

MINUTES

Governance and Remuneration Committee Meeting
held via Microsoft Teams
Tuesday 5 December 2023 at 16:00

Date and timings:	16:00 to 18:15	
Location	via Microsoft Teams	
Present (Governors):	Sue Leonard (Chair) (SL) Gerry Bender (GB) Denise Brown (DB) CEO and Principal Rick Olver (RO) Roland Anderson (RA) Paul Gribbon (PGr)	
Clerk to the Corporation	Lana Jackman (LJ)	
Minutes	Carrie Brown (CB) College Group Clerking and Policy Officer	
In attendance	Roney Brooks- Executive Director for People and Organisational Development	
Apologies		
Quorum (4)		
Item		Action lead
1.0	Preliminary items.	
1.1	Welcome to Paul Gribbon. SL welcomed Paul Gribbon to his first Governance and Remuneration Committee.	
1.2	Apologies for Absence. None.	
1.3	Declarations of Interest. There were no other new declarations of interest other than those already standing <i>(in accordance with the requirements of section 177 of the Companies Act 2006).</i>	
1.4	Urgent items of other business. None.	
1.5	Terms of Reference. The Committee <u>ACCEPTED</u> the Terms of Reference with the amendments outlined below. DB asks that the Terms of Reference made it clear that DB is a member of the Committee for Governance but not a member for the Remuneration section. GB and PGr ask that there is additional clarity added into the Terms of Reference to ensure that all references to the remunerated Chair state the Chair of the Corporation Board.	

2.0 Minutes of previous meeting.

2.1 Minutes of the meeting held on 5 September 2023.

The Minutes of the meeting held on 5 September 2023 were **APPROVED** as an accurate reflection of the meeting.

2.2 Matters Arising.

PGr notes that the Governors pages on the website have now been updated.

Guide to expectation of Governors was discussed and it was agreed that the expectations in the induction covered this point effectively and a guide would not be necessary.

3.0 Chair Update.

3.1 FE Student Governor- update.

LJ updates the Committee regarding the recruitment process for the FE Student Governor, a role which has been a challenge to fill at SECG. LJ notes her work with Amanda Looker and Unloc to create a bespoke package for recruitment of a FE Student Governor.

GB asks if one FE Student Governor is enough for SECG given the number of Colleges that the Group has.

DB detailed that SECG is proposing 3 student councils, one for each College, and from that there will be an overarching FE Student Governor on the Corporation Board who will garner information from the student members of the local college councils. DB adds that there will be a discussion at the Board Development Day 23 January 2024 about the Governance structure supporting the Group Structure .

RO reflects on his experience at the AoC Student Voice Conference and notes the importance of College Learner representation on the Corporation Board.

3.2 HE Student Governor Mentorship Programme- update.

LJ details her concern about the current HE Student Governor noting the lack of response to emails.

The Committee reflect on the HE Student Governor's first board experience noting the improvements that need to be made in this area including having a laptop/tablet ready, access to paperwork be it electronically or a paper copy and a 'walk through' of the meeting in advance of the meeting starting.

DB notes that when contact is next made with the HE Student Governor that all the required equipment is ready, and everything is in place for them to have a positive experience. LJ adds that she will mentor the HE Governor with DB offering the assistance of Senior Leaders to give additional support in a hybrid model.

3.3 Progress on mentor system for new Governors.

The Committee **AGREED** to the outlined mentor system with the amendments outlined below.

RA details that he liked this structured approach outlined in the paper.

SL asks that the notion of informal, adhoc contact is added into the structure explicitly on the Student Governor framework so that the Student Governors can make contact should a question arise.

PGr asks for more clarity on the time commitment- LJ details that this is 5 sessions overall 35 minutes each but more can be agreed between the mentor and mentee. It was agreed that the mentor and mentee will arrange these meetings between themselves without the assistance of Governance Professionals.

RO details the partnerships between the Governors:
Paul Gribbon- Roland Anderson
Steve Collins- Lee Freeman
Seye Awolusi- Gerry Bender
Aaron Thompson- Sue Leonard

The Committee agreed to these pairings which will be recommended to the Corporation Board.

4.0 Corporation Membership, Recruitment and Succession Planning.

4.1 Extension to 09 July 2024 of Roland Anderson Term of Office and 21 March 2028 for Sue Leonard's Terms of Office.

The Committee **APPROVED** the extension of Sue Leonard and Roland Anderson's Terms of Office these are to be ratified by the Corporation Board.

