and matters arising SC will continue to request the detailed breakdown of the governance budget from Finance. The Chair noted that for assurance governance spend is very low.	SC
5	Statutory Documents The Committee noted that the I&As and Standing Orders are on the cycle of business to be reviewed biennially or as required. They were last updated in October 2020. There are no proposed changes to the I&As and Standing Orders and there have been no updates in the sector. The Committee recommended to approve: <ul style="list-style-type: none"> • Instruments and Articles of Government (I&As) • Standing Orders 	
6	Governance forward planning: The Chair noted that at the last meeting the Committee had considered whether the current governance arrangements were fit for purpose, and it was agreed that they were but there were areas of the framework to be changed. A lot of the work is falling to the Chairs and the Committee discussed the best and most effective way for executing responsibilities. 1. Membership IV to step down from the FRC and CRPG Committee IV reported that it is less about the Chair's time but more about trying to get away from the day-to-day detail given the particular set of circumstances with CRPG and FRC and the weekly meetings with the SLT. JA reported that in reality exceptional circumstances have become exceptional over a longer period of time than anticipated and felt the boundary between management and governance is uncomfortably permeable. There seems to be a need for currency in matters arising in every governance environment which works if you are moving towards a specific target but with the merger pause this position has been extended over a period of time. JA felt that there needs to be a working back to a governance executive model	

