

Search, Performance & Remuneration Committee MINUTES

Date	9 th March 2022	Time	10:00-12:00
Venue	Virtual (Zoom)		
Chair	Ian Mehtens		

Membership: Ian Mehtens (IM) – Chair of Committee, David Smith (DS), Catherine Manning (CM), Priscilla Kendall (PK).

In Attendance: Rebecca Conroy (RC) – CEO & Principal; Belle Howard (BH) – Director of Governance (*minutes*).

Note: Lauren Crawley (LC) – Director of People, P&R elements – not yet in post.

Quorum: The meeting quorate throughout.

Apologies: None

#	Item	Action
1)	<p>WELCOME & APOLOGIES 10:02</p> <p>1.1 The Chair opened the meeting at 10:02 with a warm welcome to colleagues.</p> <p>1.2 There were no apologies as all members were in attendance.</p> <p>1.3 The Director of Governance (DoG) requested that the meeting be recorded for ease of drafting minutes, utilising the record function available in Zoom. BH confirmed that the recording would be deleted once the minutes had been drafted. All participants agreed.</p>	
2)	<p>DECLARATIONS OF INTEREST 10:03</p> <p>2.1 There were no declarations of interest received.</p>	
3)	<p>MINUTES OF LAST MEETINGS 10:04</p> <p>3.1 Approval</p> <ul style="list-style-type: none"> • Governors considered the minutes from the following meetings: <ul style="list-style-type: none"> ○ 4th October 2021 ○ 1st November 2021 (<i>Extraordinary meeting</i>) ○ 13th January 2022 (<i>Extraordinary meeting</i>) 	

- **13th January 2022 (Section 4):**
 - Minutes to be corrected to reflect that ‘the principal monitors of the CEO/Principal’s performance’ would be managed by DS and IM.
 - Minutes to be amended to reflect the correct probationary period for the DoG, i.e. 9 months.
 - **Action 3.1.1 – Update the SPR meeting minutes of 13th January 2022 to reflect the corrections outlined by Governors.**

BH

- **Governors agreed that the minutes were a true and accurate record of what was discussed, subject to the above amendment.**

- **IM asked – why were the minutes of 4th October 2022 split into two parts (‘Search’ and ‘Performance & Remuneration’)?** DS explained that this approach had been adopted by the former DoG to separate the functions and manage confidentiality in the minutes. The DoG advised that moving forwards, this would be managed through confidential/redacted minutes. **Governors agreed.**

3.2 **Matters Arising**

- The status of previously assigned actions has been noted in the Action Log cover paper, however, in summary:
 - **4th October 2021** – all actions complete.
 - **1st November 2021** – all actions complete.
 - **13th January 2022** – all actions complete, with the following exceptions:
 - **Action 5 – A set of objectives to be produced for the new DoG to come to the next SPR Committee:**
 - **Status – Pending**
 - Further update to follow later in the meeting, though Governors noted that probationary objectives were under development.
 - **Action 8 – RC to put together an organisational chart for governors to clarify the new structure:**
 - **Status – Pending**
 - RC advised that an update on Tier 3 would be addressed later in the meeting and an organisation chart would subsequently be distributed to Governors.
 - Governors noted that flexibility would be needed in defining roles/responsibilities, pending the appointment of the Deputy CEO and longer term decisions around certain key leadership roles.
 - Governors reflected, however, that it was important to have clarity around those members of staff in Tier 3 roles.
 - RC advised that a further update would be provided to Governors at the Full Board meeting on 29th March 2022.

- **13th January 2022 – (Section 5) Deputy CEO recruitment:**
 - IM noted that further clarity was needed regarding the involvement of the ARaC and Finance Committee Chairs in the recruitment process.

- RC outlined the following approach:
 - **Main Interview Panel** – to be made up of IM, CM and PK.
 - **Additional Interview Panel** – to be made up of ARaC and Finance Committee Chairs, along with a member of the Further Education Commissioner (FEC) Team. The Committee Chairs would therefore have the opportunity to directly input into the decision-making process.
 - Interview dates to be confirmed.
- Governors also noted the significant value of DS providing input into the recruitment process – format and approach to be defined and agreed.

