

The case studies are part of the Board's annual self-assessment which is a requirement of the AoC Code of Good Governance the Board is signed up to. It was agreed this year to pilot a self-assessment looking at the drop in achievement rates and quality recovery plan, the length of the merger work and behaviour and security. The reviews were led by the governance advisor and include views of governors and officers and two reviews have been completed. The Chair reported that the case studies look at what we have done and could we have done a better job. The Chair thanked SC for the huge amount of work that has gone into the case studies which are compelling reading and show the effort of the Board and SLT and the deep impact of the circumstances faced by the College. SC reported that the aim of the case studies is to review the Board's response, actions and mitigations and impact around quality recovery and a prolonged merger pause. They have proved to be an invaluable look at a period of time at the College and how it was dealt with. In terms of quality recovery the outcome is that this is a journey in progress which the Board has driven forward and continues. For the merger period the conclusion is that the length of the pause has had a detrimental impact on the College and its aims despite the huge amount of work from the Board and SLT to mitigate this risk. Key points were pulled out of the case studies for discussion. SC noted that the reviews would be useful to share with outside agencies and HCUC.

IV noted that he was considering drawing it to the DfE's attention and writing to the Skill Minister Robert Halfon to draw the point about governing bodies operating in difficult circumstances to bring about a good outcome and the importance of recognising resilient governing bodies as well as those associated with outstanding performance.

VN reflected on the reviews and whether the Board had been too lenient on management and too easily accepting of explanations and concluded that this was not the case.

It was agreed that the two areas of quality recovery and merger are very much entwined across the period and you can't consider one in isolation from the other. The quality issues were serious but they have to be looked at in the context of the merger and the need to secure the College's future. In a steady state college that wasn't having challenges about its future the Board may have reacted differently. MS noted that the two reports could merge together as the actions taken by the Board were so dependent on each circumstance. There has been a real challenge in personnel and it has destabilised the College. IV noted that even given the situation he felt there was a higher throughput than the College needed to have. There is the issue of recruitment in a challenging market, the context of merger, the fact that there is a small leadership pool in FE and the very short timelines and uncertainty but it is about the criticality of appointments. The interim appointments were quite fragmented which did not support a complex and challenging system and the dynamics made it tricky to work with conversations from SLT to the Board.

VN noted that it depends on the timeframes and the College was in a perfect storm of event after event with so little the Board was able to do during the last 18 months. VN reflected that the Board and SLT had been quite resistance to the idea of merger. Rosemary Scully reports that during her prior period as a Board member she had talked about merger being the best option and was not listened to and seen as an outside voice. The Board was overtaken getting to grips with previous leadership issues which led to real damage at the College and issues of culture which are still not resolved. There are lessons learnt about the approaches

	<p>taken and dealing with issues to do with the governance of the organisation. Looking back there are so many key moments when the Board could have done something differently. VN noted the importance of being willing to learn the lessons and at times he wished he had been firmer and taken the time to listen. SK agreed noting she had felt that things would improve once the Board got over the next hurdle because she genuinely believed the College could recover and it is a lesson to not be emotional about merger and the College's next steps.</p> <p>There were deep and broad issues at the College which created culture challenges. AdL noted that AR presented very differently at interview and SLT could have left him in role to be managed post-merger but it was agreed that this was the wrong thing to do as the College would have lost good middle managers on the way.</p> <p>SC reported that in researching the case studies she had reviewed the minutes and papers from the time of the Area Reviews and it was clear from this point that there was a view from the agencies around merger and a resistance from the SLT and Board to explore this route. SC noted that a theme across both reviews is capacity of the Board and of the SLT to deal with the extraordinary number of issues it was facing.</p> <p>SC noted that self-assessments are a useful way to look at areas of strength and areas for further work and inform the cycle for the following year and to gain assurance that the Board is working as it should. They also provide evidence for external agencies, in particular Ofsted. If the College were continuing as standalone it would be useful to do short case studies through the year to check the Board is working along the right lines at different points through the year on various topics. The reviews will be passed to HCUC as part of the governance handover.</p> <p>AdL noted that the College has been focused so much on getting to merger that it has lost the cultural piece of its remit and people and wellbeing are key. During this transition period this should be a focus, in particular to ensure that College staff feel well supported. Staff do feel like they are part of a takeover. Hazrat's murder trial starts on the 6 January 2023 and staff are part of the prosecution. Governors need to be aware of this.</p> <p>It was agreed that the case studies and the update from AdL are very thought provoking and will be taken away for further thoughts and discussion.</p> <p>ACTIONS: The Chair, IV and SC to take forward discussions about wider circulation of the reviews and support and wellbeing of staff during the transition to merger and support for staff around the murder trial.</p>	SK/SC/ IV
7	<p>Merger:</p> <p>1. Post-merger transition plan</p> <p>IV reported on the outcome of the HCUC extraordinary Board to merge with RuTC with no caveats attached. It is an important outcome and a very good result for this College. It is remarkable because of the three caveats set down the College has only met one. There is a certain future now as part of this wider group because the uncertainty has touched every part of the College for some time. The hard work of governors and SLT will hopefully abate, and it will be interesting to see how the future capital and planning issues are resolved under the new structure. Gavin Hughes is the new interim principal and Keith Smith is focused on Gavin's role covering quality and curriculum and stakeholders.</p> <p>KS spoke about the post-merger optimisation plan at JSG and a meeting takes place tomorrow with the senior teams. There is going to be a boost for project</p>	

