

**Search, Remuneration and Performance Committee
22 September 2020 18:00-20:00, Boardroom and Teams**

Minutes

Committee	Sue Kingman (Chair); Ian Valvona; Andy Chew; Mike Sutcliffe; Vincent Neate; Jim Marshall
In Attendance	Elaine McMahon (Interim Principal and CEO); Alison de Lord (Assistant Principal HR & OD); Sarah Connerty (interim governance advisor)
Apologies	Andy Chew

Item	Item Description	Action
1	Welcome and apologies The Chair welcomed the Committee. Apologies were received from Andy Chew.	
2	Declarations of interest There were no declarations received.	
3	The Minutes of the meeting of 1 June 2020 were agreed as a true and accurate record.	
4	Actions and matters arising The Committee considered the action log and the following items were noted: Action 15 – Staff terms of office – is being considered at agenda item 6 Action 18 – independent peer review – is being considered at agenda item 5.9 Action 21 - review of SPH/interim pay and value for money is coming to the extraordinary SRP Committee on the 17 November and a verbal update is on the agenda at item 12.	
5	Self-Assessment The interim governance advisor reported on the Board’s progress against its self-assessment programme which had been agreed by the Committee in June 2020. 1. Skills audit There was a 100% completion rate of the skills audit which was circulated for completion by 22 June. A summary of the skills audit was sent to the SRP alongside the board profile report to inform governor interviews in July. The skills audit demonstrates that governors have the necessary range of skills, expertise and skills diversity to support the College effectively and responsibly at the current time. Key observations are: <ul style="list-style-type: none"> • The audit demonstrates a very capable and diverse Board in terms of skills and experience covering the following areas – investment banking, banking, financial services and technology, IT, audit and assurance, chartered accountant and tax, civil service, education (school, FE and university sector), safeguarding and equality, hospitality, marketing, commercial strategy • Governors bring expertise from different sectors and areas of business with the majority of governors still working in their respective fields 	

