

Minutes
GB Search, Governance & Remuneration Committee
Governance

Date:	21 / 02 / 2024		
Time:	4.00pm – 5.30pm		
Location:	Boardroom @ Richmond upon Thames Campus		
Present:	Susan Kingman	(SK)	Chair
	Mel Nebhrajani*	(MN)	Vice Chair
	Alasdair MacLeod*	(AM)	Governor
	Keith Smith	(KS)	Ex Officio Member (Chief Executive)
In attendance:	Dylan McTaggart*	(DM)	Deputy CEO, Group Principal & Principal UC
	Shane Woodhatch	(SW)	Chief Finance Officer
	Julie Amory*	(JA)	Group Director of People and Organisation Development
Guest Speakers:	Karen Elliott*	(KE)	Assistant Director of People and Organisation Development
	Nisan Sharp	(NS)	Interim Compliance Lead
Governance:	Perry Perrott	(PP)	Chief of Staff & Governance
	Rekha Kaul	(RK)	Senior Governance Manager
Apologies:	Nicholas Davies	(ND)	Chair of Governors

Minutes
GB Search, Governance & Remuneration Committee
Governance

21st February 2024 GB Search, Governance & Remuneration Committee
Actions Log:

1	Reschedule SGR Committee meetings from 1 st May 2024 to a later start time of 5pm.	Governance	01/05/24 SGR
2	Report on all Governor's DBS renewal to be provided at 1 st May SGR Committee (or sooner to Chair SK).	Governance	01/05/24 SGR
3	Governor SC to be contacted to complete her DBS status.	Governance	01/03/24
4.	Professional photographs and video vlogs of all 15 members (and EMT / Governance) to be captured at April Strategy Day.	Governance	24/4/24 Strategy Day
5.	New draft People Plan to be emailed to SGR Committee members, for their comments, in advance of 26 th March GBC (allow time for feedback)	JA	26/03/24 GBC
6.	HRUC Risk Register to be updated: "Risk expected cost" be moved into "Mitigation cost".	Governance	01/05/24
7.	Indicative "Risk Eventuating Cost" to be provided, wherever possible.	JA	01/05/24 SGR
8.	Shortlist of FE sector specialists (nearly retired principals/deputy principals) to be provided at 1 st May SGR Committee (or sooner).	KS	01/05/24 SGR
9.	SGR committee to approach their networks to put forward potential candidates. Update at 1 st May SGR Committee (or sooner).	All	01/05/24 SGR
10.	HRUC Governor Vacancy advertisement to be produced, which specifies each specialism sought after by the board. Update at 1 st May SGR Committee (or sooner).	Governance	01/03/24
11.	MN to approach her known networks within the Government Finance specialism (for Chair F&R committee or Chair A&R committee).	MN	01/05/24 SGR
12.	ND offline conversation with low attending Governors, to see how support can be put in place.	Governance	01/05/24 SGR
13.	Up to date "Governance Who's Who" poster to be displayed in all campus receptions.	Governance	01/03/24
14.	Governor job description to be revised, to state Link Scheme outcomes.	Governance	01/05/24 SGR
15.	Governor's Training Report to be provided at 1st May 2024 SGR Committee. RK to provide periodic updates to SK on Governor progress/completion rates.	Governance	01/05/24 SGR
16.	JA to take the same HR reports to the 6 th March F&R Committee, for full RECOMMENDATION to take it to the 26 th March GBC Board.	JA	06/03/24 F&R
17.	Please see - confidential SGR action log for this action.	Governance	26/03/24 GBC

21st February 2024 GB Search, Governance & Remuneration Committee
Resolutions Log:

4.0.20	Governors AGREED that the Chair of F&R and A&R are priority roles to be filled, as the incumbents reach the end of their respective terms of office. Skills requirements: accountancy background for F&R and auditing background for A&R.
4.0.37	Governors AGREED for the creation of a new "Succession Planning Sub-Group" to feed back into the SGR Committee.
4.0.39	RESOLUTION – following a vote, it was agreed that SK will Chair the Succession Group.
4.0.41	It was AGREED that PP/RK will attend/support the succession group and prepare the reports that will feedback into SGR Committee.

