Search Remuneration and Performance Committee Meeting
Tuesday 25 February 2020
Board Room RuTC

MINUTES

Committee: In person: Sue Kingman (Chair); Nick Deeming (Board Chair) Jim Marshall (Chair, F&R)
By Teams: Andy Chew (Board Vice Chair); Vincent Neate (Chair ARC); Mike Sutcliffe (Chair, CQS)
In Attendance: Diane Dimond (interim Principal); Natalie Breeze (Head of Governance)
Apologies: None

	ACTION
1. WELCOME AND APOLOGIES: There were no apologies for absence.	
2. DECLARATIONS: Members of the Committee confirmed they had no interests to declare either generally or specifically in relation to items on the agenda.	
3. MINUTES (paper) (for approval) The minutes of the teleconference meeting of17 June 2019 were APPROVED as an accurate record of the meeting.	
4. ACTIONS (paper) (for information) The Committee noted that this meeting was the first meeting of the SRP (established in September 2019) and therefore no formal actions have yet arisen. However, the SRP has ensured a successful governor recruitment process was undertaken during December 2019/January 2020, leading to the appointment of four new governors, approved by the Board in February 2020. The Committee's predecessor, the Governance Search and Remuneration (GSR) Committee, held a number of special meetings during the early part of 2019 to address issues that had arisen, specifically in relation to the Local Government Pension Scheme Deficit overdue payments and wider Creditor Management. A number of governance and search related actions have also arisen from Board meetings and are now being take forward by the Committee.	
5. TERMS OF REFERENCE (paper) (for approval) The Committee considered draft revised Terms of Reference. It was noted that the GSR Committee Terms of Reference included provisions relating to keeping under review the arrangements for communications between the College and its internal and external stakeholders, and monitoring the implementation of the College's Marketing Strategy (paras 2.9 and 2.10). The Committee was invited to consider whether these provisions should remain in the SPR Terms of Reference. The Committee agreed that these provisions should be removed and that marketing and communications would be more appropriately sit within the remit of the Campus Marketing Group which reports to the Board, and possibly the Strategy Working Group. The revised Terms of Reference were **APPROVED** for recommendation to the Board subject to removal of the provisions relating to marketing and communications.	Terms of Reference to be amended in the light of the Committee's comments (removal of reference to oversight of marketing and communications) and put to the Board for approval.

6. STANDING ORDERS (paper) (for discussion) The Committee considered a paper setting out the changes made to the Standing Orders to reflect the changes approved by the Board at its meetings over the past months and the revised draft: • Includes reference to two Vice Chairs, and annexes the role description approved by the Board in December 2019. • Includes revised Terms of Reference for the CQS, Audit and Risk Committee and CRPG (including the updated financial limits and authorities) approved by the Board in December 2019. It was noted that the Terms of Reference for the Finance and Resources Committee and Strategy Working Group, will be annexed to the document once these have been reviewed by the respective Committees and approved by the Board. • removes reference to the Student Liaison Committee following its dissolution in September 2019. Any new approach agreed in relation to engagement with students under the governance process will be reflected in the Standing Orders. • Amended to show that Staff and student members are <u>appointed</u> (rather than elected), in accordance with the relevant agreed procedures. • The provision in relation to the terms of office of Independent and Staff Members has been amended to reflect that, "Independent Members and Staff Members shall hold office for a 4-year term, and are eligible for re-appointment **for up to** a further four years. Independent Members shall not normally serve more than 8 years as a member unless approved by the Board." • In relation to the term of office of the Chair, "the period of office of the Chair and Vice-Chairs shall be *two years*. Upon expiry of their term of office, the Chair and Vice-Chair shall be eligible for re-election **for a further period of up to two years."** The Committee **AGREED** these amendments**.** The Committee discussed section 5 'governor attendance' and **AGREED** that the current provision relating to six months absence from Corporation meetings is too long and should be amended to allow the Committee to consider removing members from office earlier. It was noted that this would require an amendment to the Instruments of Government (10)(3)(k)[c] - '.. *if the member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant..'* It was **AGREED** that members should comment separately electronically on the draft Standing Orders.	
7. BOARD SELF-ASSESSMENT (paper) (for discussion) The Committee considered a draft Board Self-Assessment approach and questions to be included in three separate questionnaires for completion by Board members: Board appraisal, Individual Governor appraisal (by the Chair/Vice Chairs), and Chair appraisal. It was noted that the results will be included in the College SAR under the 'leadership and governance' heading. Questionnaires for the Audit and Risk Committee and the Search Remuneration and Performance Committee are being developed separately.	SAR questions to be edited in discussion with the Vice Principal, Curriculum and Quality to ensure that key issues are covered in the self-assessment.

