

**Search, Remuneration and Performance Committee
Tuesday 13 July 2021 18:00-20:00, Boardroom and Teams**

Minutes

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

Item	Item Description	Action
1	Welcome and apologies The Chair welcomed colleagues to the meeting. Apologies were received from Ian Valvona and Andy Chew.	
2	Declarations of interest JJ and AdL have a conflict on item 5 – pay award and item 6 – harmonisation and capacity issues arising from the merger delay. The Chair has a conflict on item 7 – membership and succession planning with term of office recommendation and this item will be taken at the end of the meeting with the Chair not present.	
3	The minutes from the meetings held on 3 February and 18 March 2021 were agreed as a true and accurate record.	
4	Actions and matters arising All actions are completed. Action 40 on harmonisation and contracts is on the agenda at item 4 – 6	
4	Merger – new staff terms and conditions update [confidential item]	
5	Staff 2% pay award MS asked what the headline is for the 2% pay award for staff. AdL noted that the question is addressing the point raised at FRC around the impact on providing a 2% pay rise and how this will affect future harmonisation if the merger takes place. MS asked what the substantive reason for the pay rise is. AdL noted that the Board report that the College has grown, the College can afford it and the Board want to award its staff for their hard work. JM confirmed that there is affordability in the budget for the 2% pay award. The question raised by FRC is how that would affect harmonisation. Some work was done by IR and AdL to scope this out. It will have an impact on general admin support staff and the pay rise wouldn't be so great with harmonisation. Mapping can't take place, so all roles and JDs need to be looked at. It will be important but it can be done carefully and properly to ensure support staff are not treated detrimentally.	

	<p>AdL reported that this follows a discussion at FRC on the 30 June who passed the following resolution: RESOLVED: The Committee recommended to accept the Budget for 2021-22 and present to the Board next month for approval including the 2% pay award for staff on the proviso of the merger implications which will come as an appended item from JJ and AdL</p> <p>JM reported that it was looked at at FRC around affordability. AdL was tasked with looking at any issues as part of the merger and this is seen not to be an issue.</p> <p>AdL agreed that the pay award would not impact on harmonisation.</p> <p>JJ noted that he has asked DDS for views and no response has been received to date. The Chair asked if this is needed and JJ noted it is the Board’s decision to make but it is a courtesy and it is important to be transparent. There has been no pushback to date.</p> <p>RESOLVED: After considering the report from AdL the Committee recommended alongside FRC to recommend to approve a 2% pay award for all staff in the 2021-22 budget.</p>	
6	<p>Harmonisation Capacity issues arising from the merger delay</p> <p>The Board commissioned a capacity report in the new year from FEA during the merger discussions and this area is being revisited by governors to identify any areas of risk during the merger pause.</p> <p>AdL reported on the impact on capacity due to the delay. It has an impact on the CLT, an impact on curriculum and quality to back fill the role of the DP Curriculum and Quality. Rose Turner, consultant, is coming in until Christmas to support Heads of School which the CLT are pleased about. The other area is HR because the delay has meant additional items need to be put in place. There is a link between the new payroll and HR system to put in place, some work on the LGPS link and all of the HR policies need to be updated as standalone. The HR team are mainly part time and will increase their hours on a temporary basis and that is going to CLT tomorrow to get the funding approved.</p>	
7	<p>Next steps for governance 1. Membership and succession planning</p> <p>RuTC Board membership is as follows: 10 independent governors (9 after the 30 July with Jim Marshall stepping down) The Principal and CEO 2 staff governors 2 student governors Total – 15 (14 after 30 July with Jim Marshall stepping down) The current I&As have a determined number of up to 15 independent members with a minimum of 12.</p> <p>RuTC Co-opted membership is as follows: John Poole (Audit and Risk Committee) Paul Leonard (College Redevelopment Project Group) Will Whitmore (Curriculum, Quality and Standards Committee)</p> <p>The Committee considered the membership and the need to replace JM as Chair of Finance and Resources Committee. JM noted that the role profile looks good</p>	

and suggested that the person appointed also joins the College Redevelopment Project Group (CRPG) as this is closely linked to the FRC around affordability and cash for the capital project. JM reported that there is no FRC meeting for a couple of months which gives some time to recruit a new Chair. JM confirmed he would be happy to informally meet with the new Chair as part of the induction.