	<ul style="list-style-type: none"> • There are no areas where collectively there are areas of concern or a lack of appropriate skills • Governors are well matched to committees to utilise their skills for the benefit of the College <p>The Committee considered the skills on the Board and agreed that the Board has a wide range of appropriate expertise. It was agreed that once the SPA process is completed there does need to be a further review of governor skills aligned to the Strategic Plan, vision and mission. The Chair reminded the Committee that the focus on quality improvement, culture change and blended learning strategies had previously been considered as key areas for recruitment for the standalone college alongside a diversity and community focus.</p> <p>RESOLVED: The Committee agreed to re visit the skills audit following the outcome of the SPA</p> <p>2. Board profile</p> <p>As part of the skills audit a survey was included to provide up to date data on the Board’s profile. The results demonstrate that the Board’s profile is poor with respect to the diversity of the Board in comparison with the profile of the students and the low numbers of protected characteristics on the Board, and that this is a priority area for action. (see Board profile report for full details). The Committee agreed that is was an area for urgent focus going forward and agreed the importance of having a more diverse Board to enrich decision making and to provide oversight of the College</p> <p>RESOLVED: The Committee’s focus, in the event of a standalone College, will be the development of a more diverse Board using positive action for recruitment</p> <p>3. Board self-assessment</p> <p>11 out of 13 governors completed the survey by the deadline of 24 July 2020. The Committee considered the summary data and analysis and agreed the assessment was generally positive with governors feeling well informed and knowledgeable about the main areas of Board business (see full report for details of key observations and areas for further work).</p> <p>The Chair proposed that individual concerns and areas for further work are addressed outside the meeting overseen by the Chair, two Vice-Chairs and interim governance advisor. It was agreed it was important that the responses from the self-assessment are used to forward the work of the Board and good governance at the College and that governors raising issues are responded to.</p> <p>RESOLVED: The interim governance advisor to take forward the actions and areas for further work with the Chair and two Vice-Chairs and to contact individual governors to follow up on responses</p> <p>4. Audit against the Code of Good Governance for English Colleges</p> <p>The Committee considered the audit against the Code and noted the 109 areas of full compliance. The interim governance advisor explained the three areas without full compliance around equality and diversity. These relate to the reporting and oversight of E&D at Committee and Board level and a plan is in place to improve this in consultation with the Equality and Diversity Committee led by Marc Dodi. IV reported that a useful meeting had taken place with Marc and Alex Gallagher, who will be providing support and attending the E&D Committee. Timelines are in place for the CQS Committee and Board to receive the relevant updates and allow it to monitor E&D more effectively.</p>	<p>SC</p> <p>SC</p> <p>SC</p>
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	<p>5. Committee reviews of effectiveness. This was completed in the summer term, reported to the Board in July 2020 and is published on the governance area of the College website.</p> <p>6. Review of Governance. An audit of governance was undertaken by the interim governance advisor and worked through between April-August 2020 to ensure the Board is carrying out its legal duties, compliance with governance codes and working in line with best practice. A copy of the review is included in the papers.</p> <p>7. Annual review of the Chair and interim governance advisor. This will be issued as a survey monkey in November 2020.</p> <p>8. Governor appraisals. Short reviews are taking place between September and December to provide governors and the Chair with the opportunity to meet up, discuss their role, experiences of governance at RuTC and raise any ideas/concerns. The reviews will be accompanied by an individual governor record detailing key information around skills, attendance, role and membership put together by Ellie Woods</p> <p>9. External review of governance. The DfE have commissioned the Education and Training Foundation to roll out board effectiveness reviews during 2020-21 and RuTC will be eligible to receive this service if the standalone option is approved. IV suggested the interim governance advisor follow up to secure a review</p> <p>10. Regular meetings take place with the Chair, Principal and interim governance advisor to ensure Board and College business is aligned.</p> <p>The Chair asked for any further observations on the progress against the self-assessment programme. JM noted that the process was thorough and the reporting on self-assessment to the Committee had been clear with areas for further action. IV welcomed the self-assessment carried out to date and the importance of carrying out an external review of governance alongside the current processes. It was agreed that the results are generally positive and there needs to be an objective viewpoint from outside the Board. He highlighted the board profile data and the importance of improving diversity on the Board. He noted the request from some governors around being more involved in the setting of the strategic direction of the College. The next two Board meetings should move this request forward and he welcomed the further work on analysing individual comments from the self-assessment questionnaire. He agreed that the strategy session on the 15 September hadn't provided governors with much opportunity to be involved in strategic discussions.</p>	SC
6	<p>Membership and succession planning</p> <p>The Committee considered the current membership of the Board.</p> <p>RESOLVED: The following recommendations were made:</p> <ol style="list-style-type: none"> 1. To recommend to approve the extension of term of office for the staff governors to the 1 July 2021 2. To recommend to approve the appointment of Ian Valvona as Chair until 31 July 2021 3. To note the resignation of John Poole as a governor and to consider and approve the appointment of John Poole as a co-opted governor on the Audit and Risk Committee (ARC) effective from 7 October 2020 for a one-year term of office 	

