

**Search, Remuneration and Performance Committee
Tuesday 27 September 2022 18:00-20:00, Boardroom and Teams**

Draft minutes

Committee	Sue Kingman (Chair); Ian Valvona; Mike Sutcliffe; Vincent Neate
In Attendance	Jason Jones (Acting Principal and CEO); Alison de Lord (Assistant Principal HR, OD & Estates); Chris Dearnley (DfE); Sarah Connerty (interim governance advisor) Invited if available: Andy Chew; John Anderson
Apologies	

Item	Item Description	Action
1	The Chair welcomed the Committee. There were no apologies.	
2	Declarations of interest There were no declarations received.	
3	The minutes of the meeting of 4 May and 20 June 2022 were agreed as a true and accurate record. The electronic resolution from the 21 June 2022 to recruit FEA for the RuTC Principal search was ratified.	
4	Actions and matters arising Action 3 – merger – senior team integration – Matt Atkinson notes that this will be a focus on the workstreams recommencing in October. JJ reported that the workstreams recommence on the 5 October. Action 1 – governors coming into College – timetable coming from Jason asap. JJ noted that the Principal Performance Review dates are on the 17 and 18 October and timings will be finalised and circulated tomorrow. Student experience – alumni are coming into work with students and dates will follow from Rachel Scarborough Action 2 – governance budget breakdown – the head of Finance has reported that Ian Rule removed the governance budget last year and it is included as part of the SLT budget. SC has contacted SW to discuss and has added to the governance priorities for reinstatement if the merger pause continues beyond December. Governor expenses are minimal and expenses come to FRC in November. Action 6 - Jason to clarify SFW's role under the merged structure and come back to the Committee if required – Jason to update under item 9a.	JJ/SC RS/SC
5	RuTC College Principal next steps The Chair noted that the candidate selected for College Principal role has stepped away from the role and asked IV to report. IV noted that the next steps need to be carried out with substantial HCUC input because of the merger and it would be difficult to go out without that confident merger input. The confidence will come on the 13 October when HCUC are holding an extraordinary Board to decide on go/no go for merger and the 1 November where they are scheduled to pass the resolution to accept assets and liabilities ahead of a 1 December merger date. It feels uncomfortable because JJ	

	<p>leaves on the 11 December. Other than sounding out the interim market it feels like waiting for the next few weeks and treating the question substantially with HCUC, who may have clear views about filling the role, alongside the RuTC Board's views. If merger falls through then there is not much time to go out on a substantive recruitment for a standalone principal and the College would be in an interim space to work alongside the Department. There would be profiling and Going Concern work to do. There may then be a process of a new SPA.</p> <p>The Chair asked if it is worth informing HCUC's governance and FEA that this is the Committee's view. ACTION: IV will pass back to HCUC and FEA the SRP Committee's decision on timings and thoughts for next steps for the RuTC College Principal role</p> <p>MS asked when JJ's last date. JJ noted that the finish date is 11 December and week commencing 5 December JJ is on the Leadership Programme plus he will have five days of leave to date. Subject to approval JJ's last day in College will be Friday 25 November 2022.</p> <p>IV confirmed that based on a merger date of 1 December the College would not be without an accounting officer. JJ noted that he would be available for signing paperwork for merger during this period.</p> <p>It was agreed that in case of a no go with merger a holding date for an extraordinary SRP Committee would be scheduled shortly after the 13 October 2022 [after note: scheduled for 19 October 2022].</p>	<p>IV</p> <p>SC</p>
<p>6</p>	<p>Governance priorities</p> <p>1. Merger</p> <p>JJ reported that there was a meeting with the DfE last Thursday which was positive. There is a proposal for a potential short term loan to help support with the funding gap and bottom line. That was followed up in the case conference and is being taken forward with Shane Woodhatch and Ross Cornell (Provider Market Oversight PMO). [confidential item]</p> <p>The Committee noted that the issue from HCUC raised at JSG meetings is that the merger costs are greater than what the HCUC had agreed to. JJ noted that there has been increasingly positive news last week. Confirmation that there will be no clawback or change in allocation in respect of WEX and EEP shortfall because it was still considered to be a Covid impacted year; confirmation from HMRC that there will be no crystallisation of the VAT for change of use (£1.3m). The merger bill is now close to the upper limit of the envelope set.</p> <p>MS noted that the College needs to take the loan and asked what would happen if the loan is taken and merger falls through. JJ noted that the College does have to look at this from a perspective of standalone. There is no choice but to take the loan. IV reported that in order to secure the right curriculum on site the College needs STEM to go ahead. This is the first repurpose, the second is to stabilise the cashflow at the low point in March 2023. In the event of standalone RuTC would have to renegotiate the terms of the loan and in parallel have the discussion that in the next term RuTC cannot remain standalone.</p> <p>VN noted he was delighted to hear the positive news. The WEX and EEP issue is a near miss and it is important not to become less risk averse with near misses. The outcome does not mean that it is acceptable not to be recording things properly and asked for this to be noted on record. JJ agreed and the SLT will continue to monitor to ensure this doesn't happen again, with the added support of HCUC colleagues. WEX and EEP is now timetabled and is embedded which it wasn't before. It will feature heavily on the new risk register being finalised at SLT tomorrow.</p>	