Vincent Neate (VN) said that it is healthy and important that the Board carries out regular self-assessments. The Committee agreed fully however as the College is undertaking a Structure and Prospects Appraisal (SPA) it was felt that the scope of the self-assessment could be refined and the questions edited to focus on key issues. It was **AGREED** that the questionnaires will be edited in discussion with the Vice Principal, Curriculum and Quality to ensure that key issues are covered in the self-assessment. It was **AGREED** that the SAR process should begin in July when the bulk of the SPA work will be completed.	SAR process to begin in July when the bulk of the SPA work will be completed.
8. GOVERNOR LEARNING WALKS The Committee noted that a Governor Learning Walk schedule is being prepared. SK and MS have undertaken learning walks.	
9. BOARD/GOVERNOR ENGAGEMENT WITH STUDENTS NB reminded the Committee that at the Board meeting in September 2019 the Board agreed to dissolve the Student Liaison Committee and put in place other arrangements to ensure the Board hears the student voice. NB has discussed with student services the implementation of some of the options put to the Board in September: - Governors to attend termly student voice meetings, giving governors and students the opportunity to interact in a less formal setting. The next meeting takes place on 12 May at 12pm and Governors will be invited to attend. The schedule for 2020-21 once agreed will be circulated to the Governors. - Governors should attend at least one student event a year which could include performances; special events; graduation; one days. A list is being obtained from marketing. - Learning walks, currently under way, will also continue regularly. The Committee **AGREED** the approach.	Governors to attend termly student voice meetings. Invite to be sent for next meeting on 12 May at 12pm Future schedules to be circulated to the Governors. Governors to attend at least one student event a year. List to be obtained from marketing. Learning walks to continue regularly.
10. SUCCESSION PLANNING (paper) (for discussion) **i. Governor terms of office** The Committee noted the table setting out Governor terms of office. It was noted that Andy Chew and Robert Shaw would be coming to the end of their first four-year term in September 2020 and that the Committee will need to consider its recommendation to appoint to their second term in advance of the September 2020 board meeting. It was noted that Rosh Sellahewa has resigned with effect from 31 July in advance of the end of his first term of office on September 2020. It was **AGREED** that the Committee should meet to discuss its recommendations before the Summer break. It was **AGREED** that the committee should consider recruitment of governors with FE experience at its next meeting, noting that the most recent recruitment exercise had produced excellent candidates but none with FE experience. AC noted that the role profile for the Principal has FE experience as 'desirable'. He asked whether in-depth knowledge of the FE sector for governors is essential. Mike Sutcliffe (MS) said that the governing body would benefit from a governor with FE experience. Nick Deeming agreed. It was **AGREED** that Peridot should be asked to let the College know if they become aware of potential candidates with FE experience.	Committee to meet to discuss recommendations re AC and RShaw before the Summer break. Committee to consider recruitment of governors with FE experience at its next meeting.