	<p>There was a discussion around independent governor numbers and it was agreed that although the Board is able to function effectively with nine independent members, governors are being asked to contribute a lot of time with the FEC led SPA and the supervised status of the College. The interim governance advisor noted that the I&As have a current determination of up to 15 independent governors.</p> <p>VN asked that effort is given to increasing the membership on the Audit and Risk Committee. John Poole has agreed to remain as a co-opted governor until the conclusion of the SPA process. VN asked about the rules around student and staff governors on ARC and the interim governance advisor reported that the recently updated Audit Code of Practice states that Corporations should consider whether staff governor members meet good practice standards of independence and objectivity. If this can be demonstrated a staff governor could be invited to join the Committee. It was agreed this is a potential opportunity. JM offered his support but as Chair of Finance and Resources Committee was unable to join ARC. VN agreed it was sensible to wait until the outcome of the SPA before taking forward recruitment strategies for ARC.</p> <p>The Committee considered the update on succession planning and the Chair noted that the Committee are clear where the gaps are on the Board and will be ready to take forward following the SPA outcome. Aligning succession planning with the College’s strategic plan and priorities and identified skills gaps of FE for CQS and HR/legal for SRP were confirmed as the areas previously considered and agreed.</p> <p>The Committee had a detailed discussion on contribution and impact of Board members. The interim governance advisor noted that there is a range of time commitment from governors which is dependent on personal circumstance and this needs to be aligned with the contribution that governors give to the College. EM agreed that it is the quality of the contribution from governors which is important to CLT and that she had found that many of the governors are providing a tremendous contribution to the work of the College. She cited support from Helen Litvak on branding and marketing for the College to both her and SFW and the marketing team. IV noted that AG had provided support to the College around E&D and VN is providing his time and support to the safeguarding team and link governor for safeguarding. The Vice Chairs have been hugely involved in the SPA process and led on the site visits with potential partners and JM is the lead governor at ESFA case conferences.</p> <p>The interim governance advisor proposed that a log of governor activity alongside the attendance log would provide a useful indication of governor commitment and impact.</p> <p>RESOLVED: The Committee agreed to commence succession planning actions following the SPA outcome and to prioritise recruitment where there is limited membership on a Committee, particularly around risk</p> <p>There was a discussion about recruitment strategies and the Committee updated EM on the strategies used over the last year. The interim governance advisor reminded the Committee that other avenues for recruitment including a more local search working with stakeholders such as the Chamber of Commerce and</p>	<p>SC</p> <p>SC</p> <p>SC</p>
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	the local schools had been discussed. EM noted that this would be a good opportunity to promote the college.	
7	<p>Governor involvement and Board development programme for 2020-21</p> <p>The Chair noted the extensive activity list that Board members were involved in since March 2020. Governors have identified areas they would like further time on including: getting to know each other better, understanding key opportunities and challenges in a rapidly changing climate, how to approach potential merger structures, continuation of Ofsted preparation, further financial awareness and understanding of the priorities around quality improvement and culture change. The Chair asked for EM's thoughts on governor training and development for this year and EM noted that a refresh from last year's statutory training would be useful including a reminder of governors' statutory responsibilities alongside Jason Jones' calendar of events for governors to attend.</p> <p>RESOLVED: The Chair noted that she would like a programme of governor activity to go out to governors in the next couple of weeks.</p>	JJ SC
8	<p>RESOLVED: The Committee considered and approved the Governor Recruitment and Succession Planning Policy. It was agreed that the policy was in line with the Committee's commitment around recruiting a more diverse Board and the transparency and equality of recruitment processes.</p>	
9	<p>RESOLVED: The Committee considered and approved the Governor Expenses Policy. The Committee approved an amendment to the Standing Orders to be consistent with the Policy</p>	
10	<p>Audit against the AoC Senior Post Holder Remuneration Code</p> <p>The Committee considered the audit and compliance with the Code and noted that an annual report would come to the extraordinary meeting on the 17 November. The interim governance advisor noted that the HR department had provided the data required for the report.</p> <p>RESOLVED: The Committee agreed with the recommendation that independent governors are invited to share thoughts and key points to be taken into consideration at the end of year performance reviews for SPHs</p>	SC/EM
11	<p>11.1 Performance of Senior Post Holders</p> <p>EM reported that Diane Dimond had provided a report to the June Committee on the performance of SPHs and this has been updated by CLT for this meeting with progress since June. EM noted that the updates are a reflection on the positive year the College had. There are some actions that are carrying into the actions for this year once the priorities are agreed by the Board.</p> <p>11.2 Performance management objectives for 2020-21</p> <p>EM discussed the CLT objectives for this year which are recommended for approval to the Board. There has been extensive dialogue around the priorities, with the strategy building on the work from 2019-20. The overall aim is to be successful and sustainable in the long term. The priorities are summarised into four key headings – learner success, culture, finance and sustainability, brand and reputation. Brand and reputation needs more work on it to maximise opportunities. EM asked for the recommendation to the Board to approve the CLT strategic priorities and note that the strategic plan is in development and will come to the Board in the near future.</p> <p>The Chair asked governors for any input into the CLT objectives. MS questioned whether learner outcomes are central enough to the priorities as this is such an integral area to the College. EM agreed that it is absolutely key and there is a specific bullet point around value added and the success target of 86.9%. Clarity</p>	