JJ noted that he and IV have been in touch with Mary Vine Morris at the AoC about recruitment. Julian Gravatt has given the role due consideration but is unable to take up the role due to bandwidth. The other suggestion from the AoC is to undertake a rapid search by the AoC and MVM will put a request to other local colleges to see if there is a time limited governor available.

SC reported that following approval of the role profile this will be posted on the Inspiring FE Governance website.

RESOLVED: The Committee considered and approved the role profile for a Finance and Resources Committee chair.

The Committee considered a replacement Director for the RuTC Trading Services Ltd from the 30 July 2021. It was agreed that the role doesn't need to be taken by a governor and JJ agreed he was happy to take on the role.

RESOLVED: The Committee recommended to approve the appointment of Jason Jones as Director on RuTC Trading Services Ltd from 30 July 2021 when JM steps down

The Chair noted that independent governor and staff governor roles had been extended until dissolution and it is proposed the same resolution is passed for the three co-opted governors. SC noted that Paul Leonard has confirmed he wants to continue in the role and a response is pending from John Poole and Will Whitmore.

RESOLVED: The Committee recommended to approve the extension of the co-opted governors until dissolution:

Paul Leonard – College Redevelopment Project Group

Will Whitmore – Curriculum, Quality and Standards Committee

John Poole – Audit and Risk Committee

2. Cycle of business for 2021-22

SC explained that the cycle is normally taken through each Committee to consider in the summer term but due to the timing of the merger pause this hasn't taken place. The cycle is taken from last year with some updates for Audit and Risk Committee around changes to the Audit Code of Practice. A cycle is being recommended for the full year and it was agreed it is important to put in place standalone governance for the year.

RESOLVED: The Committee recommended to approve the Cycle of Business for 2021-22

3. Board schedule for 2021-22

RESOLVED: The Committee recommended to approve the Board schedule for 2021-22

4. Governor development and involvement for 2021-22

	<p>SC reported on the updated log which details governor’s participation in the life of the College outside Board and committee meetings. There has been an extensive workload over the last few months, particularly for chairs. A number of actions from the last meeting were completed and included in the paper alongside a summary of governor development ideas from Board self-assessment.</p> <p>It is proposed that the merger pause is used as an opportunity to progress governor’s development in statutory areas of oversight and the wider sector, take forward some of the actions agreed in the governance action plan and support the College. Except for statutory training sessions would be voluntary so governors can choose those that are of interest.</p> <ol style="list-style-type: none"> 1. Work on the link governor roles with governors and officers to get the best out of this relationship. This involves VN, Alex Gallagher and John Poole 2. A focus on the student voice and the Board. Rachel Scarborough was asked by the Board to propose some ideas to take this forward and these came to CQS and will be rolled out by Student Services in the autumn term. RS had noted that this is about making the Board more accessible and visible and not as daunting for the students. Some of the suggestions are podcasts from governors about the governor journey. Moodle is being updated so including governors on there and understanding what governors do is important. Engagement sessions similar to Question Time to involve governors, mentoring to include governors, careers session with governors and assigning a mentee for the SU exec committee were all raised as ways to introduce governors to students. <p>Monthly twilight sessions to include:</p> <ul style="list-style-type: none"> • Finance and funding in the sector – Julian Gravatt • Updates from the AoC on London colleges and the national picture – Mary Vine Morris • Equality, diversity and inclusion and the Board – Derek Hooper • Preparing for the Skills and Post 16 Education Bill (white paper) – Eversheds are running free sessions or an alternative speaker can be found • Preparing for Ofsted • Board behaviours – Diane Garnham • Environment and sustainability <p>This would also provide further opportunity outside the JSG to work with HCUC colleagues. The majority of the sessions are free services to the sector.</p> <p>Statutory responsibilities - all governors have a responsibility for Safeguarding and Prevent, Equality and Diversity, Health and Safety and Mental Health and wellbeing and will require regular updates to keep them up to speed.</p> <p>RESOLVED: The Committee agreed with the governor development programme for 2021-22.</p> <p>The Merger workstream plan for governance and the Post-merger timetabled governance plan were noted.</p>	
8	<p>Attendance for 2020-21</p> <p>SC reported as follows:</p> <ul style="list-style-type: none"> • overall attendance across Board and Committees – 85%. (This compares to 92% last year). • RuTC Board attendance is 89%. (This compares to 72% last year). 	