	<p>2. Progress on the Stakeholder and Scrutiny Committee</p> <p>JJ updated that conversations have taken place with a number of possible members who have all said yes to joining the RuTC SSC. Ann Newton CEO Chamber of Commerce, Simeon Dukas Provost at St Mary’s University, Tom Gibson Achieving for Children Schools Liaison and Kelly Dooley Head Teacher of Richmond upon Thames School. This provides the full complement for additional members. The Committee asked has the whole landscape the College would like to include been covered. JJ noted that an IT and digital member would be welcomed and he is hoping through conversations with Ann Newton this may open up opportunities. MS noted that he is keen to drop into the Harrow and Uxbridge SSCs. Tracy Reeve (Head of Governance at HCUC) has reported that in terms of governance the appointments are made within the SSC and do not go through the Board. SC confirmed that during the previous call for expressions of interest no governors came forward to join the SSC. It was agreed to approach Peter Flew who would make an excellent member with his Roehampton connection.</p> <p>The Chair asked about relations with the College and the Head of RTS. JJ reported that it is a good relationship although communications are few and far between. IV reported that he is a Member of the RTS and JJ is a trustee. Because of the conflict with the sports halls this went on hold. IV has recently engaged on a strategic conversation with the School in the trustee role and because of the schools White Paper they are looking at expansion and are taking a growth strategy to their January 2023 meeting. This opens potential opportunities in Harrow and Uxbridge for the School versus looking at single academy trusts. Outlining the opportunities in the College merger space is important and one of the members of the Trust is Haymarket who may have sponsorship and growth opportunities as well. Keith Smith had an introductory session with Kelly Dooley over the summer and it went very well.</p> <p>JJ reported that it was the end of the Schools first year 11 cohort and the College has enrolled 50 out of 150 students which is positive and can be improved.</p> <p>3. Additional governor to join the post-merger Board</p> <p>This is due to Andy Chew stepping away from the role. There has been one expression of interest from Paul Leonard received to date. The request from HCUC is for a finance or curriculum governor. IV spoke to John Anderson and he does not want to move over to HRUC. Committee members proposed that the linkage with Peter Flew and Roehampton and curriculum would give excellent local links and eco system and SC noted that she has contacted Peter who is on leave and would follow up. Expressions of interest are passed to the Head of Governance at HCUC alongside an attendance register and skills audit and go forward to HCUC’s Search and Governance Committee for recommendation to the Board.</p> <p>4. Reminder of the post-merger action plan</p> <p>The plan was put in place last April in preparation for merger and was based around the White Paper for FE and has been reviewed against the Skills Bill. Keith Smith has agreed to present at a twilight governor development session on the government priorities for FE which will feed well into the plan.</p> <p>There was a discussion about the opportunities in the plan to bring together an excellent governance framework. The majority of governance recommendations in the plan had been rejected by HCUC’s Search and Governance Committee, with agreement that they would come back to the merged Committee for further discussion. One of the key focuses is EDI and Board membership which the RuTC</p>	<p>SC</p>
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Board are keen to take forward as one of their priorities which has not been realised due to the constraints of the merger process.

RESOLVED: The Committee confirmed that the RuTC Board did want to put forward an independent governor for the merged College Board and relevant committee and this was being finalised.