21st February 2024

Minutes of Meeting:

1.	Declaration of Recording for Data Protection Purposes:
	Attendees noted that meetings are recorded for the purposes of minutes.
1.1	Apologies for absence:
1.1.1	An apology was received in advance from ND (Chair of Governors), who was unable to join at 4pm.
ACTION 1:	Reschedule SGR Committee meetings from 1st May 2024 to a later start time of 5pm.
1.1.2	SGR Committee has one Governor vacancy, following a board resignation in January.
1.2	Declarations of Interests and Hospitality:
	None.
2.0	Minutes of 30th October 2023 Committee:
	SK asked if any members had any amendments or questions arising from above minutes, none were received and under resolution the minutes were APPROVED.
2.1	Action Log of 30th October 2023 Committee:
2.1.1	7 of 9 open Actions are completed.
2.1.2	2 open Actions are ongoing, and progress has been made towards: <ul style="list-style-type: none"> a) DBS renewal and an enhanced on-boarding experience for new Governors b) Photographs of all 15 Governors
2.1.3	It was noted that all Governors complete a DBS upon initially becoming a Governor.
2.1.4	RK were thanked for enabling best practice governance with the introduction of three-yearly renewal of Governors' DBS records, to ensure up to date compliance and accurate records are held.
ACTION 2:	Report on all Governor's DBS renewal to be provided at 1st May SGR (or sooner to Chair SK).
2.1.5	It was noted that newly Co-Opted Governor Sunitha Cee has not completed a DBS as yet (despite attempts, she has been unable to arrange a meeting / travel to one of the College campuses).
2.1.6	A risk assessment procedure is in place for Sunitha Cee and is considered low risk; if she were to visit any of the College campuses, she would be escorted at all times.
ACTION 3:	Governor SC to be contacted this week to complete her DBS.
ACTION 4:	Professional photographs and video vlogs of all 15 Governors (and EMT / Governance) to be captured at 24th April Governance Conference.
2.1.7	Invitation was extended to AM to travel from Scotland to attend the April Governance Conference.
2.1.8	The governance team have met with ND, SC, SK and KS to draft the April Strategy Day agenda, which is planned as a fully interactive day, at the Marriott Hotel, Heathrow. A finalised agenda will follow shortly.
3.0	Risk Register update – SGR extract:
3.1	JA has provided an updated position on all three risks that are aligned to the SGR committee, including mitigation actions and costs.
3.2	The three risks are focused on progress towards the recruitment of filling the hard to fill vacancies succession planning and talent retention, as well as employee work / life balance.
3.3	The Chair sought assurance, that whilst previous focus has rightly been on Employee Relations matters, that progress can now be achieved on the three important risk areas in a timely manner.
3.4	JA provided assurance and has produced a new draft People Plan to ensure HRUC is the college of choice: <ul style="list-style-type: none"> a) HR team structure is under review, to ensure skilled resource is in place to focus on achieving progress on staff wellbeing, learning & development and the hard to fill vacancies.
ACTION 5:	New draft People Plan to be emailed to SGR Committee members, for their consideration and comments, in advance of 26th March GBC.