	<p>Committee attendance:</p> <ul style="list-style-type: none"> • Audit and Risk – 80% (88% last year) • College Redevelopment Project Group – 93% (89% last year) • Curriculum, Quality and Standards – 89% (100% last year) • Finance and Resources– 94% (90% last year) • Search, Remuneration and Performance – 93% (92% last year) <p>Current independent governor attendance is excellent with two governors below the 80%. Both student governors and two co-opted governors have attendance below 80%.</p> <p>Engagement from the student governors had been very positive until Christmas but since this point one student governor has not attended or engaged with the Board. The other has attended where possible but has had a number of outside commitments which clashed with meeting dates.</p> <p>Staff governor and Principal and CEO attendance is excellent. CLT attendance, although not included in this process is excellent. [confidential item]</p> <p>JM asked about the co-opted governor on the CQS Committee and MS noted that he had been a very active student governor and had been involved in CQS discussions. It was agreed that it would be worth finding out if there are any barriers or issues from those governors who are no longer attending.</p> <p>In terms of independent governor attendance this will continue to be monitored by the Committee and by SC and IV between meetings.</p>	SC
9	<p>1. Review of effectiveness for the SRP Committee for 2020-21</p> <p>SC reported that all Committees carry out a review of their effectiveness at their 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.</p> <p>The review demonstrates that the Committee has operated well across all areas of its remit. There are no amber or red areas to report. There are a number of recommendations for 2021-22 as follows:</p> <p>2.3 - Going forward use the skills audit as a tool for succession planning. Continue the work on the Governance action plan for the merged college around membership – Board profile, terms of office, succession planning.</p> <p>2.6 - The Head of Student Experience has provided CQS with a number of ideas for student voice and the Board collaboration and these will be taken forward in 2021-22.</p> <p>There are a number of suggested governor development sessions included in the governance action plan for the newly merged college and these will be taken forward between September-December with both Boards invited to build relationships, keep governors up to date and promote good governance. See Item 7.4 for details.</p> <p>2..7, 2.8, 3.2 – dependent on the length of the merger pause statutory governance documents, self-assessment processes and terms of reference may need to be revisited and reviewed. It is suggested that statutory returns (declarations of interest, eligibility, code of conduct) are carried out regardless.</p> <p>Last year there were five amber areas which were all actioned.</p> <p>Attendance is positive at 93%, an increase on last year’s attendance of 86%.</p> <p>There is an experienced membership which includes the Chairs of all Committees with attendance from the Principal and CEO and Assistant Principal HR, OD and Estates.</p>	

