

MINUTES

Further Education Corporation Meeting of the Governance and Remuneration Committee Monday 05 December 2022

Date and timings	16:00 to 17:24	
Location	Via Microsoft Teams	
Present	Roderic Gray (RG) Chair Elizabeth Sipiery (ES) Denise Brown (DB) CEO and Principal Gerry Bender (GB) Sarah Stone (SS)	
Clerk to the Corporation	Lana Jackman	
	0 x vacancies	
Apologies	Roland Anderson (RA); Louise Parr-Morley (LPM)	
Quorum (3)		
Item		Action lead
0.	Agenda	
1.	Preliminary items The Chair welcomed everyone to the meeting. It was proposed that Sarah Stone be appointed Vice-Chair of the Governance and Remuneration Committee. Elizabeth Sipiery nominated Sarah Stone and Gerry Bender seconded that motion. The motion carried. The Committee confirmed that appointment of Sarah Stone as Vice-Chair.	
1.2	Apologies for Absence Apologies were received and accepted from Roland Anderson (RA).	
1.3	Declaration 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 There were no urgent business notified to the Chair in advance of the meeting.	
1.5	Quorum	

The meeting was quorate throughout.

2. Terms of Reference for the GRC

The Committee discussed the first draft of the Terms of Reference for the GRC. Each member confirmed that they had read the document and raised queries on the following key issues:

- i. Quoracy. It was agreed that the Committee Membership should be four but could be extended from time to time. It was agreed that there should be a quorum of 3. The line which noted membership of six to be deleted. It was agreed that a smaller committee was more effective.
- ii. It was agreed that the option to invite other governors and the senior leadership team to attend should remain.

3. Minutes of Meeting of the Search and Governance Committee 3 October 2022

The Minutes of the meeting held on the 3 October 2022 were accepted and **Approved** as an accurate record.

3.1 Matters Arising

There were no outstanding matters arising from these Minutes not otherwise discussed elsewhere on the agenda except for the insertion of the omission: the Committee agreed that the Clerk would bring to the next GRC meeting the External Review Working/Action Plan drafted for the Executive Support Team. It was confirmed that the next meeting is to be held on 6 February 2023. It was agreed that the Minutes of 3 October 2022 to be amended to include this action point.

It was agreed that there should be more structured reporting on HE and a plan to improve governance relating to HE. The plan would be to present to the Board much more structured reporting on HE. It was noted that the SLT had updated in detail a Higher Education update report to the Curriculum and Quality Committee. It was noted that the report contained the following points on HE compliance [*ref Minutes of CQC 21 November 2022*]:

- i. Student Enrolment Numbers
- ii. Access & Participation Plan 2022-2023
- iii. National Student Survey Report (NSS)
- iv. TEF Update
- v. HE Committee Structure

In response to a governor question on more structured reporting of the OfS regulations and the proper governance in light of those regulations. It was discussed whether the governors were sufficiently aware of OfS regulations and whether the Executive report should be taken straight to the Board, the Curriculum and Quality Committee (CQC) or the Policy and Resources Committee (PRC). It was felt as compliance was a governance matter the GRC

should contribute to the discussion. Following the discussion it was agreed that the report should be taken directly to the Board.

It was **AGREED** that the report should include everything that the Board needed to know, and what the Board needed to do in terms of compliance. The dates of conditions in terms of compliance to be included.

It was **AGREED** that this could be an annual OfS regulatory report to the Board.

3.2 RESOLVED that the Board to have an annual OfS regulatory oversight report to include dates to meet conditions.

4. **Corporation membership, recruitment and succession planning**

i. **Skills Audit update**

The governors reviewed the Skills Audit Plan which included the comparisons between the academic year 2021-2022 and 2022-2023. The Clerk mentioned that there was one area where one governor felt that attending the CQC meetings would improve his overall understanding of the student experience and the changes to the curriculum. The governor had given a lower score in the skills audit because of the lack of background experience. The Clerk proposed that the Chair of CQC speak to the governor regarding attending CQC meetings.

4. i RESOLVED that RO to speak with LF regarding attendance to the CQC meetings and any other matters relating to student experience and changes to the curriculum to improve LF's overall understanding on CQC matters.

The Committee discussed the outcome of the skills audit. It was agreed that the audit was good and matched the expectation of one governor. It was mentioned that the skills report should allow for the lower scores from governors on quality assurance, SEND and HE as these were specialist areas and in time governors would undertake training and/or 30 minute briefings prior to Board meetings on subjects that required further development. The Committee was reminded that a plan had been agreed to have half hour sessions before the Board meetings to brief the members on the following areas:

- a. **Safeguarding.** The Clerk confirmed that following a conversation with Brad Brooks and Jane Belcher they had agreed to present a strategic oversight briefing to the members on Safeguarding and their roles and responsibilities. The Clerk proposed that a 45 mins training session could be undertaken prior to the main agenda for the Board Development Day.

