

MINUTES

**Governance and Remuneration Committee Meeting
via MS Teams
Tuesday 13 May 2025 at 18:00**

Date and timings:	18:00 to 19:59
Location	MS Teams
Present (Governors):	Rick Olver (RO) (Chair) Gerry Bender (GB) Denise Brown (DB) Group CEO Dame Sally Dicketts DBE (SD)
Clerk to the Corporation	Lana Jackman (LJ) Group Executive Director for Governance and Strategy
Minutes	Carrie Brown (CB) Head of Governance
Apologies	None

Item

- 01.00 Chairs Welcome**
RO welcomes everyone to the meeting.
- 02.00 Preliminary items.**
- 02.01 Apologies for Absence.**
None
- 02.02 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)*.
- 02.03 Urgent items of other business.**
None.
- 03.00 Minutes of previous meeting and matters arising.**
- 03.01 Minutes of the meeting held on 21 January 2025 and matters arising.**
The Minutes of the meeting held on 21 January 2025 are **APPROVED** as an accurate reflection of the meeting. No matter arising were raised.
- 04.00 Instrument and Articles of Governance**
The Governance and Remuneration Committee **RECOMMEND TO THE BOARD** the Governance Policies with the amendments outlined below.
- The Governance and Remuneration Committee **RECOMMEND TO THE BOARD** the Instrument and Articles of Governance with the amendments outlined below.
- LJ outlines the changes to the Governance Policies. A discussion takes place regarding reimbursement of childcare costs, which are currently stated as £12 per hour. It is noted that, following research, this rate would be difficult to secure. SD highlights that childcare costs are not currently being claimed. DB

comments that HE learners and staff Governors may require this support. The Committee **AGREES TO AMEND** the policy to state: “*reasonable childcare costs for the local area.*”

LJ confirms that the title of the relevant DfE postholder will be added into the Governance Policies once confirmed.

LJ notes that the current quoracy for the Audit and Risk Committee is three, and the Governance and Remuneration Committee **AGREES** that this should remain.

The Committee also **AGREES** that the current number of Corporation Board members is too low. DB refers to section 4.3 on composition, noting that the Audit and Risk Committee currently has seven members and the Governance and Remuneration Committee six members. She highlights that these numbers are too high given SECG currently has only nine Corporation Board members.

DB recommends reducing the Audit and Risk Committee membership from seven to a maximum of four, and reducing the Governance and Remuneration Committee to four members for Remuneration and five for Governance. The Committee **AGREES** to this amendment.

The Committee also **AGREES** that Local College Boards should consist of one Independent Governor and a minimum of three, and maximum of six, Community and Business Representatives to provide flexibility and responsiveness.

DB suggests that the Basildon Local College Board should broaden its approach and consider recruiting a representative from Essex County Council or the Essex Chamber of Commerce. GB highlights upcoming changes in the Essex political landscape, including shifts in Council structure, and stresses the importance of SECG staying ahead of these developments. GB adds that, given the wide geographical spread of the Basildon campuses, there must be a sharper focus on the target area. SD emphasises the need for Local College Board representatives to align with both community and curriculum needs.

DB notes that Local College Boards must engage with the Accountability Statement and the Growth Strategy in relation to their specific Colleges, both of which are significant pieces of work. She further states that student experience should feature more prominently on Local College Board agendas, and that the LSIP plan must be reviewed locally, particularly regarding curriculum design to meet regional skills needs.

LJ stresses that Local College Board Chairs need to apply their knowledge of the Accountability Statement, Growth Strategy and LSIP to their Boards and require additional support in this area.

SD raises concern about the lack of clarity among College Principals regarding the purpose of the Local College Boards. He observes that Principals do not see the Boards as holding them to account, and instead are too closely involved with the Local College Board Chairs. SD emphasises that Principals require clear guidance on this accountability relationship. She also stresses that Local College Boards must focus on whether the curriculum is being designed to meet the needs of local residents, including assessment and attendance. SD adds that College Principals should identify the five key employers, communities and stakeholders in their area and invite them to Local College Board meetings.

DB proposes a workshop to explore the potential of the Local College Boards.

ACTION: Local College Boards to be added to the Board Development Day agenda or addressed through a discussion with the Chair of the Corporation Board and Local College Board Chairs.

ACTION: AF to work with the College Principals to develop the Local College Boards in line with their purpose.