	<p>and a reduction on the Chair is a necessary step to show change is being made. It is an important statement of intent to accept that the exceptional circumstances will be in place for some time and accept that this level of control is not realistic. There is a need to rely more on the broader governance assets available with the Chairs of Committees engaging with the wider lay membership. This will make communications more complicated because there won't be the golden thread of the Chair of the Board throughout. JA noted he would find a way of reporting and providing assurance to the Board and the Chair of the Board around FRC matters. The Chair reported that the only committee she doesn't sit on is CRPG and that does feel quite disconnected which is something to bear in mind with the Chairs of Committees needing to take the time to brief the Chair of the Board.</p> <p>RESOLVED: It was agreed to recommend to approve that the Chair of the Board steps down from the FRC and CRPG</p> <p>JA to step down from SRP Committee It was agreed that JA would be given the option to remain or step down from SRP Committee and attend when available (see item 12)</p> <p>RESOLVED: It was agreed to recommend to approve that JA will step down from the SRP Committee</p> <p>2. Link governors</p> <p>EDI – Alex Gallagher is the current EDI link governor, but this role has not progressed. Following discussion at the last Committee AG has been contacted around taking forward the role or passing to another member of the Board. It was agreed this should be actioned. [After note: AG would like to step down from this role due to capacity issues]</p> <p>Risk oversight link governor John Poole was the risk oversight link governor, but the role has not progressed and JP is no longer a co-opted governor. VN reported that given that ARC has a governance role in respect of risk the role is not a necessary or sensible one to have in place.</p> <p>It was noted that the link governor role is about supporting officers and having a more active engagement in terms of risk and this is being done through the deep dives in other areas. It questions whether the link governor role is structured the best way possible and whether it is the model that is wrong. VN suggested a link to a person rather than area.</p> <p>JJ agreed that the role is not working well but has worked well in other colleges by using people as the link.</p> <p>The Chair asked if it needs to be looked at in terms of which people would value/benefit from a governor link.</p> <p>AdL reported that she wouldn't want the Exec to feel they have to prepare a lot of work for the link governor and JJ agreed that it is about having a dialogue.</p> <p>JA noted that he would be nervous of creating a shadow governance system. It works well in a relatively stable environment to give context and to give conversation time and allows governors to see concerns and issues when walking around the building. The concern is that it will add to the amount of work for both officers and governors.</p> <p>It was agreed that time being spent walking the corridors is important and the opportunity for governors to engage on a more informal basis is positive.</p> <p>SC advised that linking governors to a person could lead to lobbying and stray into operations. Doing this in a more unstructured way is beneficial, for example</p>	SC
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	<p>following the extraordinary CQS meeting on the Quality Recovery Plan (QRP) Heads of School have invited CQS members into College.</p> <p>SC reported that the reason for linking to governors to key areas of oversight such as safeguarding and prevent, EDI and health and safety is to provide further levels of assurance to committees and the Board on areas of its statutory responsibility.</p> <p>JJ reported that there is already good relationship between SLT and Committee leads.</p> <p>MS noted that it takes a while to form relationships with people and there is a need to be mindful of time and the best impact that can be made between now and July. With CQS there is a real need to deep dive into the QRP and HoS want to show the governors what they are doing. It is about prioritising needs without crossing the line into management. It is also about staff knowing that the Board know that it is a difficult time, and they are here to support and to ask challenging questions for a reason. JJ agreed that there is between now and July and potentially post July, so the bumps are what governance support and oversight is needed on. JJ felt it is important for members of staff other than SLT to recognise that governors are here to support them.</p> <p>ACTION: JJ agreed to give thought to people and areas that it would be useful to have more engagement with between now and July.</p> <p>Behaviour and security – JJ noted his gratitude to Rosemary Scully for her work and support in this area. RS has brought excellent contacts, time and energy to supporting the College around issues of security and behaviour. JJ would support a more formal link governor statement around this role as this is area which will continue to be important.</p> <p>IV noted that it is really important for the Board to have oversight around behaviour and site security issues and RS is doing a great job which he would like it to continue.</p> <p>ACTION: SC to contact RS for a view on the scope of the behaviour and security role</p> <p>It was agreed that any link governor work needed to be clearly laid out around what the interaction would be and to clarify that it was important for both the governors and officers not to create work.</p> <p>Co-opted governors</p> <p>The CQS Committee would benefit from FE expertise and it would be useful to bring in new governors to support this. IV has had a couple of ideas on how to take this forward and the Board has advertised on all the free governance recruitment websites without success. IV noted that it is about where the College is and whether governance now needs to build up a board for the next two years and refresh its approach out to the agencies. JA noted that the Plan B conversation needs to take place before this discussion to know whether there is confidence in getting the merger done this year. The process of advertising and recruiting is important and taking the time and the effort to have a proper recruitment drive and seek a decent selection of individuals to interview is key, but this is dependent on timing of the merger.</p> <p>The Chair reported that there isn't an answer on the merger, and is inclined to be more short term and find a person to come in and help and they could then be retained for a longer period if required. The Committee questioned how that can be justified in terms of open and transparent recruitment. SC reported that this had been done both for RS and JA's roles and the Committee and panel were clear on</p>	<p>JJ</p> <p>SC</p>