3.5	JA noted that The People Plan will feature at the April Governance Conference, to allow ample time for Governors to review and discuss in detail.
3.6	KS provided confidence that HRUC will be able to make good progress towards the HR risks, but cautioned the hard to fill vacancies is likely to be the most challenging to achieve.
3.7	Whilst improvements have been made to the environment and employee's terms & conditions, to make HRUC the College of choice, there is a known high salary differential in specialist industries.
3.8	Governor's explored the costs of the mitigation.
3.9	JA talked through the mitigation costs of the three risks, as reported up.
ACTION 6:	HRUC Risk Register to be updated: "Risk expected cost" to be moved into "Mitigation cost".
ACTION 7:	A Governor asked for an indicative "Risk Eventuating Cost" to be provided, wherever possible.
3.10	This is good discipline that will enable Governors to analyse the costing if the risk were to happen.
3.11	JA was thanked for providing the updated risk register.
4.0	HRUC Governors Report:
4.0.1	A detailed report was provided in the meeting pack in advance of the meeting.
4.0.2	The information report is to support/enable Governors to build a strong and coherent board that serves HRUC now and into the future.
4.0.3	RK was thanked for providing the analysis and talked through page 1 of the report:
4.0.4	Chair of Governors conducted an audit of the 15 Governors in the summer 2023 and this report is the findings from the summer audit.
4.0.5	Recommendation is for the SGR Committee to: <ul style="list-style-type: none"> ▪ Support – effective recruitment, selection and success needs of the Board ▪ Consider – to what extent does the Board represent the local college community that we serve ▪ Discuss – Skills Gaps, as individuals near end of terms of office/retirement.
4.0.6	Analysis was provided of the 15 external members that make up the HRUC board composition, which included consideration of diversification of age, sex, ethnicity, neuro diversity, employment, education and thinking style profiles/backgrounds and skills/specialisms.
4.0.7	SK introduced page 2 of the report – for Governors to discuss current skills gaps and future succession planning, as individuals reach end of terms of office or take sabbaticals.
4.0.8	SK asked Members to note the analysis as presented on pages 1 and 2 of the report, in order to discuss and consider how best to address: 4 (out of 15 Governors) reaching end of terms as well as wider consideration of current and future skills gaps across the board.
4.0.9	Best practice terms of office: 2 x 4 years (8 years) or a maximum of 9 continuous years as a serving Governor.
4.0.10	RK talked to page 2 of the report which shows the current skills gaps across the five committees: <ol style="list-style-type: none"> a) SGR (4 Governors): 1 governor at end of term, 1 vacancy. b) F&R (4 Governors): 1 Chair at end of term, 1 vacancy. c) A&R (5 Governors): 1 Chair & 1 governor end of term. d) CO (5 Governors): 1 Chair & 1 governor at end of term, 1 governor on sabbatical. e) CQA (7 Governors): 1 governor on sabbatical
4.0.11	KS concurred this is a good opportunity to review the skill sets across the HRUC board. The importance of good governance to ensure the right skills mix are in place across each committee of the board (and not necessary to replace like for like vacancies).
4.0.12	KS commented that this could be achieved by hybrid approach of use of own networks and a targeted recruitment campaign to attract specific industry specialist governors/Chairs of committee.
4.0.13	PP agreed this a good opportunity to review the skills representation across the board and highlighted FE Governor Vacancy as a priority to follow the government best practice guidance.
4.0.14	In recent external board review inspections across the sector, the lack of FE specialist on the board has been brought up.