CB notes that discussions between Local College Board Chairs and College Principals have been steering meetings without either party fully understanding the intended purpose. This has limited Governance involvement and, at times, led discussions outside the scope of the Terms of Reference.

05.00 Review Committee Membership.

05.01 Governance and Remuneration Committee.

The Governance and Remuneration Committee **REVIEW AND AGREE** its membership noting that once the Corporation Board has at least three more members an additional member of this Committee will be added.

The Governance and Remuneration Committee discusses the need for at least two additional Corporation Board members, in addition to Marco Steel should his appointment be approved. It is noted that the current low membership of the Corporation Board places an increased burden on existing members.

05.02 Audit and Risk Committee.

The Governance and Remuneration Committee **REVIEW** the Audit and Risk Committee membership with a review to reconstitute once the recruitment process for the Corporation Board is completed.

The Committee have a discussion around the Chair of Audit and Risk Committee and it was discussed that AD does this on a probationary period. Concerns are raised regarding behaviour and interactions with the external auditors. SD notes that she has held clear discussions making it explicit that such behaviour is not appropriate.

ACTION: CB to email the external auditors to obtain clarity on their meetings with Independent Governors, with the course of action for the next Audit and Risk Committee to be confirmed.

The Governance and Remuneration Committee also discusses the membership of the Audit and Risk Committee. Concerns are raised about some members' understanding of Governance and the expected standards of behaviour, emphasising that decisions must be taken in the best interests of SECG rather than personal interests. It is noted that Governors should not engage directly with specific curriculum teams in this way.

It is **AGREED** that RO will Chair the final Audit and Risk Committee meeting of this academic year.

06.00 Appraisal Process.**06.01 Chair of Corporation Board.**

The Governance and Remuneration Committee **REVIEW AND APPROVE** the appraisal process for the Chair of the Corporation Board.

The Governance and Remuneration Committee **CONFIRM** that the Chair of the Corporation Board will do the appraisal of the Group CEO.

LJ presents her paper and the Governance and Remuneration Committee agrees with the external appraisal of the Corporation Board Chair noting that this is a good practice.

06.02 Governors Appraisal Process.

The Governance and Remuneration Committee **REVIEW** the appraisal process for Governors.

LJ presents her paper and asks whether the appraisal should be updated. SD agrees that it should be completed and refreshed. She also suggests that SECG should introduce an exit appraisal, similar to HR exit interviews for staff leaving the organisation.

DB recommends that the skills audit and appraisal are carried out together to ensure alignment and to avoid Governors feeling overwhelmed by multiple requests. The Committee discusses the pros and cons of combining the documentation, noting the need to balance obtaining honest responses with compliance with External Audit requirements.

ACTION: SD to work with LJ on the Governor Appraisal Process and circulate it to the Governance and Remuneration Committee.

GB comments positively on the in-person element of the appraisal process.

07.00 Regulatory Boards.

RO raises the issue of the regulatory boards, noting that these have not taken place during this academic year. He highlights that the current Terms of Reference are the same as those of the Local College Boards, and that a separate Terms of Reference is required.

DB observes that standard Corporation Board meetings do not allow sufficient time to scrutinise areas such as HE, SEND, careers, EDI, and Health and Safety. She states that these matters either need to be considered through extended Corporation Board meetings or addressed via the regulatory boards. SD suggests that some of these topics could be explored through deep dives at Corporation Board meetings, as it is important for the whole Board to be aware of them.

DB adds that some of these areas are not currently reported in a systematic way that provides the Board with assurance and oversight. SD agrees that reporting to the full Corporation Board would be appropriate.

The Committee discusses Governors' responsibilities for these matters and the mechanisms for feedback, noting that recent policy updates embed this within the Governor role. A further discussion takes place on whether to appoint Lead Governors or reinstate regulatory boards, with consideration given to the merits of each approach.

ACTION: Regulatory Boards to be included on the Board Development Day agenda to ensure Governors have ownership of this matter.

ACTION: LJ to review the items currently presented to the Board, identify those that require oversight, and prepare a list for discussion on how these areas will be addressed.

08.00 Local College Boards.

The Governance and Remuneration Committee **REVIEW AND NOTE** the Local College Boards paper.

DB notes that the paper is a helpful summary of what has taken place. RO felt that this is a good backing document for the discussion.

09.00 Governor Recruitment.

The Governance and Remuneration Committee **NOTE** that Governor Recruitment is a priority.

