

MINUTES

**Governance and Remuneration Committee Meeting
held via Microsoft Teams
Tuesday 6 February 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) Group CEO Rick Olver (RO) Paul Gribbon (PGr)
Clerk to the Corporation	Lana Jackman (LJ)
Minutes	Carrie Brown (CB) College Group Clerking and Policy Officer
In attendance	Roland Anderson (RA)
Apologies Quorum (4)	Lana Jackman (LJ) Executive Director for Governance

Item

1.0 Preliminary items.

1.1 Apologies for Absence.

None.

1.2 Declarations of Interest.

There were no other new declarations of interest other than those already standing *(in accordance with the requirements of section 177 of the Companies Act 2006)*.

1.3 Urgent items of other business.

None.

2.0 Minutes of previous meeting.

2.1 Minutes of the meeting held on 5 December 2023.

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

2.2 Matters Arising.

SL asks about the progress on the mentoring meetings for the new Governors? The Committee give feedback noting that a number have either taken place or are scheduled to take place. Those that are outstanding will continue to be pursued.

RO asks for an update on the SEND action plan? DB notes that there is need have a specialist SEND Governor to implement this. The Committee **AGREE** to meet outside of the meeting to discuss the recruitment process for new Governors.

3.0 Chair Update.

SL need to evaluate the meeting and the questions have been circulated.

4.0 Corporation Membership, Recruitment and Succession Planning.

4.1 Extension of Lee Freeman's Term of Office until 9 July 2024.

The Committee **AGREE TO RECOMMEND TO THE CORPORATION BOARD** the extension of Lee Freeman's Term of Office until 9 July 2024.

DB notes the importance of extended this term of office due the quoracy issues.

GB asks if LF does not want to continue for another term? RO responds that LF had expressed that he would consider another term. DB adds her observation that in the last recruitment round a number of governors were recruited who are qualified accountants in anticipation that LF had flagged his intention to leave. DB notes that whilst it might be tempting to agree a second term a skills audit needs to take place to look at the balance and mix of the board moving forward.

4.2 Recruitment of New Governors.

SL notes the need for a Governor for expertise on SEND and four new Governors to ensure quoracy and to have a correct skills balance. An analysis on skills needs to take place to ensure that the skill set is correct. **ACTION:** LJ and CB to look into a bursary for the recruitment process.

GB notes the need to have a careers specialist due to the Governors statutory duty in this area. CB adds that HR and wellbeing are also now statutory area that the Governors need to be fully appraised of therefore a HR professional may aid with this. SL notes the need to have a essential a desirable for the areas we need to have covered.

5.0 Governance and Committee matters.

5.1 Student Governor.

CB confirms to the Committee that Jodie Curtis FE Student Governor has resigned from her position on the Board. CB notes the need to have student representation on the Board and asks if SECG Corporation Board is doing everything it can to resolve this matter as swiftly as possible and if the Board is confident in the action steps towards resolving this.

RA raises having a Governor attend a Student Council meeting to explain the role and put a face to the Board. GB agrees noting that the Board needs to go to the learners to engage with the student representatives. PGr echoes this noting that putting Governors amongst the learners in the canteen over lunchtimes and having a roadshow to respond to questions and queries.

CB details that she and Aaron Thompson (who has a Student Union background) could meet with the Learner Representative to give the details on the Student Governor roles, why they are important, there impact and also the opportunities the experience offers.

DB raised the importance of resolving this and the linkage to the SECG Instruments and Articles and felt something stronger needed to be put in place. DB felt that having an attendance allowance for the meetings and an iPad that they could keep at the end of their terms of office may aid. DB notes that a number of learners work and therefore this needs to be incentive for the learners to take on this role.

ACTION CB/LJ to check the rules around subsistence allowance for the student representatives.

5.2 Unloc Proposal

CB presents the proposal from Unloc with a programme to aid with the recruitment of Student Governors to the Corporation Board.