4) MEMBERSHIP 10:12

4.1 Recruitment

- The DoG directed Governors to the ‘Membership & Recruitment’ cover paper and summarised the key points therein.
- Governors noted the current structure and vacancies on the Board as follows:

Governor Type	Number	Current	Vacancies	Appointed By
Independent Governors	Up to 15	10*	Up to 5	Board
CEO/Principal	1	1	0	Ex Officio
Staff Governors	Up to 4 (at least 1)	2	Up to 2	Elected by staff
Student Governors	Up to 3 (at least 2)	2**	Up to 1	Elected by students
Total	23	15	7	

- BH also summarised the following skills gaps on the Board:
 - Complex project management experience.
 - Financial management expertise, particularly with a specialism in FE (including an understanding of funding systems).
 - Expertise in complex capital and infrastructure projects.
 - Experience in marketing and strategic communications.
 - Managing organisational change.
- BH then directed Governors to consider the following:
 - The levels of Committee membership and chair roles moving forward.
 - The Vice Chair vacancy.
 - The size of the Board, how many new governors were required and whether these would be Independent Governors and/or Co-opted roles.
 - Whether there were existing Co-opted governors or LCB members who met the criteria to move into a Board role.
 - The type of recruitment required. A softer approach, such as advertising on the Inspiring FE governance website could be beneficial.
 - Approach and next steps for Student Governor elections.
 - Using the recruitment process to proactively address imbalances in the Board profile to create a more diverse Board, which would require advertising and campaigning in targeted areas.

	<ul style="list-style-type: none"> • Governors noted that whilst up to 15 Independent Governors were allowable, this could make the Board difficult to manage. • PK reflected that it was important to ensure that there were sufficient Governors in post to effectively service committee meetings. • IM suggested that the ideal total Board membership would include between 18-20 Governors. Governors agreed. • CM proposed that the recruitment strategy be primarily based upon committee composition, with a view to target any gaps in skills and membership. • IM suggested that it would be prudent to explore the feasibility of transitioning existing Co-opted Governors into vacant Independent Governor roles on the Full Board, prior to initiating external recruitment plans. Governors agreed. <ul style="list-style-type: none"> ○ Action 4.1.1 – Ask Committee Chairs to consider and approach Co-opted Governors members, with a view to explore willingness to transition into an Independent Governor role. • IM noted that there was also priority skill gap on the Board related to HR and Culture, which could then be addressed through an external recruitment strategy. • DS reflected that the Board had been successful in redressing a gender imbalance and targeting a broader range of backgrounds and ages. However, DS noted that further work was needed to attract candidates from other ethnic backgrounds in subsequent recruitment efforts. • Governors noted that AC (Student Governor’s) term of office was due to expire at the end of March 2022. • BH explained that Student Governors were elected, rather than appointed by the Board, so it would not be possible to extend their term of office without election. However, BH reflected that it may be possible to retain her on the Board in an associate capacity, without voting rights. • DS explained that it was important to explore options for retaining AC’s skills on the Board for the remainder of the academic year, given that she was highly engaged and a proactive contributor to meetings. • DS proposed that, if necessary, consideration should be given to amending the Standing Orders/Instrument & Articles to enable the Board to retain Student Governors for the duration of their time at the college, rather than a single year. <ul style="list-style-type: none"> ○ Action 4.1.2 – Explore options for retaining participation and engagement for AC (Student Governor) on the Board post the end of their term of office. ○ Action 4.1.3 – Conduct a review of the Standing Orders/Instrument & Articles documents and if necessary, propose amendments to enable greater flexibility in the terms of office for Student Governors. 	<p>IM/DS</p> <p>BH</p> <p>BH</p>
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	<p>5.2 Governance Improvement Plan</p> <ul style="list-style-type: none"> • IM directed Governors to the 'Governance Improvement Plan (GIP) Update' paper and shared the following update: <ul style="list-style-type: none"> ○ Whilst the GIP document was initially a useful planning device, it had subsequently become cumbersome as a mechanism for driving improvement for the Board. ○ Additionally, the GIP is not directly linked to the ESCG strategic plan or key Board priorities. ○ Work was now needed to reduce and simplify this document, so that it is fit for purpose and aligned to strategic priorities. • Action 5.2.1 – Review and rationalise the Governance Improvement Plan, with a view to share with Governors at the next SP&R Committee meeting. 	IM/BH
6)	<p>SENIOR POST HOLDERS 10:51</p> <p>A confidential item was discussed.</p>	
7)	<p>DRAFT MEETINGS CALENDAR FOR 2022-23 11:21</p> <ul style="list-style-type: none"> • The DoG advised that meeting dates for the next academic year would developed in alignment with the Committee Chair and distributed to Governors for consideration. <ul style="list-style-type: none"> ○ Action 7.1.1 – Draft SP&R Committee meeting dates for 2022-23 and distribute to committee members for consideration. • Governors considered the need to minimise changes to scheduled meeting dates, in order to ensure clarity for Governors. • DS noted that further discussion around meeting format, (in terms of face-to-face, virtual or a hybrid of these), was now needed to plan for Governance meetings in the Summer Term. • Governors reflected that providing the option for a hybrid meeting format would enable greater flexibility and thereby increase levels of attendance for Governors. The DoG noted however, that hybrid meetings can be difficult to clerk and chair. • Governors reflected that early notice of meetings for the next academic year, would enable Governors to plan well in advance and would therefore make face to face meetings more achievable. • Governors noted the need for effective technology and well laid out meeting rooms to ensure the success of hybrid meetings. • Governors also discussed the need to agree the virtual meeting platform moving forward, i.e. Zoom vs MS Teams, noting that the standard platform for the college is Teams. 	BH