	<p>management support which is underway with Matt Atkinson, ex PMO. RuTC should have sight and have input to how this works. SC noted that Shane Woodhatch had referred to working with MA around the finances at last night's FRC.</p> <p>KS is looking at a project sponsor to run the capital build project which RuTC governors should comment on and shape. The handover with Nolan Smith and Sheila Fraser Whyte is key. The Chair noted that Andy Chew would be a key person for the handover.</p> <p>Gavin Hughes is key to post merger and has a real focus on engagement with the school and sees that as key to the recovery plan.</p> <p>It was agreed that it would be good to see an actual detailed plan when this is worked up.</p> <p>2. Governance timetable to merger</p> <p>SC reported that the dissolution notice was published today alongside the press statement on the merger.</p> <p>HCUC's Search Committee to consider Paul Leonard's expression of interest for a role on the HRUC Board has been delayed and is due to happen later this week. Merger documents will be sent by Eversheds by the end of next week ready for signature on the 14 December 2022 and Nathan Lucas from Eversheds will attend the Board meeting. This concludes the legal work to be conducted by the Board up to dissolution.</p> <p>3. Post-merger governance action plan</p> <p>This is the plan agreed by JSG. A number of the actions were not agreed at this time by HCUC with the proviso that they would come back to the first meeting of the HRUC Search Committee. Tracy Reeve noted at the last JSG that a review of governance would be taking place prior to merger and support has been offered by SC with this work. This is included on the agenda for 2 December with TR, the Chair and SC.</p> <p>The Chair and SC are working on a governance handover which will include outstanding items and important considerations committee chairs want taken forward as well as governance framework items (details of the designate HRUC governors (terms of office, attendance, CVs, contact details), policies, log of resolutions). VN asked about a safeguarding item that JJ is involved in and VN is informed of which is unlikely to be fully resolved by 4 January 2023. AdL noted that it is an appeal and there are safeguarding issues. ACTION: AdL will brief GH when he takes over and he will take on JJ's casework. GH has a lot of SEND experience and is a designated safeguarding lead. AdL will brief GH.</p> <p>SC reported that there are two people areas in the report:</p> <ol style="list-style-type: none"> 1. HR, OD and Estates – Andy Miller will be the lead for this work under the merged structure and it is important that this work is handed over as there are no SLT or committee leads moving to the merged group who have expertise in these areas 2. Sheila Fraser-Whyte is the only member of SLT going forward to the merged group and as a SPH the Board to ensure that the transition period is managed well and that relevant information is passed to Keith Smith AdL noted that the Exec structure for the merged college was dealt with 18 months ago. RuTC have been made aware that KS is looking to review the structure which is understandable. To date there haven't been any conversations with AdL or SFW around this. SFW is feeling quite vulnerable in her position right now as she had applied for the interim Principal role and was unsuccessful and has a role under the existing HRUC 	<p>IV</p> <p>IV</p> <p>AdL</p>
--	---	--------------------------------