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	<p>the reasons for this type of recruitment process, had run an interview process and weighed this against the risks to the ARC and FRC. The Chair noted that the people brought in have been very successful as part of the governance structure.</p> <p>ACTION: It was agreed to go out to the Board around expressions of interest for an FE governor. IV will follow up with Mary Vince Morris from the AoC and SC will repost the roles with the online noticeboards.</p> <p>It was agreed that this is not the optimal approach but would benefit CQS Committee and the Board and be of benefit to the College right now on its journey with QRP.</p> <p>Review of governance</p> <p>SC reported that following an announcement at the last Board meeting by IV there had been effort to improve the papers going to the Board and Committees and the timeliness of distribution. IV had written to SLT and MS agreed to use the extraordinary CQS Committee in the new year to pilot the revised arrangements. SC reported that this had not gone well, and the meeting was postponed due to lack of appropriate information. This evening's SRP Committee is the first trial with papers going out on time, clear and concise cover papers and additional information as appendices.</p> <p>VN noted that this a move in the right direction.</p> <p>MS asked if more training is required for members of staff in preparing papers as the length of papers, lack of clear coversheets and issues with data had been an issue for CQS Committee. JJ noted that he is signing off all papers before they come to the Board, technically that was in place before, but this was not actioned due to capacity issues. JJ noted that for paper producers it is quite liberating because it does mean less time is spent in articulating the issues before the meeting and that is helpful. JJ has reiterated the importance of getting the papers out on time. There are reasons with staff up against it but there has been no pushback on that.</p> <p>Forward planning</p> <p>The Committee considered the forward planning suggestions, and it was agreed that the cycle of business and Board schedule for 2022-23 will come to the next meeting.</p> <p>Self-assessment</p> <p>SC proposed that following the Ofsted board development session where the trainer suggested that the Board collate a document of Board support and challenge that the case studies for board effectiveness are undertaken earlier to report to the May SRP Committee.</p> <p>JA noted that he would engage in any processes required but proposed that not too much of SLT and governors time is taking up with self-assessment. SC explained that the majority of work would be undertaken by the governance office with short surveys/interviews with governors and SLT. It would replace the usual Board self-assessment so would have a similar time investment. VN noted that the Board could point at a number of events or occurrences where governance didn't work as well as it could and a review on how circumstances emerged, and the outcomes and lessons learnt would be a good learning experience for the Board. It would also demonstrate governance failings and that the Board is doing something about them. JA noted that the College is coping with several legacy issues and how does one govern this to make things more effective.</p> <p>Suggested areas for case studies were behaviour and security, quality recovery plan, planning issues. IV suggested that the end of May planning issues that arose would</p>	<p>IV, SC</p> <p>SC</p>
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	<p>be a good opportunity to laser in on a period of time which was genuinely unforeseeable for governance, and which had profound implications. Behaviour and incidents would provide a moment to review the student experience and support in place for students and staff.</p> <p>JJ noted that there is a broader point about finance and the success story of the financial recovery where the SLT and Board were effective.</p> <p>It was agreed that it is good to pick up positive stories as well as looking at the challenges in governance.</p> <p>The Chair noted that this exercise would prepare the Board well for Ofsted as there will be areas of challenge, mitigations and impact.</p> <p>JJ noted that using the Ofsted themes of intent, implementation, impact has been invaluable in producing reports and frameworks. It is about why do you do what you do in the way that you do it and how do you as governors monitor the implementation through to impact. It was agreed that it would be helpful to structure in that way.</p> <p>RESOLVED: The Committee approved the self-assessment timetable for 2021-22</p> <p>ACTION: SC to liaise with JJ and Philip Elliot on the best way to structure the case studies.</p>	SC
7	<p>Plan B</p> <p>JJ presented on Plan B.</p> <p>In terms of the context JJ echoed the earlier discussions around exceptional circumstances that continue to be exceptional over a longer period.</p> <p>The biggest issue is the Council’s funding gap for the school Sports Hall and a further delay to merger is likely. In negotiations with Local Planning Authority (LPA) on the planning agreement the LPA noted there would be a 16 week, rather than the anticipated 12 weeks, consideration period due to the Environmental Impact Assessment (EIA) for the school sports hall. It will meet the July 2022 planning meeting at the earliest so it is unlikely merger would be completed by July 2022.</p> <p>[confidential item] The LPA are focusing on the regulations around planning and the merger delay is not on their agenda. [confidential item]</p> <p>There is a lot of work going on with the senior team and Plan B is a standing item on meeting agendas.</p> <p>All of these areas are at risk:</p> <p>Impact on learner experience – the aim has always been that the learners will not feel any impact on merger in a negative sense but will always feel the benefits. The longer it is delayed the more likelihood there is for quality recovery to slow down and this to affect the learner experience in terms of many aspects. There is a need to identify potential risks and put in place strategies.</p> <p>Impact on staff – a lot of work has been carried out on staff morale with SLT taking the temperature from the Unions and staff forums. AdL reported that for some time the effect of the delay has been debilitating for the staff and stops systems being developed, recruiting to key post and retaining staff (in particular support staff). Staff turnover and sickness absence has spiked hugely. Staff time lost to absence was over 8% in February and only 1% of this is Covid. There is a real impact on the learner experience. There have been changes to leadership and not being able to sort out systemic issues is difficult. Staff morale is low. There are 36 vacant posts on a cohort of just over 200 staff and 6 of those the College have not been able to recruit.</p>	