4.0.15	Governors agreed that use of our networks is an effective way of bringing strong candidates into the board, particularly to fill the specific skills gaps (page 2) and also bearing in the mind the diversification profiles (page 1), to build a strong board that leads into the future.
4.0.16	KS has a known network e.g. FE principals/deputy principals (outside of HRUC's catchment) that could bring the required FE skills.
ACTION 8:	KS to approach known FE sector specialists (including nearly retired principals / deputy principals) and provide SGR committee with a shortlist of names.
4.0.17	Other EMT colleagues have strong networks of people they know who specialists from a wide range of sectors.
ACTION 9:	All SGR committee to approach their networks for potential Governor candidates.
4.0.18	Accounting and Audit firms (KPMG, Deloitte's) could be approached for consideration of joining the Board, as part of their professional development activity.
ACTION 10:	HRUC Governor Vacancy advertisement to be produced, which specifies each specialism that is being sought after by the Board.
4.0.19	Members can use the advertisement to approach their respective networks.
ACTION 11:	MN offered to approach her known networks within the Government Finance specialism.
4.0.20	Governors AGREED that the Chair of F&R and A&R are priority roles to be filled, as the incumbents reach the end of their respective terms of office. Skills requirements: accountancy background for F&R and auditing background for A&R.
4.0.21	It is good practice, where possible, for Chairs of Committees to be recruited internally via internal succession planning routes, when the appropriate skills are in place.
4.0.22	It is best practice for the Chair of Corporation to be recruited via an external recruitment company (approximate cost £2k - £12k).
4.0.23	HRUC will engage an external recruitment company for candidates to apply for the vacancy role in advance of the current Chair of Governor's term of office coming to an end in summer 2025.
4.0.24	It is beneficial for a Net Zero/Sustainability Governor to be brought into the F&R committee.
4.0.25	PP pointed out that agenda item 4.3 is Retiring Governors and is further down the agenda.
4.0.26	AM is the Chair of F&R Committee (a retired Accountant) and is coming to end of term of office – his valued opinions were sought on succession planning and filling skills gaps within HRUC Board:
4.0.27	AM agreed for the focus to be on filling the roles of Chairs of F&R and A&R committees, in the first instance, as technical/specialisms.
4.0.28	AM encouraged the Chair of F&R role be recruited asap, to enable time for the successor to shadow the incumbent, in order to understand the nuances of FE accounting, regulations and terminology and to quickly become a fully working member of the F&R committee
4.0.29	AM explained that a corporate accountant may initially struggle to understand the nuances of FE.
4.0.30	AM agreed with the importance of age/BAME/gender diversification considerations.
4.0.31	SK recalled an exceptional young person who used to be on the RuTC Audit Committee, who worked for a large accountancy firm and was aged in his late 20s, who brought significant insight and enthusiasm [diversification to the Board was his age and ethnicity].
4.0.32	Use of a recruitment agency is beneficial to the effective and targeted recruitment of certain profiles/skills sets of Governors.
4.0.33	Governors would like a long term and effective Talent Pipeline to be developed, for example, in the form of Non-Executive Directors (NEDs) who are brought in and supported in their development towards becoming a full Governor on the board in the future, e.g. to shadow Governors.
4.0.34	This will help to bring in the more youthful insight and perspective to the Board.
4.0.35	An initiative that HRUC may wish to consider is the effective use of a "Shadow Board" younger member who are purely there for succession/talent pipeline purposes; aged typically in 20s; given a Governor mentor from the main Board and who acts as shadow members (non-voting rights) and are in place for 3-6 month periods. This provides the younger person with a flavour of governance and the committee activity.