8)	ANY OTHER BUSINESS 11:29 8.1 Governors noted that the next meeting was scheduled for Wednesday 15th June 2022, 09.30-11.30. 8.2 IM reminded participants that the next meeting would be chaired by PK, further to her earlier appointment as the new SP&R Committee Chair.	
9)	LIVE COMMITTEE SELF-ASSESSMENT 11:30 9.1 Governors considered the following questions: <ul style="list-style-type: none"> • Did the agenda and papers arrive seven days in advance? No – <i>papers were issued 5 days in advance, though apologies were sent to Governors. Papers were delayed by competing priorities.</i> • Were the agenda and papers written with clarity? Yes • Were the issues considered at the meeting appropriate? Yes • Did you have all the information you needed to fully participate in the discussion and decision? Yes • Was sufficient time available for thorough debate? Yes • Were you satisfied that the decisions were arrived at in a proper manner? Yes • Were you able to express your views? Yes • Was the meeting chaired effectively? Yes 	
10)	CLOSE 11:31 10.1 The meeting closed at 11:31.	

Action Summary

Item	Owner	Action	Due Date
3.1.1	BH	Update the SPR meeting minutes of 13th January 2022 to reflect the corrections outlined by Governors.	Complete
4.1.1	IM/DS	Ask Committee Chairs to consider and approach Co-opted Governor members, with a view to explore willingness to transition into an Independent Governor role.	22nd March 2022
4.1.2	BH	Explore options for retaining participation and engagement for AC (Student Governor) on the Board post the end of their term of office.	Complete
4.1.3	BH	Conduct a review of the Standing Orders/Instrument & Articles documents and if necessary, propose amendments to enable greater flexibility in the terms of office for Student Governors.	15th June 2022
4.1.4	BH	Review and update Board Composition document, e.g. to include newly appointed Student Governors – LS and JC-L and remove DS as College Officer.	Complete
4.4.1	BH	Liaise with RC to confirm the process for initiating the Staff Governor recruitment process.	29th April 2022
5.1.1	RC	Make enquires about the performance benchmarking methods adopted by other colleges across the Southeast region.	15th June 2022
5.1.2	BH	Initiate the Board self-assessment process, to include an online skills audit, Board effectiveness and Committee effectiveness surveys.	15th June 2022
5.2.1	IM/BH	Review and rationalise the Governance Improvement Plan, with a view to share with Governors at the next SP&R Committee meeting.	15th June 2022
7.1.1	BH	Draft SP&R Committee meeting dates for 2022-23 and distribute to committee members for consideration.	29th April 2022