

Minutes  
**GB Search, Governance & Remuneration Committee**  
 Governance

Date: 30/10/2023  
 Time: 16:00 - 17:30  
 Location: London Heathrow Marriott Hotel, Bath Road, Heathrow, UB3 5AN  
 Present: Susan Kingman (Chair)  
 Mel Nebhrajani (Vice Chair)  
 Alasdair MacLeod (Governor)  
 Ian Valvona (Governor)  
 Nicholas Davies (Chair of Governors)  
 Keith Smith (CEO (ex Officio Member))  
 In attendance: Dylan McTaggart (Deputy CEO, Group Principal & Principal UC)  
 Shane Woodhatch (Chief Finance Officer)  
 Julie Amory (Group Director of People and Organisation Development)  
 Apologies: None  
 Governance: Perry Perrott  
 Notes: Rekha Kaul

**30<sup>th</sup> October 2023 Minutes**  
**GB Search, Governance & Remuneration Committee**

**ACTION LOG:**

|    |   |                           |
|----|---|---------------------------|
| 1  | A potential new Governor has been identified and is to be interviewed by SK (Chair) and ND (Chair of Governors) in early November 2023.   | 10 <sup>th</sup> Nov 2023 |
| 2  | Once approved, PP/RK to arrange mandatory DBS / Safeguarding clearance checks, under confidential cover.  | 12 <sup>th</sup> Dec 2023 |
| 3  | PP/RK to provide the results of the recent Governors Skills Audit review, as conducted by PP and ND in summer 2023. The results will be presented at 12 <sup>th</sup> December 2023 GB Corporation and 21st February 2024 GB SGR committee. The gaps in skill sets will be identified as well as on-site support at campuses, for example at open days. | 12 <sup>th</sup> Dec 2023 |
| 4. | JA to provide a Staff Pay Harmonisation report to 22 <sup>nd</sup> November 2023 GB Finance & Resources committee   | 22 <sup>nd</sup> Nov 2023 |
| 5. | Long term pay policy: KS (CEO) is keen for there to be a three to five year Pay strategy in place for the medium term.  |                           |
| 6. | PP to agree with SK (Chair) and provide a report of the appointed company to conduct the External Governance Review, to the next GB SGR committee.  | 21st Feb 2024             |
| 7. | PP to share copy of the specification and the proposed approach of the External Governance Review.  | 12 <sup>th</sup> Dec 2023 |
| 8. | PP to arrange for few remaining Governors photographs and short video bio's to be captured.   | 12 <sup>th</sup> Dec 2023 |
| 9. | The new Monday.com risk register has been completed and this action has been carried forward to the next GB SGR committee.  | 21st Feb 2024             |

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| <b>Minutes of Meeting:</b> |   |
|----------------------------|---|
| <b>1.</b>                  | <b>Declaration of Recording for Data Protection Purposes:</b>   |
|                            | Meeting was recorded for the purposes of Minuting.  |
| <b>2.</b>                  | <b>Apologies for absence</b>  |
|                            | None.   |
| <b>3.</b>                  | <b>Declarations of Interest:</b>  |
|                            | IV submitted a potential declaration of interest to SK (Chair) and PP (Chief of Staff & Governance) for their review and clarification under separate cover.  |
| <b>4.</b>                  | <b>Minutes of 20th September 2023 GB SGR meeting:</b>   |
|                            | 20th September 2023 minutes of meeting were <b>APPROVED</b> .   |
| <b>5.</b>                  | <b>Matters arising from 9 Actions from 20th September 2023 GB SGR meeting were discussed:</b>   |
| 5.1                        | 1) Terms of Reference, Articles & Instruments, Code of Conduct documents have all been updated, approved by SK (Chair) and to be presented at 12/12/23 GB Corporation for full ratification by the Board. This action is complete.  |
| 5.2                        | 2) Governor recruitment is an ongoing activity, to ensure coverage is as broad / diverse as possible.   |
| <b>ACTION 1:</b>           | <b>A potential new Governor has been identified and is to be interviewed by SK (Chair) and ND (Chair of Governors) in early November 2023.</b>  |
| <b>ACTION 2:</b>           | <b>Once approved, PP to arrange mandatory DBS / Safeguarding clearance checks, under confidential cover.</b>  |
| 5.3                        | Sunitha will be referred to under confidential cover, as her first name only / no surname. This is due to the confidential nature of the work she does as a Civil Servant for the Government. Sunitha is an IT expert and will bring a new skill set to the Board. She is based in central London and has been given full clearance by her employer to undertake the Governor role. |
| 5.4                        | Subject to Chairs' approval, Sunitha will be fully ratified to the Board at 12 <sup>th</sup> December 2023 GB Corporation meeting and join as a co-opted Governor (one year term).  |
| 5.5                        | Sunitha will join GB Commercial Operations committee.   |
| 5.6                        | Sunitha is enthusiastic and keen to visit all the HRUC campuses before Christmas break.   |
| 5.7                        | The committee concurred that Sunitha would be an excellent addition to the Board.   |
| 5.8                        | Governors had a robust conversation about the policy and process for the recruitment of new Governors, either through established networks and/or through the use of external paid agencies.  |
| 5.9                        | Established networks, through HRUC's strong senior leadership team networks is a known and productive method of identifying and recruiting new Governors, to fill potential skills gaps.  |
| 5.10                       | HRUC breadth and knowledge of established networks is wide, cross sectorial and extensive.  |
| 5.11                       | The cost of external recruitment is prohibitive, approximately £2,500 - £3,000 for an introduction to an external Governor.   |
| 5.12                       | For key appointments such as recruitment of the Chair of Governors, it is expected that an external paid agency will be used.   |
| 5.13                       | As part of the ongoing professionalisation of Governance, members felt it was important to identify what skills are missing from the current Board and further testing of the skill sets of the potential new Governors coming through the doors.   |
| <b>ACTION 3:</b>           | <b>PP to provide the results of the recent Governors Skills Audit review, as conducted by PP and ND in summer 2023. The results will be presented at 12<sup>th</sup> December 2023 GB Corporation and 21st February 2024 GB SGR committee. The gaps in skill sets will be identified as well as on site support at campuses, for example at open days.</b>                          |
| 5.14                       | 3&5) There are 17 posts at Richmond College and 40 posts at HCUC with staff on spot salaries. In the main, these posts will be harmonised across HRUC.  |
| 5.15                       | JA confirmed there are two known roles at Richmond College that do not harmonise exactly to existing roles across the group. These roles will be harmonised to their closest work group.  |