RO and DB note the expense of the programme.

RA was strongly supportive of the package and asked if part of the programme could be used with a cohort of interested learners from the Student Representatives meeting? This programme would be part of the enticement for becoming a Student Governor alongside having a mentor.

GB asks what the feedback is like from other Colleges that have used the Unloc programme? CB responds that the Unloc programme is well known in the sector and has very strong credentials with the AoC.

The Committee **AGREE** to defer the proposal for next year to build a cohort with the current student council with the current SECG budget. Next year the Committee would like to have a presentation from Unloc and direct feedback from other Colleges that have used the service.

5.3 Succession Planning Policy and Recruitment Procedure.

The Committee **AGREE TO RECOMMEND TO THE CORPORATION BOARD** the Succession Planning Policy and Recruitment Procedure with queries to be emailed across to LJ once she returns from leave.

5.4 Skills Audit.

CB presents the Skills Audit and SL notes that these templates have a SMARTer framework and give clear explanation of how judgements were formed. SL asked for feedback on the templates.

The Committee reflect positively on the template that allowed for reflection and commentary. DB notes that she liked the tight definitions in the Excel Skills Audit and wondered if there could be a fusion of the two documents.

Comments and reflections to be emailed to SL, LJ and CB. SL notes that the new Skills Audit would need to be in place for next academic year.

5.5 Chair of the Governance and Remuneration Committee 7 May 2024.

The Committee **AGREE** to GB to Chair the Governance and Remuneration Committee 7 May 2024 as SL will be absent.

5.6 Reflection from the Board Development Day- including LINK Governor scheme.

RO link Governor scheme cannot be moved forward until the new structure is in place. DB notes that this needs to be go the March Board for full approval and move this forward for the next academic year.

5.7 External Board Review.

CB presents an update on the External Board Review which is taking place 24-15 March 2024.

GB noted how fantastic the reports were and thanked LJ for her hard work on these reports.

5.8 EDI Workshop Report.

The Committee **NOTE** the EDI Workshop Report.

RO noted how fantastic the reports were and thanked LJ for her hard work on these reports and the context of the five aims were very useful. RA echoed RO thanks and the importance of EDI.

5.9 Continuing Professional Development of the Executive Director for Governance.

The Committee **AGREE TO RECOMMEND TO THE CORPORATION BOARD** the continuing professional development proposed for the Executive Director for Governance.

RA reflects on LJ as an asset to SECG and would like to understand more the funding for this and if the funding is allowed and details his concern regarding the time implications of undertaken the development.

PGr supports the proposal but would like more understanding on the cost implications and the time commit and the commitment to the College moving forward.

DB reflects on the CPD that was part of the commitment to LJ accepting this role. DB notes that the process and finance for the PhD should be managed via the Staff Development process. DB adds that she would

like an understanding around if this would be completed alongside the Advanced Diploma or if the Advanced Diploma has now been completed?

GB comments on what a fantastic opportunity this is for LJ and the positive impact it will have on SECG.

10.0 Dates of future meetings.

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				
4.4	1:1 meetings with Chair and Governors should have a structure/framework for the conversation.	June 2024	RO	
4.5	SEND Governance Framework Template to be reviewed by Executive Board for further development.		LJ/DB	<i>Awaiting completion – deferred until new SEND Lead in College post</i>
4.6	SEND Governance Action Plan to be reviewed by Executive Board for further development.		LJ/DB	<i>Awaiting completion – deferred until new SEND Lead in College post</i>
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	<i>Awaiting completion – deferred until new SEND Lead in College post</i>
Actions from 6 February 2024				

4.2	LJ and CB to look into a bursary for the recruitment process for new Governors		LJ/CB	<i>Form filled 11.03.2024</i>
5.1	Check the rules around subsistence allowance for the student governors		LJ/CB	<i>Awaiting information from AoC – emailed 11.03.24</i>

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.