

**PUBLIC MINUTES OF GOVERNANCE, SEARCH & REMUNERATION  
COMMITTEE MEETING HELD ON 27<sup>th</sup> April 2023  
(Combination of In-Person and On-line Attendance)**

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| <b>PRESENT:</b>       |   | Alistair Brooks<br>Tom Dannatt<br>Debra Gray<br>Joey Greenwood<br>Rob Lawson<br>Rachel Storr | External Governor<br>External Governor<br>Principal/CEO (for Governance & Search Items Only)<br>External Governor<br>External Governor<br>External Governor (Chair) |
| <b>IN ATTENDANCE:</b> |   | Catherine Sykes  | Director of Governance  |
| <b>Min. No.</b>       |   |  |   |
| <b>OPENNING ITEMS</b> |   |  |   |
| <b>17</b>             | <b>Apologies For Absence</b><br>None.   |  |   |
| <b>18</b>             | <b>Declarations Of Interest</b><br>The Principal declared an interest in agenda item 4.2.   |  |   |
| <b>19</b>             | <b>Minutes of Meeting held 12th December 2022</b><br><br><b>Resolved</b> - That the minutes of the Remuneration Committee meeting held on 12 <sup>th</sup> December 2022 be approved.   |  |   |
| <b>GOVERNANCE</b>     |   |  |   |
| <b>20</b>             | <b>Governor 1:1 meeting.</b><br>The Chair of the Corporation reported that he had completed the 1:1 meeting with all Governors. He noted the main request from Governors being further Finance & Funding training, of which the VP Finance was happy to support. It was confirmed that meeting staff and students has been identified as important to Governors, however the link governor scheme would support activity in the College as well as attendance at College events. It was noted that a review of the Nolan principals as part of the Code of Conduct could be included to reaffirm the Corporation adoption of the AoC Code of Good Governance. Members agreed the latter as a future agenda item for training and reaffirmation of the code for all board members.<br><div>Action: Director of Governance</div><br>It was noted that Governors feel that board reports are too long and detailed, and that a dashboard style of report may support; however, the College is not yet in a position of offer this currently due to ongoing work on data. Members considered the level of detail that board members are comfortable with, however suggestions around a presentational format may identify key messages and risks early on. In response to members question it was confirmed that the current board portal is currently under licence until December, however this would be reviewed in the summer with alternative systems investigated to ensure value for money.<br><br>Members discussed how the best practise visits done by the EMT to support collaborating ideas and experiences would add value to board development and aid comparison with other boards on their opportunities and challenges. Members considered whether requesting feedback from external reviews on best practise in the sector may be helpful (e.g. a College who is very good at Risk management could share their best practise). The Director of Governance agreed to investigate available offer from the AoC.<br><div>Action: Director of Governance</div><br>It was confirmed that the AoC offer a lot of collaborative opportunities for Governors to attend and that attendance should be encouraged. |  |   |

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|    | <p>In terms of risk, it was noted that the audit process was difficult to follow, and that an executive summary and visibility of the College risk register would support governors' knowledge in this area, furthermore some governors had asked for support to better understand the curriculum.</p> <p><b>Resolved</b> - The report on Governor 1:1 meetings was received.</p>   |
| 21 | <p><b>Governor Training and Development Plan</b></p> <p>The Director of Governance noted the report as circulated. Governors noted that a Governor Handbook would have been helpful upon their appointment and induction period, as well as the Governor Buddy allocation. The Director of Governance noted to circulate the Governor Handbook to members of the committee and thanked them in support of the new Governors induction offering to be a buddy.</p> <p style="text-align: right;"><b>Action:</b> Director of Governance</p> <p>Governors confirmed that the future learn platform was helpful in their development as a Governor, and that its use should be encouraged. Members discussed how new Governors should be given time to get to know the College and their role on the board, and be followed up with a meeting with the Chair after 6 months to take feedback and ideas for future training needs.</p> <p style="text-align: right;"><b>Action:</b> Director of Governance</p> <p>Governors discussed the self-assessment process for the board, and how committee self-evaluation was lacking. The Director of Governance confirmed that a plan to introduce a committee self-evaluation at the last meeting of the year was to be undertaken which would feedback into the Corporation Self-Assessment compiled over the summer. It was also confirmed that a skills audit for each committee could be helpful in the assessment and would support recruiting new governors, including co-opted members to strengthen skills and knowledge gaps.</p> <p><b>Resolved</b> - The report on Governor 1:1's was received.</p> |
| 22 | <p><b>Governance Policies to approve</b></p> <p>The Director of Governance confirmed the updates to the policy as marked with tracked changes. There were no questions or queries raised with the policy.</p> <p><b>Resolved</b> - That G1.2 - Appointment of Governors and Co-Opted Advisors be approved by the committee.</p>   |
| 23 | <p><b>Governance Policies to Recommend to Corporation for approval.</b></p> <p>The Director of Governance advised the committee that previously, it was assumed that policies in relation to Senior Post Holder Policies (SPH) would be amalgamated into the wider staff HR policy suite once finalised; however, upon review this had not been possible due to the differences in reporting to the board.</p> <p>Governors were guided to the principles and approach set out in the policies as included for recommendation and the Committee confirmed they had no questions as to the approach. Governors questioned the procedure for monitoring policies and ensuring timely and accurate review, of which the Director of Governance confirmed an ongoing project with the lead in this area across the suite of policies for the College, however the policies requiring Governor approval will be managed by the Director of Governance.</p> <p>Regarding the policy G1.21, it was discussed how the College wishes to pursue further the views of staff and students and that as these are developed the policy will be updated. Governors noted the staff survey and their interest in the forthcoming results following a period of change.</p>   |