DB notes that recruitment of new Governors continues to be a challenge. SD comments that it would be beneficial to attract more Independent Governors with business backgrounds. Given the proximity to London, many business professionals work in London but live locally, and this could provide a strong recruitment pool.

ACTION: LJ to explore different recruitment agencies and obtain costings and timescales.

LJ confirms that SECG will be eligible for bursary funding for Governor recruitment, as previously utilised for the appointment of Paul Gibbon.

LJ notes that recruitment for a new Staff Governor is required as Jo Brooker's term is coming to an end. She explains that this has previously been managed through the HR process, but this proved problematic last year. She therefore seeks the Committee's view on moving the process forward through the Governance Team with a democratic vote.

SD advises that she has previously used a job description, particularly to emphasise the strategic responsibilities of the role, followed by a democratic vote. She highlights the importance of setting ground rules and ensuring candidates understand the strategic role of the Corporation Board.

The Governance and Remuneration Committee **AGREES** that LJ and CB will take forward the Staff Governor recruitment process.

10.00 Any Other Business.

10.01 SEN Reports.

The Governance and Remuneration Committee **REVIEW** the SEN reports.

LJ notes that the SEN Report should be presented to the Corporation Board annually and published on the website. She confirms that this is the first time the report has been brought to the Corporation Board during her time at SECG.

SD asks whether NG has reviewed the report and requests his additional comments.

ACTION: LJ to resend the SEN Report to NG to ensure his comments are incorporated.

GB requests that the language within the report is made consistent and that it fully celebrates the additional work SECG undertakes to support its SEN learners.

ACTION: All comments to be sent to LJ for inclusion, and the revised document to be presented at the Corporation Board meeting.

ACTION: SD requests that an SEN learner also reviews the report to ensure it reflects their lived experience and, where possible, contributes additional commentary.

10.02 Work Visa Update for Governor.

The Governance and Remuneration Committee **RECOMMEND TO THE CORPORATION BOARD** that SA has his term extended.

LJ notes that SA has had his Home Office visa extended for another two years.

10.03 Governor on site visits

LJ highlights the need for the Governor site visit form to be completed for every visit, with prior notification to the Governance Department.

SD emphasises that these forms are essential for Governors' security and therefore must be completed, though they are not required for formal Committee or Corporation Board meetings.

LJ adds that the forms also provide a record of site visits and ensure safeguarding for both Governors and the organisation.

GB asks whether the form is required for each review. SD responds that she does not feel Governors should be attending strategic meetings in this way, as reviews are more operational.

SD further notes that not having full assurance of who is on site presents a fire safety risk.

10.04 Celebrating Success.

RO asks if Governors can be invited to the Celebrating Success event? DB confirms that they can and a formal invite can go out to all Governors.

There being no further business the meeting ended at 19:59 hrs

Signed *Rick Oliver*

Dated 25th September 2025

Meeting of the Governance and Remuneration Committee Meeting

Matters Arising and actions from previous meetings.

Item	Actions	Deadline	Lead	Status
Actions from 13 May 2025				

04.00	Governance Policies and Instrument and Articles to be amended in line with the comments in this section of the minutes.		LJ	Completed
04.00	Local College Boards to be added to the Board Development Day agenda or via a discussion with the Chair of the Corporation Board and Local College Board Chairs.		SD/LJ	Completed
04.00	AF to work with the College Principals to move the Local College Boards towards their purpose.		AF	Completed
05.02	CB to email the external auditors to obtain clarity on his meetings with the Independent Governors and course of action for the next Audit and Risk Committee to be decided.		CB	Completed
06.02	SD to work on the Governor Appraisal Process with LJ and circulate to the Governance and Remuneration Committee.		SD/LJ	Completed
07.00	The Regulatory Board are added to the Board Development Day so that Governors have ownership of this matter.		SD/LJ	Completed
07.00	LJ to review what are the items that we put on the Corporation Board at the moment and why and have a list of the items that need to be covered for there to be a discussion to how the areas will be covered.		LJ	
09.00	LJ to look into some different recruitment agencies and obtain costings and time scales for Governor Recruitment.		LJ	Completed
10.01	LJ to resend the SEN Report to NG to ensure his comments are incorporated.		LJ	Completed
10.01	SD asks that an SEN learner also reviews the SEN report to ensure it reflects their experience and possibly add in some additional commentary.		LJ/DB	Completed

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.