5. Plan B update

JJ shared a power point. SLT have resurrected the planning for plan B and this recent iteration has been worked on by JJ and AdL. The presentation shows a revised senior and middle management structure. [confidential item]

6. Membership

The Committee reviewed the current membership and whether it is fit for purpose for the next period of governance. It was agreed that the Board has the necessary skills to carry out its role and the issue is capacity and extended reliance of governors through the extraordinary items of the quality recovery, prolonged merger pause and capital and planning. Risk areas were noted as:

- Quoracy risk in Audit and Risk Committee with Alex Gallagher standing down on the 31 October leaving only three independent governors (quoracy 3)
- Quoracy risk in Finance and Resources Committee with only two independent governors and the Principal and CEO as members (quoracy 3)
- Distribution of responsibilities and capacity of governors, in particular SK and VN who sit on six committees
- Current sick leave of the staff governor (Neal Hook)

It was agreed that SC would keep a close eye on attendance and quoracy over the next period before the Committees convene in November.

The Committee considered the constitutional rules around terms of office. A number of governors' terms of office have been extended until dissolution based on the original merger date of 31 July 2021 and subsequent expected dates for merger. These are:

1. the Chair has extended his first term of office of two years until dissolution, due to end first term in March 2022
2. both Vice Chairs have extended their terms of office of two years until dissolution, due to end first term in September 2021
3. Mike Sutcliffe has extended his first term of office until dissolution, due to end first term in July 2021
4. Both staff governors have extended their first term of office until dissolution, due to end term in March 2021. This was done in consultation with all staff in July 2020 and no objections were received
5. Paul Leonard's co-opted appointment on CRPG was extended on the 14 July 2021 until dissolution

ACTION: It was agreed that this item would be reviewed at the November Committee and terms of office formally recommended for new terms of office if the merge pause continues or falls through.

7. Governance actions

The Committee noted the list of actions for the next period, dependent on a December merger date or a longer pause. These will come forward to the 9 November Committee.

7	<p>Self-Assessment</p> <p>There was a good level of engagement with the two surveys – Committee effectiveness and appraisal of the Chair and governance advisor. The feedback back is consistent with the context and extraordinary circumstance the College is in. Full details and analysis are available in the paper. Key items are:</p> <ul style="list-style-type: none"> • Governance/management overlap • Capacity • Reporting and MIS • Availability of information. <p>The appraisals of the Chair and governance advisor were both positive. Board case studies are in train and an agenda item will come to the November Committee. See item 6.7 for details about further self-assessment.</p>	
8	<p>Policies:</p> <p>RESOLVED: The Committee approved the:</p> <ol style="list-style-type: none"> 1. Governor expenses policy 2. Governor recruitment and succession planning policy <p>noting that there are no updates to the policies.</p>	
9	<p>Update on new teaching contracts</p> <p>AdL reported that the new contracts came into force on the 1 September. The College is technically still in dispute. UCU had their first branch meeting today. UCU in other colleges are striking for 10 days around pay. These include Lambeth, Lewisham, Southwark, and Croydon. There has been no ballot for RuTC staff. The College have not declared the proposed pay rise.</p> <p>Today was the first inset day with training opportunities for teaching staff and staff are getting on with the job. There are issues with difficult to fill posts and glitches with the timetables but generally the atmosphere is positive. Student behaviour is much better. It feels a much calmer place than this time last year.</p> <p>IV congratulated AdL and the whole team for running the process. It wasn't easy and attracted quite a lot of sector coverage. It has put the College in a better position. AdL agreed it has and there was a positive inset day today to take time to be together and collaborate.</p>	
9a	<p>Senior staff update</p> <p>Confidential item</p>	
10	<p>Performance of the Senior Team and performance management objectives for 2022-23 – full report deferred to 9 November.</p> <p>JJ reported that informal targets are set at the start of the year and reviews are targeted in the next week. This will come to the Committee in November. In the spring term last year members of the Board were invited to give comments on the senior team. It was agreed that the Board should have engagement with the process even if it is light touch in light of the merger and collectively provide views as part of the Committee's role. The Committee would like to comment on the objectives for 2022-23 now to allow them to monitor through the full year.</p> <p>ACTION: JJ agreed to run the performance reviews, formalise the objectives and then circulate in advance of the SRP Committee in November. IV will follow the same process for JJ and SC.</p>	JJ/IV
11	<p>Ofsted preparation</p> <p>JJ reported that SD is currently leading on Ofsted. SD is transitioning from a role with the College to an independent Principal role and is with the college two days a week until the end of October. Andrew Rogers will then take over the role. There are weekly preparation meetings with staff.</p>	