	<p>Overall, there are no areas of concern to report. It was noted that the Committee is taking forward governance processes to support standalone while merger discussions continue.</p> <p>The internal audit on governance by Mazars demonstrated that the governance framework in place is strong.</p> <p>The Committee has extended its remit this year to provide governance support and guidance to the Joint Steering Group and has led on the governance action plan and framework for the merged college. The aim is to use the opportunity of the merger pause to continue with this work. With an increased focus on governance around the student voice it will provide governors and the College with a strong grounding in FE governance, have an impact on the life of the College and be beneficial to the merger partner.</p> <p>Mazars internal audit report for corporate governance</p> <p>SC reported that the Mazars internal audit outcomes are very positive and provide the Committee with external assurance on its governance processes. The Committee commended the outcomes and the Chair noted that as well as substantial assurance no audit recommendations were presented which is great news.</p>											
10	<p>Governance budget review for 2020-21</p> <p>SC reported that the detailed breakdown of the budget is expected from Finance and will be brought to the next meeting of the Committee. In summary the Board has spent around half of its allocated £3k budget. This underspend is due to training being in house and governors working remotely on Teams.</p> <p>Due to the proposed dissolution a budget planning meeting did not take place this term and SC recommended that an annual budget of £3k is requested for 2021-22 which will be managed carefully. This will ensure adequate monies are in place for CPD and hospitality for meetings.</p> <p>RESOLVED: The Committee approved a budget of £3k for 2021-22 in line with last year's allocation</p>	SC										
11	<p>Statutory returns for 2021-22 to be completed by September 2021:</p> <p>It was agreed that the Board will collect declarations of interest and related forms early next term.</p> <p>It was agreed it is important to keep going with the usual cycle as the Board's responsibilities have not changed until the merger takes place.</p>											
12	<p>Use of the College seal</p> <p>Since the last meeting the seal was used on the 10 December 2021 for the S278 agreement between RuTC and TfL pursuant to section 278 of the Highways Act 1980 relating to highway works at Chertsey Road A316.</p>											
13	<p>Self-assessment process for 2020-21 – update</p> <p>SC reported that all self-assessment processes had taken place and the Board self-assessment will be circulated following the last Board meeting of the year.</p> <table border="1"> <tr> <td>Board self-assessment</td> <td>July 2021 – after last Board</td> </tr> <tr> <td>Committee reviews of effectiveness</td> <td>June 2021 – completed with the exception of CRPG</td> </tr> <tr> <td>Review of governance</td> <td>Ongoing through year</td> </tr> <tr> <td>Meetings with the Chair, Principal and governance advisor</td> <td>Weekly</td> </tr> <tr> <td>Meeting of Principal and Chairs</td> <td>Monthly as required</td> </tr> </table>	Board self-assessment	July 2021 – after last Board	Committee reviews of effectiveness	June 2021 – completed with the exception of CRPG	Review of governance	Ongoing through year	Meetings with the Chair, Principal and governance advisor	Weekly	Meeting of Principal and Chairs	Monthly as required	
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	<p>Due to the recent capital and planning issues CRPG have requested to consider their review in September so the summary will come forward to the Board in October 2021.</p> <p>Suggestions around self-assessment processes for 2021-22 were considered and agreed and will be reviewed dependent on the length of the merger pause.</p>	
14	<p>Any other business</p> <p>MS checked with AdL on morale and key risks for staff. AdL reported that it is the end of the academic year and staff are tired and want to go on holiday. They are not aware of the issues around capital and planning. Staff are aware of the pause, but merger is not at the top of their minds as they are supporting students. They engaged in the merger because they were told this was the best thing to do. In the main they wanted to stand alone. They are quite sanguine about it.</p> <p>MS noted that the core business is looking buoyant and that is something to celebrate. AdL agreed and noted that there has been a really good wellbeing week. Everyone feels it has been a really hard year, but staff have really looked after students.</p>	
15	<p>Meeting dates for 2021-22:</p> <p>10 November 2021</p> <p>Holding dates if required:</p> <p>8 February 2022, 4 May 2022</p> <p>All 18:00-20:00</p>	
The Chair departs 19:00		
7.1	<p>Membership and Succession Planning</p> <p>One governor's first term of office will expire in December 2021 (Sue Kingman). The Committee considered the recommendation for a second term of office. SK is a key member of the Board with a strong commitment and impact. Attendance is 98% (one Board meeting missed due to a late extraordinary date in the diary), membership of ARC (100%), membership of CQS (100%), attendee at ARC, plus attendance at JSG, informal meetings and College activities. Sue is chair of SRP Committee which has led to a strong governance framework and a substantial assurance audit on Corporate Governance. SK has already started the first steps for a framework for Search Committee in the post-merger Committee structure. Due to the timing of the Board meetings, it is proposed this recommendation goes to the Board in October 2021.</p> <p>RESOLVED: The Committee recommended to approve the appointment of Sue Kingman for a second term of office as an independent governor from 6 December 2021 for a four-year term.</p>	

Meeting closed: 19.02