

Search, Remuneration and Performance Committee
Wednesday 10 November 2021 18:00-20:00, Boardroom and Teams

Minutes

Committee	Sue Kingman (Chair); Ian Valvona; Andy Chew; 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	Andy Chew

Item	Item Description	Action
1	Welcome and apologies The Chair welcomed colleagues to the meeting. Apologies received from Andy Chew.	
2	Declarations of interest SC has a conflict under item 16 and it was agreed that SC would remain and clerk for this item. JJ has a conflict under item 17 and will leave for the item. AdL will leave the meeting at item 7 avoiding the conflict.	
3	The minutes of the meeting of 13 July 2021 were agreed as a true and accurate record.	
4	Actions and matters arising There are two actions to report against: <ol style="list-style-type: none"> SC to follow up on attendance issues - There were below target attendance from a number of governors last year and these have been followed up. Two co-opted governors have lost contact and SC is continuing to try and get in touch with them (John Poole, Will Whitmore). AG often has to cancel attendance on the day of meetings due to work commitments. It was agreed that nonattendance for a period of six months is not acceptable. ACTION: SC to continue to follow up and if no response is received by the December letters will be sent out to terminate membership Breakdown on the governance budget – this is pending from finance and will follow by email. The Board continues to have very limited spend due to remote delivery, free and inhouse training and no recruitment drives. 	SC
5	Governance priorities for 2021-22: The Chair explained that this an open item to give the committee the opportunity to discuss governance and priorities for the year. The Chair reported that Andy Chew has been in touch this week to set out the role he can play going forward on the Board. IV noted that AC has given a significant contribution to RuTC and now has a desire to scale back in terms of time and in that context indicated that he has decided not to take up the designate post with HCUC. AC will be stepping back from FRC, SRP and JSG from immediate effect. IV	

	<p>had asked AC to reflect on the JSG because he has agreed to continue to chair CRPG and there is a connection between the CRPG chair and the JSG interface. In that context AC referenced NS as an advisor on JSG.</p> <p>The Chair asked the Committee to think about the work being done by the Board and whether the Board is as effective as it can be. Initial thoughts on the broad sense of the contribution being made by governors and whether they are providing the right level of support, challenge and leadership to the senior team. IV noted that he was happy to step out to give the Committee time to reflect. It is very difficult to see where to take resource in difficult circumstances. The College needs a resolution to the strategic future to be able to build up effectiveness at the level of governance and in relation to the CLT. That is fundamentally, where we are. The Board can add in additional resource but it does not change the decision point around merger and where do we take this. [confidential item]</p> <p>The Chair asked colleagues if looking at ourselves do we need to be doing things differently and is there a need for changing roles, focus or structure.</p> <p>VN noted that this is a good question and one of the things is over complicating things. There are quite a lot of committees and this falls to a number of individuals and puts pressure on Chairs. Is the Board inefficient because there are so many committees? With that many different meetings it is quite difficult to keep on top of all of them. VN noted that he was reflecting on his own efficiency. Considering the Committees do they add value?</p> <p>The Chair noted that she had reflected the same around some of the things that have happened over the last few months.</p> <p>IV asked if it is helpful to go back to the four big areas of activity as expertise is a key part of resolving issues. There is the whole work of merger, the capital and planning and a separate governance overhead to running the college quality and quality recovery. Focus from Board colleagues over those four areas is covered by a number of committees.</p> <p>SC is operating in governance terms effectively and providing the right technical support in terms of challenges faced. We are able to say to the ESFA that we can show we are effective and there is some value in that. But the Board is having to move forward in a very difficult set of circumstances.</p> <p>The Chair asked what is the most effective way to address plan B. It was agreed that this is a dialogue between governors, JJ and the exec team. [confidential item]</p> <p>IV noted that there are four key areas of activity and he is very clear which governors to go to for the different areas.</p> <p>It was agreed that it is not about introducing new governors and more volume to the Board, with the exception of an FE governor which is being taken forward.</p> <p>JJ noted that in some ways it would be better to merge in August rather than at Easter, but the longer the time goes on the more punctures there will be and measures need to be put in place to address that. The important point is knowing a date and having a firm commitment. It was agreed that it is important to continue to talk about the 1 April in driving merger forward.</p>	
6	<p>Staffing and capacity JJ reported on key areas of capacity and risk and mitigations.</p> <p>Curriculum and quality This is a priority area as it is the core business and with the decline in achievement rates.</p>	

Senior leadership:

- Rose Turner is interim AP C&Q on a 0.6 FTE and will leave the College in January at the latest.
- Susanne Davies is an experienced interim C&Q consultant on a 1.0 FTE brought in initially to cover absence of the Head of Quality. SD has been in the role for 4 weeks and the impact with RT is significant and they have a very similar style and approach. SD will remain for the rest of the academic year
- Lois Vassell – a permanent Assistant Principal Curriculum & Quality starting 22 November 2021. The role aligns with post-merger structure (currently AP T&L at South Essex College) and an Ofsted inspector.