- b. It was noted that GB expressed that the Safeguarding Report that Brad Brooks had completed was extensive and 45 minutes prior to the strategy discussions at the Board Development Day may not do the topic justice. It was recognised that the primary responsibility for the governors was to ensure that the processes were in place and these were operating and effective. It was agreed that whilst traditionally the processes were effective there were matters relating to the safeguarding map that needed to be clearly understood, explained and clarified. It was proposed that governors could meet with Rick Olver (RO) as Safeguarding Link Governor and DB to discuss in detail and clarify increasing skill and understanding and what was needed following GB's suggestions.
- c. It was agreed that governors should attend committee meetings that they felt would improve their knowledge and understanding in certain areas.

4.1 RESOLVED that Brad Brooks, Jane Belcher and the Safeguarding Team present a half hour focused training session on the Strategic Oversight of Safeguarding to the members prior to the main agenda items at the Board Development Day to be held on 7 February 2022.

4.2 It was **AGREED** that 30 minute sessions to be arranged prior to the Board meetings on topics that the members felt they needed to develop their knowledge. The Committee to agree and recommend to the Board a training and development action plan as soon as it is completed by the Clerk in time for the next Board meeting.

4.3 It was **AGREED** that RO as Safeguarding Link Governor and DB would meet with governors to discuss increasing knowledge and understanding in their skills relating to Safeguarding.

i. Succession Planning Policy

The draft Succession Planning Policy was discussed. The Clerk proposed, following on from MD's first draft, inserting a paragraph on development of governors wishing to become future Chairs. It was mentioned that the Skills Audit showed that there were many governors who had the skills to become Chair to the Corporation eventually, but there needed to be a clear pathway in the Succession Plan on how that could be accomplished. It was noted that paragraph on future Chair recruitment and development plan was the only addition to the draft policy that was approved last academic year.

The Committee discussed that the Succession Planning Policy conflicted with the Terms of Reference.

4.4 RESOLVED that in the next GRC meeting the members could decide on what they wanted and how to plan for succession. It was agreed that RG and ES would redraft the Succession Planning Policy to include the criteria agreed upon from a full discussion at the next meeting.

ii. Membership (possible recruitment of Co-opted Governors)

It was agreed that the Membership document created in Excel was a good live document showing the terms of office of governors, attendance record and committee structure, which the Clerk mentioned worked well with the Succession Plan, Governor Training and Development Plan and Skills Audit. Its design demonstrated to the GRC where there were skills gap, vacancies currently or in time needed to be filled and where governors training needed to be developed over the next four years. It was acknowledged that the priority was to strengthen Board membership and the Committees and to agree to implement an appraisal process. The Clerk proposed that recruiting co-opted governors could be a recommendation to pose to the Board in light of the Chair of the GRC coming to the end of his term of office in the Summer and the Chair of the Corporation standing down soon. In response to a question posed by the Chair, the concern would be quoracy of the Committees if recruitment was not addressed.

It was mentioned that the Committee structure had been reviewed which concluded with the consolidation of the Search and Remuneration Committee. Governors were moved around to address the quoracy concern. The only slight concern remained with Audit and Risk (ARC) relating to whether Louise Parr-Morley would be willing to take the role of Chair to ARC full-time. It was further mentioned that the Chair to the Corporation would be remaining in the role for at least six to nine months because of the going concern issue. It was felt that until the accounts were signed off at the end of January/February recruitment of a new Chair would remain on hold. The timeframe to recruit a Chair would be next Summer. It was agreed that it would be a matter that needed to be resolved once the going concern had been confirmed by the Auditors.

5. Training and Development

- i. Governor training development plan 2022-2023
The Governor Training and Development Plan was reviewed and discussed. Governors were reminded to update the Clerk on any conferences or training they planned to undertake. It was mentioned that the ETF had designed a Future Chairs Development Programme which Lee Freeman had planned to attend in January 2023. The Clerk mentioned that the Training and Development Plan would be expanded over the

next few months to align with the Schedule of Business and Link Governor visits.

6. Governor Links

- i. **Review of links 2022-2023**
- ii. **Vacancies in Safeguarding/Health & Science/Engineering/International Business Development/Employer Engagement**

6.1 It was **AGREED** that RO would update the Committee with a review of Governor Links and vacancies to align with the new College structure at the next meeting to be held on 6 February 2023.

7. Website Compliance

It was confirmed that a review and audit of the College website from a governance perspective would be addressed in the restructured action plan. DB explained that this was a priority.

7.1 RESOLVED that a link to Governor Hub will be placed on the website once the college completes its website refresh.

8. Governance

- i. External Review Terms of Reference to include DfE Scope of Works

The Committee discussed the draft terms of reference/Scope of works. It was proposed that the External Review should be postponed until 2024. The Clerk mentioned that the agenda was formed in such a way with topics for discussion as a framework for governors to begin thinking about the External Review process but ultimately for long-term best practice solutions to enable well-informed decision-making. It was agreed by the Committee that the External Review should be undertaken in 2024, though not ideal, it was mentioned that there were too many procedures and processes that needed to be implemented before a decision to instruct an External Reviewer could be made. It was acknowledged that many Colleges may be planning to appoint an External reviewer next academic year so the reviewers could be booked up in advance. The Clerk was tasked in exploring the External Review process and to report back to the Committee at the next meeting.