	<p>structure. AdL noted that she wanted governors to be aware of this position.</p> <p>These actions will be picked up as part of the governance handover report led by SK and SC.</p> <p>3. RuTC Stakeholder and Scrutiny Committee – the papers included an updated on the proposed membership of the SSC.</p>	
<p>8</p>	<p>1. Governance priorities</p> <p>The Committee noted the report which looks at governance actions required by the Committee. All actions have been completed or are in progress based on the January dissolution date.</p> <p>2. Membership</p> <p>The headline is that current pressures on governors and officers during the merger pause period are extensive and not sustainable over a longer period. Risk areas are ARC and FRC which need full attendance to be quorate. They do have the relevant skills and expertise to meet their remits and with a January 2023 merger date this risk is acceptable.</p> <p>To note that Alex Gallagher was sent an exit interview which the committee review following departure of a governor, the return is outstanding and will be circulated when received.</p> <p>3. Staff governor elections</p> <p>Elections closed today and Hannah Talabany – Curriculum lead in travel and tourism has been elected. An all staff email will go out tomorrow morning and SC will ensure a full induction before the Board meeting and Cait Orton has offered mentor support. Cait will step down at dissolution and Hannah will go forward to the merged Board.</p> <p>4. Terms of office</p> <p>SC noted that during the merger pause terms of office have been extended by the Board. To ensure a clean set of terms of office for governors goes forward to HRUC recommendations are proposed. RuTC governors requested to maintain their current terms of office (rather than reset which was the policy in HCUC’s previous merger) in line with good governance. HCUC welcome this as it provides staggered membership terms.</p> <p>SC noted that when considering renewals to terms of office the Committee consider skills required for the Board to meet the strategic aims of the College/merged College, contributions, board behaviours and attendance. This has already been done as part of the expressions of interest process for the merged Group and in considering the membership extensions.</p> <p>RESOLVED:</p> <p>1. Chair of the Board</p> <p>To recommend to approve the continuation of Ian Valvona as Chair of the RuTC Board for a second term of office for two years until 18 March 2024.</p> <p>It was noted that IV’s terms are based on terms of office for a chair role under the RuTC Standing Orders. As Vice Chair at HRUC IV will move to the HCUC terms of office which are four year terms.</p> <p>2. Vice Chairs of the Board</p> <p>To recommend to approve the continuation of Sue Kingman and Andy Chair as Vice Chairs of the RuTC Board for a second term of office for two years until 18 September 2023</p>	

	<p>3. To recommend to approve the continuation of Mike Sutcliffe as an independent governor for a second term of office for four years until 5 July 2025.</p> <p>4. To recommend to approve the continuation of Paul Leonard as a co-opted governor for a further term of office until 19 October 2023</p> <p>5. To recommend to approve the reappointment of Vincent Neate for a second term of office until the 11 December 2026</p>	
9	<p>Senior staff appointments update: AdL updated:</p> <p>1. Interim College Principal for RuTC Following an expressions of interest process interviews took place on 28 November 2022 and Gavin Hughes was appointed and approved by the HCUC Board on the 29 November 2022. There were three applicants, two from HCUC and one from RuTC. There was a student panel on Friday and interviews took place with the Chairs, Vice Chairs and Group CEO. This was announced at the all staff address today. The role is time bound until the new Principal starts and Keith Smith is keen for GH to join JJ for the remainder of this term for handover.</p> <p>2. Permanent College Principal for RuTC The recruitment is live. Interviews are on the 19 January and IV and SK are panel members alongside HCUC colleagues. The organisation will be handed to Nicola Harding when AdL leaves the College. IV noted that FEA's Jo Johnstone is leading, and KS will check in to look at levels of interest.</p> <p>3. Interim Assistant Principal Curriculum and Quality Louise Southam – head of academic standards at HCUC has been appointed and is starting in the role tomorrow and will attend the 14 December Board. LS will need support for the role which she will have from the new interim Principal who she has worked with before.</p>	
10	<p>1. Attendance 2022 – 23 There are six governors below the required 80%. Three have left and the remaining still have good attendance on scheduled dates with difficulty attending extraordinary meetings scheduled in year. Governors remain committed during a very busy and demanding structure and there are no concerns to report.</p> <p>2. Governor involvement 2022-23 This is positive. There has been more engagement from officers to invite governors to events. The recommendation from the FEC advisor is that governors can usefully triangulate the information received in meetings by coming into College and meeting with staff and students. It would support this process and governor availability if an early timetable of events was circulated and SC will follow this up. An item in the CQS Committee action plan is for governors to provide a short update on visits they have attended and if the College were to remain standalone this would be included as a standing item.</p>	
11	<p>Policies The Committee noted that all the SRP Committee policies are approved and up to date as follows: Instruments and Articles of Government Standing Orders including Scheme of Delegation and Public Values statement Policy for Complaints Against the Board Code of Conduct</p>	

	<p>Governor's Expenses Policy Governor Recruitment and Succession Planning Policy Remuneration Policy for Senior Post Holders Grievance Policy for Senior Post Holders Guidance on Grievances Against Senior Postholders</p> <p>Terms of reference RESOLVED: The Committee's terms of reference are recommended to carry over with no changes, with review in March 2023 if merger is not completed.</p>	
12	<p>Any other business There were no items received. The Chair thanked AdL for everything she has done. [AdL departs 19:10]</p>	
13	<p>Performance of the Senior Team and performance management objectives for 2022-23 The Chair noted that JJ would normally present on his direct reports and asked IV how to take forward. It was agreed that the Committee had read JJ's reports and comments would be taken. The reports will go forward to the Board on the 14 December 2022. Confidential item. SC's performance review and objectives were noted.</p>	
14	<p>This is the last meeting of the Search, Remuneration and Governance Committee SK is continuing as Chair in HRUC.</p>	

Meeting closed: 19:30