JJ noted it is not about articulating problems and reassured the Committee that solutions are being worked through and will come to the Board with an explanation of these proposals and ways in which the Board can support to address these issues.

Impact on external stakeholders - there was a press release last year on the intention to merge. There was an update in January 2022 to stakeholders and there is a management piece to be done on how that is communicated if there is a further delay. There is an onsite open event tomorrow for the first time in two years and it is difficult to articulate the message on merger to students and parents.

Stability of the senior team – at the moment there is a team of five, two are interims, one person is acting up, one is appointed to a post-merger role and one has not been appointed to a post-merger role. There is instability in a team in an environment that is unique in the sector in terms of the challenges being faced. It does need to be looked at in terms of going forward.

MIS – there are challenges around staffing and that is continuing. The posts that go out to recruit need to be robust and longer lived.

Financial position – the forecast has been done and it is ok for the next academic year but further forward there are issues with working capital

Strategic planning – there is a one-year plan where there should be a three – five year plan in place.

Risk – everything on the risk register becomes heightened the longer the delay.

Governance – structures need to be sorted out.

The College is sustainable in the short to medium term but there needs to be a firm merger date. One of the actions to consider is how this is broached with HCUC. If there is certainty the issues become easier to navigate.

JA reported that is a clear ask but the only route is an unconditional merger date and as long as there are conditions in place from HCUC nothing firm can be put in place. JA asked if there are those with greater authority that can establish an unconditional merger.

JA noted the stakeholder engagement and how does the College rebuild the enthusiasm and passion for RuTC with STEM.

JJ agreed that escalation is where it is going. There is the FEC visit next week and IV and JJ are looking to get the Committee’s agreement to go with this presentation and ask for support. The Chair noted that this is necessary because HCUC won’t give an unconditional merger and want the gateways passed. The Chair asked if it is worth going through this presentation with the CEO and Chair at HCUC and JJ noted that he planned to do that.

JJ noted that the College is not in a position to stand alone and there is no longer term solution. The College is unlikely to be sustainable for financial reasons and there is limited benefit in planning for this scenario.

[confidential item]

Next steps

- The FEC visit on the 7 March 2022 to discuss scenarios and seek views. The Committee had no concerns about sharing the presentation
- It was agreed that JJ would share the presentation with HCUC and discuss the delay scenario as part of the discussion on the need for a commitment for a firm date. [confidential item]
- Part of the next steps is that the College does still have to operate now in terms of continued quality recovery, the senior team structure and roles,

	<p>MIS capacity, staff morale, financial forecasting, strategic planning and Board composition.</p> <p>ACTION: JJ to share the presentation with HCUC. JJ and IV to share the presentation with the FEC.</p>	
8	<p>Current position on merger</p> <p>SC reported that the first part of the paper is a reminder of where the Boards were at the time of the merger pause. Annotations in red provide a timeline on statutory requirements based on a 1 August 2022 date. The paper was produced prior to the 16-week announcement from the LPA. Delay beyond 1 August 2022 may affect the need for a second consultation dependent on the length. On Thursday’s JSG workshop FEA are presenting an item on “roadmap to merger” which will give opportunity to look at milestones and timelines.</p> <p>The second part of the paper shows the progress to date against the post-merger governance framework timetable. Since the merger pause, the colleges have continued taking forward their own governance processes and it has been proposed to HCUC that we continue to work together on the timetable. This work needs to be balanced against the limited capacity that RuTC has at senior management and governor level.</p> <p>The Committee agreed that areas taken forward are those that would have the greatest impact, both from a merger partner and standalone perspective and should centre on student experience.</p> <p>JJ and MS are currently working on the Stakeholder and Scrutiny Committee. The governance structure is set by HCUC so discussions have focused on membership of the group and JJ will begin general conversations as part of the usual stakeholder engagement work. A paper will go to the next JSG meeting for update.</p> <p>The Committee agreed that EDI is an important area of work that the Board would like to move forward on. An EDI board development session is booked for the 5 April with Derek Hooper an equality and diversity training who works closely with FE colleagues and with the AoC and ETF.</p> <p>SC pointed the Committee to the final part of the paper which suggests other areas that would be useful to work on with HCUC but are dependent on capacity and appetite. An area that can add value and will be useful for demonstrating the effectiveness of governance to outside agencies is board evaluation and action (considered under item 6).</p> <p>The big areas of strategy are around the London Skills Improvement Plans and the Skills Roadmap. As a first step this is on the agenda for the next CQS and a London FE Colleges twilight session is being sourced for governors to attend. Governors agreed to send through any further suggestions for the framework in advance of the next JSG meeting.</p>	All
9	<p>Staffing contracts</p> <p>AdL reported there was a heads-up meeting with the Unions last week and the collective consultation will start on Tuesday. JJ and AdL have prepared an individual letter to all staff. It is made very clear in communications that it is a consultation process and there are a series of open surgeries to support staff, receive feedback and answer questions.</p> <p>[confidential item] [JA departs: 20:00]</p>	
10	<p>Failings of governance and management report - signing of the Financial Statements/confirmation of overdraft facility</p>	SC