	<p>their performance. The Chair noted that there will be evidence in the performance reviews for the VP Finance and the interim governance advisor and some detail on the performance of the interim Principals.</p> <p>IV asked about why the review is being undertaken and whether it is a consequence of the financial memorandum. AdL noted that the role of consultants and the College’s position on VfM is detailed in the Financial Regulations. The review concentrates on senior post holders who are under the remit of the Board. The report demonstrates that interims did cost more, but not excessively more. The College was unable to recruit to permanent positions because of the uncertainty of the SPA and needed focused support and expertise so the use was correct. The outstanding area for the report is around performance.</p> <p>IV asked if there is evidence about why the College proceeded with interims and whether this was a request from the FEC that had been considered and approved by the Board. IV asked if there had been an agreed process for the SPH appointments and whether benchmarking was carried out at the time of recruitment. AdL agreed to look into further with the interim governance advisor.</p> <p>RESOLVED: An updated VfM report to come to IV and the Chair of SRP which includes information on performance and evidence. AdL to work on the processes for permanent appointments to SPH posts in advance of the SPA decision on the 11 November</p>	
13	<p>Remuneration Policy for Senior Post Holders</p> <p>RESOLVED: The Committee considered and recommended to approve the Remuneration Policy for Senior Post Holders</p>	
14	<p>RESOLVED: The Committee considered and recommended to approve the following policies:</p> <p>Disciplinary Procedure for Senior Post Holders</p> <p>Grievance Procedure for Senior Post Holders</p> <p>Guidance on Grievances Against Senior Post Holders</p>	
15	<p>Standalone submission for the SPA</p> <p>EM noted that she had met with the Chair and Vice Chairs to update on progress of the standalone proposal and the interim governance advisor had circulated notes of the meeting which were used to take forward the proposal with CLT. EM has drafted a note to send to the Board members on the direction of travel of the proposal in advance of its circulation on Friday.</p> <p>Discussions had provided an opportunity to think about the proposal in a much more strategic and considered way and the senior team are united in their agreement of the direction of travel of the document.</p> <p>The standalone proposal will give a positive account of distance travelled to date, propose that it is not the right time to consider merger because of all the challenges at the current time and show that the College has moved a huge distance in a year, with its recovery plan continuing at pace.</p> <p>VN asked for clarification that the extraordinary Board will be an opportunity for governors to say what they like and don’t like about the standalone proposal. EM agreed noting the document is very much is draft and should be driven and approved by the Board. She noted that she feels the proposal will stand up to scrutiny by the FEC and demonstrates that the College can be a success and sustainable if it continues with its recovery plan. The proposal will contain a commitment to a College led SPA in the future.</p>	

	<p>IV noted that it may be that the Board will need to approve the proposal in principle, with further work required up until the deadline for submission on the 5 October. IV and the two Vice Chairs agreed that they were happy to consider further iterations following the Board meeting. It was agreed that it is important the Board collectively feels comfortable with the proposal and that any serious doubts and comments are given the time for discussion and review.</p> <p>EM reported that the College vision and mission should be included in the standalone proposal. Due to overrunning of CLT presentations the Board didn't have the opportunity to complete the exercise on the vision at the strategy session on the 15 September. She asked for the Committee's view on how the Board can contribute and lead on this in the short timescale. It was agreed that a great deal of work had been carried out by the Strategy Working Group last year. EM had provided slides at the strategy session which include key words from staff and students and last year's ideas from SWG. The aim had been for the Board to have a go at creating a vision statement. IV asked if the Board are being asked to review or propose vision statements and noted that what comes to the Board needs to be robust and credible based on consultation with staff and students. He explained that the College is still in a process developing a standalone proposal. The Board needs to have some critical distance from the proposal in order to effectively evaluate and approve it for submission to the SPA process.</p> <p>EM explained that there is an existing vision statement in place and the question is whether that is still right or is it evolving and in need of refreshing. She noted that the SWG were developing the vision previously and whether it is appropriate for them to convene this week to take forward.</p> <p>It was agreed that it would be a good idea for the CLT to explain where the College is now with its vision and mission and what the College is about, including the feedback from staff and students. The vision has to have a degree of boots on the ground and refer to why RuTC exists in the first place. It was agreed that the leadership team are the experts on this so should lead the discussion and any changes to the vision need to resonate with staff and students.</p> <p>EM and AdL noted that the CLT have already been through the staff survey and the College Management Team have been involved in the process including the words they want to see in the vision and mission statement. The all staff presentation was another opportunity for staff to give their views and the two student governors have been consulted. To date there hasn't been the opportunity to work with wider groups due to the pandemic.</p> <p>It was agreed to proceed along the lines discussed, with the Board having a critical role to consider the alternatives to the current vision and mission. AdL noted that staff feel quite strongly that the previous senior team did not role model the current vision and mission and trust is a massive word for staff at RuTC.</p> <p>RESOLVED: The Committee agreed that the existing vision and mission and proposed alternatives, following consultation with staff and students, would be presented to the Board on the 28 September 2020 for the Board to consider and approve</p>	
16	<p>Independence of the Clerk</p> <p>The Committee considered the paper on the independence of the current interim governance advisor and agreed that the additional evidence of independence was sensible and should be included on the published report. AdL noted that</p>	