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| <b>ACTION 4:</b> | <b>JA to provide a Staff Pay Harmonisation report to 22<sup>nd</sup> November 2023 GB Finance &amp; Resources committee</b>   |
| 5.16             | 4) In agreement with Principals and SW (Chief Financial Officer) it has been agreed for a pay differential scale range that is more attractive for certain hard to fill roles.                        |
| 5.17             | JA has instructed the recruitment team to use Agency workers for hard to fill roles sparingly for now, because the intention is for MSP rates to be used once set up.                                 |
| 5.18             | Standard posts will be supplemented by the enhanced market supplement.  |
| 5.19             | CFO reminded Governors of the £3.2m additional funding that has been received, the purpose of that was to go towards staff pay and retention and hard to fill roles.                                  |
| 5.20             | With the growth of 16-18 provision, there are additional classes required to fill the growth in the number of learners.   |
| 5.21             | CFO provided financial assurance from a top level of sufficient funding being in place for staff pay and posts as described above and that HRUC is still within the breakeven point.                  |
| 5.22             | Reminder that 6.5% pay award was paid into staff pay in October 2023 pay checks and was very warmly received by staff and union colleagues.   |
| 5.23             | Staff will be receiving a £250 Thank You payment in Christmas 2023 pay, dependent of R04.   |
| 5.24             | It is widely established that HRUC are seen as the pinnacle amongst CEOs of local college groups and that the 6.5% pay award is an incredible statement made to our staff.                            |
| 5.25             | Governors explored whether the £3.2m funding is a one off award this year from the government.  |
| <b>ACTION 5:</b> | <b>Long term pay policy: KS (CEO) is keen for there to be a three to five year Pay strategy in place for the medium term.</b>   |
| 5.26             | 6) PP has obtained two external quotes for Governance External Review to be conducted at Easter 2024 (approximate £5K award):<br>5.26i Fiona Chalk, Governance4fe.<br>5.26ii Nick Tomlinson, Rockborn |
| 5.27             | The committee <b>AGREED</b> for Chairs Action for SK and PP to appoint the award for the external review.   |
| 5.28             | Members are to be informed of the reason for one company to be selected over another company.   |
| <b>ACTION 6:</b> | <b>PP to agree with SK (Chair) and provide a report of the appointed company to conduct the External Governance Review, to 21st February 2024 GB SGR committee.</b>                                   |
| <b>ACTION 7:</b> | <b>PP to share copy of the specification and the proposed approach of the External Governance Review.</b>   |
| 5.29             | 7) PP has contacted Karen Brown, Milton Keynes College and Exeter College for a peer review to be conducted.  |
| 5.30             | PP (Chief of Staff and Governance) and RK (Senior Governance Manager) will undertake a peer review visit to both colleges (in early January 2024 and just before Easter 2024).                        |
| 5.31             | SK (Chair) and ND (Chair of Governors) are invited to attend and meet the Chair of Governors at both colleges. Members of the SGR committee are also invited to meet with the respective Boards.      |
| 5.32             | 8) Clause has been added into Articles and Instruments, stating intention for at least two adult student governors to be recruited.   |
| 5.33             | 9) Governor photographs and short video bio's were recorded at today's GB Strategy Day.   |

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| <b>ACTION 8:</b> | <b>PP to arrange for few remaining Governors photographs and short video bio's to be captured.</b>                              |
| <b>6.</b>        | <b>Risk Register update:</b>  |
| <b>ACTION 9:</b> | <b>The new Monday.com risk register has been completed and has been carried forward to 21st February 2024 GB SGR committee.</b> |
| <b>9.</b>        | <b>Any Other Business (AoB):</b>  |
|                  | <b>None.</b>  |
| <b>10.</b>       | <b>Suggested dates of meetings:</b>   |
|                  | Wednesday 21st February 2024 @ Richmond Campus<br>Wednesday 1st May 2024 @ CEO's office, Uxbridge Campus                        |
|                  | <b>Meeting closed at: 16.40.</b>  |

Signed .....

Date .....