There is additional support at middle management level:

[VN joins at 18:13]

- Middle management: Chidi Okolo – Director of Quality and Compliance started this week (one-year fixed-term post)
- Caroline Ludbrook – new HoS for Sixth Form, lead on E&M (flipped responsibilities with new AHOS Charles Oulton, lead on A levels). E&M will be front and centre going forward and CL has significant experience of managing foundation E&M in the prison service.
- Mark Byerley – interim Head of School Construction and Engineering (this has been split out from STEM to support an underperforming HoS. The key areas of weakness are identified from the last academic year as E&M, STEM – construction and engineering, IT and science. These areas were put together 18 months ago under one HoS
- Jayne Garner – temporary support for HoS Health Care and Early Years to support capacity
- Business and Service Industries – new HoS has implemented new management structure

[confidential item]

IV reported that this is a real priority area and if that eye on the budget is constraining to what needs to be done then the Board will look again at the budget. JJ thanked IV for this. [confidential item]

MIS and IT

The CLT have identified a need for more focused senior leadership in these areas, particularly for MIS. It is around the integration of MIS and coordination with curriculum management structures. Proposals for bringing in additional support for CLT are being looked at. [confidential item]

In terms of the capital development project Phase 2 there is a real need for HCUC to be fully cited on all issues. DDS meetings are taking place once a week but HCUC do need to feel they are reassured and that CLT is fully emersed in the process. One suggested process is to bring NS in as a temporary member of CLT and this has been mooted with NS. SC noted that she had received initial advice this afternoon which suggests that bringing NS onto the CLT would be a conflict with his Fusion project management role and it would be better for NS to join CLT meetings and Board meetings in his current capacity. SC noted she was very happy to get formal advice if that is useful.

The Chair questioned whether NS needed to be a member of CLT. JJ noted the idea was for NS to be there in a greater capacity for key items in relation to merger and to give clout in addressing the capital planning areas with third parties.

	<p>Director of Information Services – this is a really important area for future liability and for the here and now. IV noted that the CLT should not feel constrained in appointing to this role.</p> <p>VN felt there is an issue because if NS needs to come in to give the necessary clout then culturally respect is not communicated very well within the organisation. JJ noted that the most important thing is that there is a structured access to NS on a weekly basis at CLT. JJ did not feel there is a cultural problem. VN disagreed, and agreed that culture has got better but is still a concern that it still comes up. JJ agreed to reflect on that point.</p> <p>JJ made a general point around merger; it is about the delay and the prolonged uncertainty. This presents risks to staff morale and does impede implementation of some solutions. There is a real need to get a senior staffing structure in place. The merger pause is impeding implementation of solutions to various issues such as MIS dashboards and integrated curriculum planning.</p> <p>JJ noted that it would be good to rehearse what plan B looks like.</p> <p>IV noted that JJ is dealing very quickly with capacity. Getting resource in because the Board identified the need from JJ’s guidance is an impressive delivery. IV thanked JJ for recognising and getting resourced up quickly.</p> <p>AdL noted that the College has already started to lose people with the Head of Technology recently resigning. AdL noted that people are very nervous. [AdL departed 18.35]</p>	
7	<p>11.1 Performance of Senior Post Holders</p> <p>11.2 Performance management objectives for 2021-22</p> <p>JJ apologised for the late submission of the papers which were delayed due to the recent flood at the College.</p> <p>JJ has conducted appraisals for the core members of CLT (SFW and AdL) and a service review for IR which focuses on deliverables.</p> <p>A summary report is included as a cover paper which is extracted from the appraisals document and the full appraisal documents are appended which include the proposed objectives and proposed deliverables for this year.</p> <p>The Committee agreed that the summary is very clear and would be taken as read.</p> <p>ACTION: It was agreed that as the targets had only just been received the Committee would have the opportunity to take these away for further reflection and any comments will come back to SC by close of Friday.</p> <p>JJ reported that the objectives fit within the strategic priorities so the collective objectives will aggregate to the strategic priorities document going to the Board next week.</p>	All
8	<p>The Colleges’ Senior Post Holder Remuneration Code: Annual Statement to the Board</p> <p>The Committee considered the report for 2020-21 which is a requirement of the governance code the Board is signed up to. The report provides the Board with assurance that it is compliant against the Code</p> <p>RESOLVED: The Committee approved the Colleges’ Senior Postholder Remuneration Code Annual Statement and confirmed a copy would go forward to the Board and be published on the governance area of the website.</p>	
9	<p>Independence of the Clerk</p> <p>The Committee noted the report which is an annual standing item to give the Board assurance of the independence of the clerk.</p>	