4.2 Board changes including informing the Charity Commission and ESFA- update.

LJ informs the Committee that she has formally updated the Charity Commission and ESFA on the changes to the SECG Corporation Board including updating the details of the Chair of Corporation.

4.3 Vice-Chairs Recruitment Review.

The Committee **NOTE** the Vice-Chairs Recruitment Review paper and **ACCEPT** its recommendations.

RO and RA present the Vice-Chairs Recruitment Review paper highlighting the recommendations. RO details the process that took place including reviewing paper evidence and interviewing those involved.

4.4 Recruitment Procedure and Succession Planning Policy.

The Committee **APPROVED** the Recruitment Procedure and Succession Planning Policy which had been updated to reflect the recommendations from the Vice-Chairs Recruitment Review with the amendments outlined below.

DB comments that photographs and names should be redacted from the recruitment process.

DB felt that the balance of the Success Planning Policy need to keep the door open to have an external Chair to keep the remuneration option open as this is a challenging role to recruit.

SL felt that in the Success Planning Policy minimum requirements for internal promotion need to be fully considered. SL adds that 1:1 meetings with Chair and Governors should have a structure/framework for the conversation.

4.5 SEND Governance Framework Template- recommended to the Corporation Board.

The Committee **NOTE** the SEND Governance Framework Template.

4.6 SEND Governance Action Plan- recommended to the Corporation Board.

The Committee **NOTE** the SEND Governance Action Plan.

LJ notes that SEND is a statutory requirement and Governors need to have a firm understanding of this element of SECG. LJ notes that this document needs to be reviewed by the Executive Board.

SL details that this came up in the AoC Training and felt that this needs additional attention at the Corporation Board meetings- this needs to be a higher priority for future meetings.

GB echoed SL's point noting that SEND has not been explicitly brought to the Board's attention as it is a responsibility of the whole Governing body and asks for detailed information on this matter.

DB responds that a lot of information is provided to Governors on SEND learners, particularly at Curriculum and Quality Committee, there is also a live Governor Data Dashboard that reports on all equality of opportunity data including SEND and also detailed information is provided in reports detailing progress for learners with an Educational Healthcare Plan (EHCP), High Needs (HN) Learners and wider SEND learners. DB notes that there is overlap of the terminology which needs to be harmonized so that reports are cross referenced with SEND terminology making it clear to Governors what contributes to SEND. DM emphasized that Governors have received the information required for SEND. DB details that this is a good time to review the reporting and management in this area with this being in one document on an annual basis.

RA notes his concern about the increasing trend of SEND learners, detailing that this is a College Strategic aim to provide an inclusive education.

DB notes that SEND learners perform better at SECG than regular learners which is detailed in the SAR.

4.7 AoC 6 Principals Governance Code Template.

The Committee **NOTE** the AoC 6 Principals Governance Code Template noting that the detail of this template will be finalized for the March Corporation Board meeting.

4.8 Lead Governor for HE and Careers.

Aaron Thompson is confirmed at the Lead Governor for HE and Gerry Bender for Lead Governor Careers.

5.0 Governance and Committee matters.

5.1 Directors' Note and Prospects Training Solution Articles.

The Committee **NOTE** the Directors' Note and Prospects Training Solution Articles.

5.2 Individual and Committee Self-Assessment Data 2022-23- for Audit Report.

The Committee **NOTE** the Individual and Committee Self-Assessment Data 2022-23.

RO notes the need to change the colouring on the RAG rating.

5.3 External Board Review update and action plan.

The Committee **NOTE** the External Board Review update and action plan.

5.4 Instrument & Articles and Standing Orders- update.

LJ gives a verbal update on the updating of the Instrument and Articles noting that this will be reviewed with DB and RO now the Chair of the Corporation is fully in place.

5.5 Governance and Corporate Statement- for Audit Report.

The Committee **NOTE** the Governance and Corporate Statement.

6.0 Governors Training and Development Programme.

LJ notes that she is working with DH and ZM on having a Governance budget for next academic year to update the Governors training and development programme. LJ gives an update on the ETF offer which Governors can access all year.

LJ details that there will be a programme put in place for Chairs of Committees and also those who seek to Chair the Corporation Board.

SL gives positive feedback on the free ETF Training that she has attended.