	<p>Pauline Hagen, FEC team, came in on the 15 September for a day of training including governors. It was a very valuable and productive day.</p> <p>The Committee asked if JJ is confident that the preparation is doing what it needs to do. JJ noted that yes the College is as ready as it can be. There is a preference for Ofsted not to come because there are so many other priorities for the College to focus on. The College can put forward a request for deferral of an inspection, this includes if a provider is due to merge and it is deemed that there would be no material value in an inspection taking place and JJ noted that this is the route SLT would take.</p> <p>The Chair asked about inspection for the merged college and JJ explained that a merged college would be inspected within three years of merger.</p>	
<p>12</p>	<p>Independence of the governance professional The Committee confirmed the independence of the governance advisor.</p>	
<p>13</p>	<p>1. Attendance 2021 – 22 Attendance was reported as: Audit and Risk – 60% (80% last year) College Redevelopment Project Group – 85% (93% last year) Curriculum, Quality and Standards – 71% (89% last year) Finance and Resources– 95% (94% last year) Search, Remuneration and Performance – 92% (93% last year) Individual attendance – four governors had attendance below 80% for 2021-22. With the exception of one governor all have been committed to the Board and committees and nonattendance was due to late amendments to the schedule and extraordinary meetings. Commitment from the Board and SLT is excellent.</p> <p>2. Governor involvement 2021-22 and Board development programme for 2022-23 The Committee noted the appendix of governor involvement. It was agreed that there needs to be opportunity for governors to come into College and meet with staff and students.</p> <p>Suggested areas for this year:</p> <ul style="list-style-type: none"> • Governor visibility in College. Pauline Hagen FEC team advised governors that this is such an important area and will allow governors to triangulate what they are hearing in meetings. • Stakeholders – importance of keeping stakeholders up to date, led by JJ and IV and involving merger partner. • Students and student governors – SC noted that for the last two years student governors have started in the role engaged and committed and have dropped off by the spring term. ACTION: Further work will be done by IV, SK and SC to address this and work with student governors to make their experience as a Board member a valuable one as it is so important for the Board to hear and understand the student experience and voice. SK has asked for our previous student governor Yasmine Eltaki to provide views and feedback to support this process • Continuing involvement with merger partner through the JSG, Stakeholder and Scrutiny Committee and work streams with staff • Health and safety board session – it was agreed that the deep dive of H&S at ARC on the 13 October will be very helpful. It is the Board’s responsibility to ensure that the right people are employed to look after H&S and there is a mechanism to report back. The Board review the policy every year and receive reports through Finance and Resources Committee 	<p>SC, SK, IV</p>

	<p>and the Board. AdL reported that the College has a Health and Safety Committee which produces the reports for FRC</p> <ul style="list-style-type: none"> • EDI training – Rosh Sellahewa is the new EDI link governor. This is a key part of the post-merger governance action plan and an update is coming to the CQS Committee on the 3 October and the EDI action plan and report will come in November • FEC’s active support programme is available if needed. <p>The Chair noted that she would like to have an understanding of how the merged Board structure feeds down to the individual colleges.</p> <p>The Committee discussed governors present in the College and the capacity of the Board. VN asked about evening events that students go to. ACTION: JJ noted that there are performances and student events through the year and would ask Heads of School to pull together a calendar of events and circulate to the Board.</p>	<p>SC</p> <p>JJ</p>
14	<p>Any other business</p> <p>There were one item raised in advance:</p> <p>Board meeting 19 October – IV noted that with the exception of potentially needing to adjust the dissolution resolution to a 1 December date there is no critical business on the agenda. IV suggested mirroring the HCUC 1 November meeting date. This was agreed subject to confirmation that the dissolution date can be revised by written resolution.</p> <p>ACTION: SC to check whether it is appropriate to amend the dissolution date on the draft resolution by written resolution and subject to this postpone the 19 October Board and reschedule early November [after note: Eversheds confirm this is acceptable and the Board has been postponed with a rescheduled date to follow].</p> <p>SC noted that updates related to the staff and student governor will be shared with the Board once SLT are able to provide details.</p>	<p>SC</p>
15	<p>Meeting dates for 2022-23:</p> <p>Wednesday 9 November 2022</p> <p>ACTION: Additional extraordinary holding date to be scheduled in the event that HCUC decide not to proceed with merger or propose a further merger pause. [After note: 19 October 18.00-19.30 scheduled].</p>	<p>SC</p>

Meeting closed 19.56