4.0.36	SK thanked all for the good discussion that has taken place and summarised the next steps: a) Governor advertisement to be prepared stating the sought after specialisms b) SGR members to approach their networks to suggest lists of candidates c) Recruitment agencies to be considered, particularly for Chairs of committees.
4.0.37	Governors AGREED for the creation of a new “Succession Planning Sub-Group” to feed back into the SGR Committee.
4.0.38	The purpose of the succession group is to: a) react quickly to CVs coming in, as suggested by our networks or recruitment agencies b) to interview the applicants c) respond to the applicants in a timely and agile manner.
4.0.39	RESOLUTION – following a vote, it was agreed that SK will Chair the Succession Group.
4.0.40	A NOMINATION was received for AM as second Governor of the Succession Group.
4.0.41	It was AGREED that PP/RK will attend/support the succession group and prepare the reports that will feedback into SGR Committee.
4.0.42	RK confirmed overall Governor Attendance 2023-24 at Committee meetings is strong.
4.0.43	Governor attendance did fall below the best practice of 70% attendance on two occasions: a) September CO: 40% attendance (3 out of 5 governors were absent, meeting was non quorate). b) October Governor Conference: 64% attendance (5 out of 14 Governors were absent).
4.0.44	There are known Governors who have repeatedly missed Committee meetings, which affects the overall attendance and participation rates.
ACTION 12:	SGR Committee AGREED for ND (Chair of Governors) to have an offline conversation with the known Governors, to see how support can be put in place, with the aim of improving their overall attendance and participation.
4.1	New Governor Organisation Chart 2023-24:
4.2	HRUC Governor Link Scheme:
4.2.1	RK talked to a first draft of the organisation chart with 9 proposed Link Governors.
4.2.2	PP had provided a Link Governor supporting paper.
4.2.3	Link Governor Scheme is an increasingly important function of the board. It creates a link to the day-to-day activity at the campuses, whilst providing assurance to the Board, that the executive team are undertaking the duties correctly.
4.2.4	DM commented that curriculum staff welcome and interact well with the Link Governors on campus.
4.2.5	It is also a mandatory function as part of Ofsted preparedness and compliance.
4.2.6	An example of where the Link Governor Scheme has worked effectively is Governor Nasim Khan who is the Link Governor for Safeguarding - he attends regular College meetings and feeds back both ways (to the College staff and to the Board) about the close monitoring of safeguarding matters.
4.2.7	Members discussed the Link Governor Scheme:
4.2.8	Governors expressed positive feedback about the effectiveness of the Link Governor Scheme, in that it provides a tangible two-way opportunity for Governors, Staff and Students to interact and to discuss/understand the issues on the ground.
4.2.9	Some Governors find it challenging to find the time to devote to coming on campus.
4.2.10	Clarity of the frequency/duration and online vs. in person learning walks expectations is beneficial.
4.2.11	DM concurred with the power of Staff/Students interacting with Governors at the campuses and for Governors to be able to articulate what the Staff/Student experiences are ‘on the ground’.
4.2.12	A Link Governor has met with a curriculum staff member (three times a year) such as an Assistant Principal in charge of a Subject Sector Area and/or a Head of School followed by drop in’s into classrooms to meet with diverse groups of students to discuss the benefits of some of the facilities that Governors have approved the funding of. The visit would typically last for 2 – 3 hours of a morning.
4.2.13	As part of Ofsted preparedness, Governors on the Link Scheme are able to talk with knowledge on specific topics e.g. the Skills/Careers.

4.2.14	The Link Governor activity is described within the job description of a Governor role.
4.2.15	Clarification of the role of the Link Governor is vital to achieving effective governance where staff and students can clearly articulate how a Link Governor can contribute to bringing about improvements to the College life and processes.
4.2.16	Link Governors interact and feedback with committees and the College community that we serve.
ACTION 13:	Up to date Governance Organisation poster to be displayed in all campus receptions which clearly shows Link Governors.
4.2.17	Governors agreed that the Link Governor Scheme feeds overall confidence and is a virtuous circle. The Link Governor plays an advocacy role both on the Board and at the College.
4.2.18	Link Governor role is to be focussed on “Outcomes” what is it that this role is attempting to achieve.
4.2.19	Clarification of the minimum set of expectations/requirements and a proper understanding of the feedback loop of a Link Governor is beneficial. Link Governors can operate with openness/flexibility whilst ensuring they achieve at least the minimum expectations.
ACTION 14:	Governor job description to be revised, to state focus on the Link Scheme outcomes.
4.2.20	There are 6 mandated Link Governor roles as prescribed by the Government: SEND, People & EDI, Health & Safety and Data Protection, Safeguarding and HE.
4.2.21	A balance needs to be struck on how many additional Governors can be asked to cover additional topics/specialisms.
4.2.22	RK was thanked for producing the Governance organisation chart.
5.0	Governor Training 2023-24: (
5.1	An information report was provided in the pack and was taken as read by Members.
5.2	Due to time constraints during the meeting, a discussion about this item was unable to take place.
5.3	RK was thanked for providing the report.
ACTION 15	Governor's Training update report to be provided at 1st May 2024 SGR Committee. RK to provide periodic updates to SK on Governor progress/completion rates.
6.0	Terms and Conditions harmonisation and Pay Alignment:
6.1	JA had provided two reports, for information only, to summarise the work that has taken place, post merger, on the harmonisation of the terms & conditions and the pay alignment piece, which were taken as read.
6.2	As stated earlier in the meeting, JA will circulate a Draft People Plan to Governors at both SGR and F&R committees.
6.3	Appendix 1 includes the comments that have been received from the Trade Unions.
6.4	In the main, UCU are on board with all suggested proposals.
6.5	The process of harmonisation and pay alignment would mean that HRUC have introduced terms and conditions that are above AoC benchmark – it would add an extra cost to the wage bill, and the CFO has confirmed this is within HRUC's tolerance to do so.
6.6	KS concurred, that HRUC's approach has been for pay and conditions to be: <ul style="list-style-type: none"> a) at or above AoC benchmarks, done at cost b) competitive pay settlement c) committed to longer term pay strategy
6.7	HRUC position is that backdating to 2023 would be challenging. The investment has been put into the resources: RC staff received pay rise that matched HCUC staff.
6.8	Established precedent is that pay alignments are not backdated.
6.9	Governors discussed the backdating of the pay alignment: 1 st January 2023 (as requested by unions) vs. 1 st January 2024 or 1 st April 2024.
6.10	Governors provided RECOMMENDATION for a 2024 date and not to backdate to 2023 and were based upon: <ul style="list-style-type: none"> ▪ HRUC's 2023 books are closed, and the costs cannot be backdated to the previous year ▪ Staff benefits have been made across the group
6.11	Governor's commended JA's team and thanked them for a good piece of work.