	the independence of the Clerk was very important for the effective running of the Board.	
17	<p>Attendance 2019-20</p> <p>The interim governance advisor noted that Ellie Woods keeps the attendance records updated through the year and the log is a standing item on SRP Committee agendas. The Committee considered governor attendance for 2019-20 against the target of 80%. Overall attendance is 77% against a national benchmark of 83%. It was noted that attendance had been affected by a change in time of the July Board meeting which was a result of Covid. The interim governance advisor noted that governor commitment is strong and non-attendance at meetings is generally reported in good time and is related to work commitments or sickness. Two instances of poor attendance were considered and IV agreed to follow these up as part of the appraisal process. The earlier discussion on the additional contribution governors make to the College was noted.</p>	
18	<p>Use of the College Seal</p> <p>The Committee noted that the Seal was used on the Deed of Variation with the GLA – 14 July 2020. It was confirmed that the seal should be accompanied by a Board or Committee minute confirming the agreement to seal. The interim governance advisor noted that a pro forma has been provided for the relevant CLT lead to complete for exceptional instances.</p>	
19	<p>Any other business</p> <p>IV asked for the Committee’s views on governors’ attendance at College following the new restrictions from central government. He reminded the Committee that the Board had agreed on a hybrid approach in line with social distancing rules with a view to modelling the change at the College with staff and students. VN noted that he felt the Board should be meeting in person as often as it can whilst accommodating governors who prefer to work remotely. It shows staff and students that the Board is trying to be in as often as it can be in the circumstances.</p> <p>The Committee asked for CLT’s view and EM reported that at a recent meeting with the Unions it had not been raised. The College has extended the blended learning model because classroom sizes are not big enough to accommodate student numbers. The recent announcement is more relevant to support staff. AdL reported that CLT have spoken to each manager and departments are managing staff attendance dependent on circumstance. The College is not telling any staff member with a clinical vulnerability to come in. An overall log is kept, which is in progress but has been hindered by the transfer of HR systems. Different marks are being used for self-isolating which plays into the sickness absence trigger.</p> <p>The Chair asked if the College was checking overall numbers of students and staff in the College. AdL reported that numbers have been put outside each classroom for maximum capacity and this is being monitored but an overall holistic check of numbers has not been carried out yet and the swipe card entry systems are not yet operational.</p> <p>VN noted that the College is taking all sorts of precautions in the building and can conclude that it is making the building as safe as possible if people follow the guidance they are given. The College should be able to say to people this building is safe for you to come into and do your job. AdL reported that some staff are anxious and are being given the opportunity to have a risk assessment. The announcement this morning that staff should work at home if that is</p>	

	<p>practical does cause some challenges. EM noted that staff were very productive during lockdown and generally people want to be in College. A rota system is being set up to ensure service can continue and the senior team are mirroring that.</p> <p>IV asked that any changes to working patterns or College advice around attending College are passed to the interim governance advisor for circulation to the Board.</p> <p>RESOLVED: The Committee agreed that governors will continue to attend the College for meetings with the hybrid of face to face and Teams. EM supported this decision and would advise the interim governance advisor with any changes to this agreement going forward.</p>	
20	<p>Meeting dates for 2020-21: 17 November 2020; 3 February 2021; 2 June 2021</p>	

Meeting closed: 19.35