	There were no comments made.	
10	<p>Self-assessments from 2020-21</p> <p>The Committee noted the self-assessment update and the actions from the Board self-assessment which are being taken forward by SC. The paper gives assurance that self-assessments were carried out through 2020-21 and analysis has taken place and areas for action taken forward.</p> <p>SC reported that this year’s self-assessments from the Committees and Board highlight that results are very dependent on timing and the outcomes of College business, in this case the drop in achievement rates. Those governors who completed the self-assessment post results day only flagged this up. Self-assessment could more usefully take place through the year and will be looked into further. It is proposed that if the Board is in a position to self-assess later this year a useful exercise would be around a key focus of the Board’s work i.e. capital or achievement and the intention, implementation and impact of work carried out, support and challenge to the senior team, how our stakeholders were involved and impacted.</p>	
11	<p>Audit against Governance Codes:</p> <ol style="list-style-type: none"> 1. AoC Senior Post Holder Remuneration Code 2. Code of Good Governance for English Colleges <p>The Chair noted that the paper gives assurance that the Board is compliant with its adopted codes.</p> <p>SC explained that the Senior Post holder Code had been given a light touch review after a very detailed review alongside a policy review last year involving the Chair of SRP Committee and chairs.</p> <p>The Code of good governance has not been reviewed this year as a lot of work was carried out at the last review. It is worth noting that the amber areas around EDI have moved to green due to the work by Marc Dodi on EDI and his reporting to the CQS Committee and Board. The EDI link governor needs work and it is proposed this is actioned as part of the review of roles.</p> <p>SC proposed that work starts this year on the revised code in advance of reporting against in 2022-23. This work can usefully be done with HCUC’s Head of Governance as part of the post merger governance action plan.</p>	
12	<p>Attendance</p> <p>SC noted that attendance is positive from the majority of governors. There are two areas of concern with co-opted members who have lost contact with the Board (John Poole, Will Whitmore) and this is being followed up (see matters arising).</p> <p>There are some concerns around the continued pressures on governors and attendance needs to be monitored in this respect.</p>	
13	<p>Terms of reference</p> <p>The Chair reported that there are no proposed changes to the terms of reference. This process normally takes place in the summer term but was not carried out due to the proposed dissolution. All committee have reviewed their terms of reference this term.</p> <p>RESOLVED: The Committee recommended to approve the current terms of reference to the Board.</p>	
14	<p>Any other business</p> <p>SC reported that there would be work to do on the Skills and Post-16 Education Bill when published which committees could usefully lead on alongside the senior team. The Chair asked how the Board would be kept up to date on these new</p>	

	<p>developments and SC reported that the AoC and other agencies would issue updates and hold briefing sessions.</p> <p>SC noted that FEA have advised that the Board will need to run a further consultation on dissolution if the dissolution date extends beyond the end of March.</p>	
15	<p>Meeting dates for 2021-22: 8 February 2022; 4 May 2022</p>	
16	<p>Governance role</p> <p>IV noted that SC had raised the issue for the Board of having an interim through an agency for an extended period and the Board’s responsibility around the VfM. IV agreed that interim arrangements should not endure in a long standing way and asked AdL to draft a HR perspective for IV to raise with FEA. FEA have agreed to release SC from the contract.</p> <p><i>After note: JJ reports: The Head of Governance role has been undertaken by SC through FEA on a consultancy contract since March 2020.</i></p> <p><i>As the contract has been extended due the delay in the merger, FEA have agreed to transfer the role to RuTC without incurring transfer fees. This will come into effect from 1st December 2021.</i></p> <p><i>The Head of Governance will be on a rolling RuTC contract until the point of merger, or another mutually agreed timeframe.</i></p> <p>RESOLVED: The Chair noted the item is for recommendation for approval as it is a change to a senior post’s terms and conditions. The Committee to consider the appointment and recommend to the Board following JJ’s update.</p> <p>Performance review of the interim governance advisor</p> <p>IV reported that if it was an Ofsted grade SC would be Outstanding and he had never worked with a better Head of Governance. The paperwork shows areas for SC’s own development and IV noted that SC and IV do not do enough in developmental terms because of the unexpectedly intense workload and the interim post. This is an action more for IV than SC to look at different ways of adding value in terms of governance. In relation to SC’s work, there are no substantive performance issues to raise. [JJ departed at 19:55]</p>	
	<p>Performance of the acting CEO [confidential item]</p>	

Meeting closed: 20.25