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|                     | <p>Regarding the policy G1.18 it was noted that it was becoming more common to give guideline amounts (e.g., for meals) rather than restrictive amounts.</p> <p><b>Resolved</b> - That the following policies be recommended to Corporation for approval.</p> <ul style="list-style-type: none"> <li>• G1.4 - Register of Interest Policy</li> <li>• G1.5 - Senior Postholder Employment and Pay Policy</li> <li>• G1.6 - Senior Postholder Disciplinary Policy</li> <li>• G1.7 - Senior Postholder Grievance Policy</li> <li>• G1.13 - Access to Governance Information</li> <li>• G1.18 - Governor Expenses Policy</li> <li>• G1.19 - Conflicts of Interests Policy</li> <li>• G1.20 - Senior Postholder Probationary Review Process</li> <li>• G1.21 - Arrangements for Obtaining Staff and Student Views</li> <li>• G1.22 - Corporation Training and Development Policy</li> <li>• G1.23 - Policy to address Complaints against the Corporation.</li> </ul>   |
| <b>SEARCH</b>       |   |
| <b>24</b>           | <p><b>Governor Recruitment</b></p> <p>The Director of Governance spoke to her paper as circulated. It was noted that the current skills and diversity of the current members. It was considered also the current requirement for the need to appoint a link governor for SEND. Members noted the current gender imbalance, recent resignation of a governor with an engineering background and limited diversity on the board in terms of gender balance and LGBTQ+.</p> <p>Members discussed whether a school leader from the city would support connectivity into schools, however it was noted that as the College has a 14-16 school, this could result in a conflict of interest.</p> <p>Members also asked about the possibility of looking at co-opted members and additional external advisors to the board to support areas under represented, which it was agreed would be explored. It was confirmed that a targeted approach should be actioned to support getting members with skills and experiences in Engineering and engaging with young people, with a focus on female members to ensure a balanced membership.</p> <p style="text-align: right;"><b>Action:</b> Director of Governance</p> <p>Regarding the appointment of two staff members, it was confirmed that the process for appointing staff had been amended to an application and interview process rather than a ballot process. The Director of Governance highlighted that there is no definition in the Standing Orders as to how the two members are appointed and this should be decided. Members noted that it was important to ensure staff governors provide to the Corporation their two very different opinions and that of the two members, one member should be an academic member, and the other a support staff member.</p> <p>Regarding the Student Governor, the Director of Governance confirmed that recruitment for this would be done following the consultation and amendments to the Student Union which will be presented to the board in May.</p> <p><b>Resolved</b> - The recommendation to appoint external and staff governors was approved.</p> |
| <b>REMUNERATION</b> |   |
| <b>25</b>           | <p><b>Senior Post Holder Appointments</b></p> <p>This matter is subject to a separate and confidential minute.</p>  |

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| 26                   | <b>Principal's Pay</b><br><br>This matter is subject to a separate and confidential minute. |
| <b>CLOSING ITEMS</b> |   |
| 27                   | <b>Any Other Business</b><br>None   |
| 28                   | <b><u>DATE AND TIME OF NEXT MEETING</u></b><br>12 <sup>th</sup> June 2023                   |

Approved by the Governance Search & Remuneration Committee at the meeting held 12<sup>th</sup> June 2023.