6.12	KS thanked JA's team for the work.
ACTION 16.	JA to take the HR reports to the 6th March F&R Committee, for full RECOMMENDATION to the 26th March Corporation.
6.13	JA confirmed that all staff will improve and that there are no staff who are the same or worse off.
6.14	KS advised that UCU (the main teaching union) are likely to settle with HRUC's 2024 date. Unison are a bit more unclear, but are hopeful that Unison will also accept the package
6.15	Governors AGREED for the 1 st April 2024 as the suggested date for the pay alignment and for this item to go forward to the F&R committee on 6 th March.
6.16	JA had also included the Gender Pay Report in the pack (page 46-49), provided for information only.
7.0	HRUC Policies:
7.1	Nisan Sharp (NS) joined the meeting at 5.12pm
7.2	PP introduced NS, who has joined the team on a secondment basis, as HRUC Policies Lead.
7.3	Governance provided assurance to the Board that policies are important to the HRUC Group and will be well managed. There is a need to bring compliance and coherence to ensure the policies are all in date and correctly displayed on the college website, meeting the best practice.
7.4	NS provided an opening few lines of introduction of the work that has taken place so far: a) focus on reviewing/approving and publishing the high priority policies b) Timeline of when HRUC policies are due for renewal by the Board c) refresh of Staff intranet Policies content, to make it more user friendly d) refresh of HRUC website Policies content is being cleared up
7.5	List of policies to follow: date of when a policy has been authorised, date of when it needs to be re-authorised with a three month count down time to ensure sufficient time for coherent compliance. All HRUC policies are to be reviewed by Easter 2024 and be in a position that HRUC website will be accurate and up to date.
7.6	NS was thanked and the Board welcomes receiving a timeline of HRUC policies due dates.
7.7	NS left the meeting at 5.16pm.
The open section of the meeting was closed at 5.16pm.	
Agenda Item 8 was a confidential section of the meeting and was open at 5.16pm to 5.31pm.	
Due to commercial sensitivity, the confidential minutes for Agenda Item 8 are available to SGR Members.	
The open section of the meeting was re-opened at 5.31pm for Agenda Item 9 and 10.	
9.0	Any other business:
9.1	Richmond upon Thames School
9.1.1	IV used to be the link governor to the board of Richmond upon Thames School, which is situated next door to RuTC. SK has kindly stepped in and represented HRUC at a meeting recently.
9.1.2	Richmond upon Thames School have specifically asked for KS (Chief Executive) to join their Board, to act as a long term and key partner. GH is already on the Board.
9.1.3	A formal VOTE was taken and KS was RATIFIED as the board member for the Richmond upon Thames School Board.
10.0	Dates of the next meeting:
	Wednesday 1 st May 2024 @ Uxbridge campus
	Meeting closed at 5.33pm

Signed: *Susan Kingman*

Date: 03 / 05 / 2024