ii. **Governor Induction update** (paper) (for information) The Committee noted the Governor appointment letter sent out to each of the four new governors. Induction is under way and individual governors have meetings with relevant CLT members. A visit to the new building has been arranged and learning walks are being organised. **iii.** **Additional item - potential new Governor** Natalie Breeze said that Will Whitmore, a previous student governor, had made contact and expressed an interest in joining the Board. He had also offered to volunteer to help with student governor recruitment if a role could be found. The Committee took the view that Will had been an active participant as student governor and a great asset to the Board. However, at this point he does not have sufficient experience to be considered as an independent governor and given the recent recruitment of new governors and the current SPA process now is not the time to consider his appointment. It was **AGREED** that the potential for co-option to the CQS committee should be considered further and that NB will discuss with MS following which SRP will consider a recommendation to co-opt Will to the CQS committee.	The potential for co-option of Will Whitmore to the CQS committee to be considered further (NB to discuss with MS) following which SRP will consider a recommendation to co-opt WW to the CQS committee.
11. **STUDENT GOVERNOR APPOINTMENT PROCESS** The Committee noted that the election process for Student Governors usually begins around Easter before the end of term and is run alongside elections to the Student Union (President and Vice President). To strengthen the Board role in the process in advance of approval of appointments, it was proposed that the process should include candidate meetings with either the Head of Governance or a member of the Board to explain what is involved in being a Student Governor, answer questions and gauge (and encourage) interest, so that potential candidates are enthused about involvement with the Board and are clear about the commitment required and support provided. The Committee also noted that the current process requires the election of two candidates from among the student population. The Committee was invited to consider whether it wishes future process to include one candidate to be elected from the student population and one elected by the Executive of the Student Union. The Committee **AGREED** that: • the student governor recruitment process should include candidate meetings with either the Head of Governance or a member of the Board in advance of appointment to the Board. • the process should be revised to include one candidate to be elected from the student population and one elected by the Executive of the Student Union. It was **AGREED** that these recommendations should be taken to the Board for approval. The Committee discussed the current student governors and expressed concern that one student governor had attended no meetings and had not responded to emails or requests from the Head of Governance to meet to offer further support might be provided. One student governor had met with the Head of Governance and MS but had attended only part of one board meeting and one CQS meeting. It was **AGREED** that the Head of Governance should request a meeting with both student governors with a view to discussing any barriers to attendance and gauge interest in continuing as a student governor. It was **AGREED** that the Committee should then consider what action to take, which could include asking the student governors to step down.	Committee to recommend to the Board that the student governor recruitment process to include candidate meetings with either the Head of Governance or a member of the Board in advance of appointment to the Board. Committee to recommend to Board that the process should be revised to include one candidate to be elected from the student population and one elected by the Executive of the Student Union. Head of Governance to make contact again with student governors.

12. EXECUTIVE SUCCESSION PLANNING – PRINCIPAL AND FINANCE DIRECTOR **Principal role profile** It was **AGREED** that the Principal Role Profile should be reviewed and updated before any recruitment is undertaken. It was **AGREED** that further consideration should be given to the timetable and process for the appointment of an interim Principal at the appropriate time.	Principal Role Profile to be reviewed and updated. SPR to consider further the timetable and process for the appointment of an interim Principal.
13. SPH REMUNERATION CODE (paper) (for approval) The Committee noted that Association of Colleges (AoC) developed and published the Colleges' Senior Staff Remuneration Code in December 2018. Adoption is voluntary however it was agreed that it would be good practice to adopt the Code. In addition, n the RuTC Financial Statements for the year ended 31 July 2019, the College has indicated its intention to adopt the code. The Committee **AGREED** that it should recommend the adoption of the SPH Remuneration Code to the Board.	Recommendation of adoption of the SPH Remuneration Code to be taken to the Board.
14. [confidential item]	
15. OBJECTIVES HEAD OF GOVERNANCE (paper) (for approval) The Committee **APPROVED** the objectives for the Head of Governance, (as set out in paper 15) noting that these had been discussed and agreed with the Chair of the Board.	
16 ROLE PROFILES NEW MANAGEMENT TEAM (papers) (for information) The Committee noted the role profiles for the new College Management team noting the lead in time to appoint principal and Head/VP Finance.	
17. DATE OF NEXT MEETING To be agreed. May/June 2020. It was **AGREED** that the Head of Governance will discuss with the Chair and circulate a proposed date.	HoG to discuss date of next meeting with Chair and send a proposed date
18. CLOSED ITEM [confidential]	

There being no items of any other business the meeting ended at 8pm.

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Sue Kingman
Chair