6.1 ETF Training and Development Programme.

Discussed in item 6.0.

6.2 Audit Training for Governors- to be discussed.

PGr notes that Governors in ARC would like more training from a domain expert. Linda Everard has provided details of an internal facilitator, but the content and framework need to be investigated.

6.3 Cyber Security Training for Governors.

PGr notes that he is delivering Cyber Security Training for Governors at 18:00 today.

6.4 Governors Mandatory Training.

The Committee **NOTE** the Governors Mandatory Training report.

RB presents her report noting that the SECG cannot accept external training certificates due to ensuring the quality of the training (including how legally up to date the training is) and the consistency of training.

RB notes that after reviewing it has been decided that fire safety training is no longer required for Governors due to the limited time periods that they are on site- should there be a fire Executive Board would lead Governors safely off site as they would with any external visitor.

RB adds that after reviewing it has also been decided that Governors will not be required to undertake manual handling training due to the lack of relevance for this role.

SL asks why there are no risks outlined in the report. It is agreed that this is a typo error and that this is a risk and will be reflected in future cover reports. RB also states that mandatory training is not a specific element on the risk register. DB agrees that this will be added to the risk register under governance.

PGr notes that for Cyber Security the training needs to not only be around how to keep SECG information secure etc but also it needs to be around ensuring that Governors are aware of their responsibilities in holding SECG to account for what they are doing in terms of Cyber Security.

GB asks if the platform has been changed for the training and development programme? RB responds that SECG has two portals for both elements of the training. RB to email GB with his training requirements.

LJ notes that KCSIE has been read by all Governors but they haven't completed the quiz.

RO details that there needs to be more clarity for Governors on what is required, accessibility and expectations. RB to email all Governors with an update of mandatory training requirements for all Governors.

11.0 Dates of future meetings.

Tuesday 12 December 2023 08:30 The Backstage Centre Limited, Purfleet

Tuesday 6 February 2024 16:00 MS Teams

Tuesday 7 May 2024 16:00 MS Teams

Tuesday 2 July 2024 18:00 MS Teams

There being no further business the meeting ended at 18:15 hrs

Signed.....Dated.....

Meeting of the Governance and Remuneration Committee Meeting

Matters Arising and actions from previous meetings.

Actions to be confirmed ongoing/completed

Actions confirmed completed will be removed from the table.

Item	Actions	Deadline	Lead	Status
Actions from 5 September 2023				
3.2	LJ to complete a report that compares SECG Corporation Board make up to that outlined in the national DfE report.	Post EBR	LJ	
Actions from 5 December 2023				
1.5	Terms of Reference to be amended to include the following clarity that DB is a member of the Committee for Governance but not a member for the Remuneration section and additional clarity added into the Terms of Reference to ensure that all references to the remunerated Chair state the Chair of the Corporation Board.		LJ	
3.2	A more considered effort to be made to ensure that the HE Governor has all of the tools necessary to undertake her role fully and to have a full mentor programme in place.		RO/LJ	
4.4	Recruitment Procedure to be amended to include that photographs and names should be redacted from the recruitment process.		LJ	
4.4	Succession Planning Policy to be amended so that the balance ensures the need to keep the door open to have an external Chair to keep the remuneration option open as this is a challenging role to recruit.		LJ	

	Success Planning Policy to be amended to highlight minimum requirements for internal promotion need to be fully considered.			
4.4	1:1 meetings with Chair and Governors should have a structure/framework for the conversation.		RO	
4.5	SEND Governance Framework Template to be reviewed by Executive Board for further development.		LJ/DB	
4.6	SEND Governance Action Plan to be reviewed by Executive Board for further development.		LJ/DB	
4.6	Annual Report on SEND progress to be received by the Corporation Board and future papers to the SECG Committees to have more clarity on language surrounding what comes in the bracket of SEND.		Exec Board	
6.4	RB to email all Governors with an update of mandatory training requirements for all Governors.		RB	
8.0	RO to have the time commitment for the Peabody Academy as a standing item on the agenda for his 1:1 meetings with the CEO.		RO	

ⁱ The code of conduct for Governors requires governors to be honest and open with regard to conflicts of interest (either real or perceived). Governors must not use their position for personal gain in business, political or social relationships. Therefore, a governor who has, or may be perceived to have, such a personal interest in a particular matter under consideration should declare that interest, withdraw from all discussions relating to it and take no part in any vote on such matter.