8.1 RESOLVED that a verbal report on the External Review process to be brought to the next GRC meeting in February.

It was proposed that the governor's self-assessment form be reviewed prior to circulating in March/April to support the appraisal process.

A governor mentioned that an appraisal process had not been conducted with governors to identify training needs. It was mentioned that for a training and development plan to be relevant so that governors could access the opportunities in training highlighted and to make it consistent across the Board, governors should have clarity on an appraisal process. In response to the question the

Chair of Corporation explained that governors had a discussion in which it was decided that appraisals and 360 reviews were not appropriate. It was decided that the Chair of Corporation would call governors to discuss what was working and not working. It was mentioned that the telephone call was productive and the Chair confirmed that she would be willing to repeat this process. It was further mentioned that due to governors time commitment self-development would be up to the individual rather than it being a Committee decision. The Clerk mentioned that the link to the ETF training was on the training and development plan on the Hub for governors to undertake training in their own time. It was further mentioned that part of the External Review process would include the noting of an appraisal [or such] process and therefore governors would need to decide on an appropriate procedure that was written down. It was recognised that other organisations circulated anonymous surveys which was then followed up with a one-to-one with the Chair.

8.2 RESOLVED that the self-assessment form be brought to the next GRC meeting.

ii. Tendering

Discussion on the tendering process was deferred.

iii. Action Plan

- Gap Analysis
- Policy Schedule

8.3 It was **AGREED** that the Clerk would draft a Policy Schedule as a starting point for the SLT to review.

8.4 It was **AGREED** that the Clerk would draft an External Review Action Plan to highlight the gaps in governance.

9. Committee matters

The Committee confirmed that the Senior Postholder Policy had not been included with the Papers. There were no other matters discussed relating to this Committee.

9.1 RESOLVED that the Senior Postholder Policy be circulated to the Committee.

REMUNERATION COMMITTEE

Executive left the meeting at 17.24

10. Motion of Confidentiality

11. [THAT, because of its nature, the business to be conducted be treated as confidential and not for publication]

12.

13. Review of Remuneration Policy for Senior Postholders and the Clerk

14. Annual Senior Postholder Performance and Pay Review

15. CEO 12 month probationary review

16. SPH objectives 2022-2023

Remuneration Committee annual report

Senior Postholder objectives

**17. Committee Evaluation
Forthcoming events**

Date of Next Meeting

15 May 2023 at 4 pm Southend

03 July 2023 at 4 pm Southend

There being no further business the meeting ended at

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

Actions completed will be removed from the table

Actions from the meeting held on 05 December 2022				
Item	No	Action	Initial	Status
2	2.1	The GRC Terms of Reference to be amended and returned to the Committee for final review.	LJ	Feb 2023
3	3.2	The Board to have an annual OfS regulatory oversight report to include dates to meet conditions.	DB	March 2023
4	4.i	RO to speak with LF regarding attendance to the CQC meetings and any other matters relating to student experience and changes to the curriculum to improve LF's overall understanding on CQC matters.	RO/LF	

4	4.1	Brad Brooks, Jane Belcher and the Safeguarding Team present a half hour focused training session on the Strategic Oversight of Safeguarding to the members prior to the main agenda items at the Board Development Day to be held on 7 February 2022.	BB/JB	Feb 2023 [cancelled] March 2023
4	4.2	30 minute sessions to be arranged prior to the Board meetings on topics that the members felt they needed to develop their knowledge. The Committee to agree and recommend to the Board a training and development action plan as soon as it is completed by the Clerk in time for the next Board meeting.	LJ/LL	March 2023
4	4.3	RO as Safeguarding Link Governor and DB would meet with GB and any other governors to discuss increasing knowledge and understanding in their skills relating to Safeguarding.	RO/DB	ongoing
4	4.4	GRC meeting the members could decide on what they wanted and how to plan for succession. It was agreed that RG and ES would redraft the Succession Planning Policy to include the criteria agreed upon from a full discussion at the next meeting.	RG/ES	Feb 2023
6	6.1	RO would update the Committee with a review of Governor Links and vacancies to align with the new College structure at the next meeting to be held on 6 February 2023.	RO	completed
7	7.1	A link to Governor Hub will be placed on the website once the college completes its website refresh.	DB/IT	ongoing
8	8.1	A verbal report on the External Review process to be brought to the next GRC meeting in February.	LJ	Feb 2023
8	8.2	The self-assessment form be brought to the next GRC meeting.	LJ	Feb 2023
8	8.3	The Clerk would draft a Policy Schedule as a starting point for the SLT to review.	LJ	First draft completed
8	8.4	The Clerk would draft an External Review Action Plan to highlight the gaps in governance.	LJ	First draft completed

9	9.1	The Senior Postholder Policy be circulated to the Committee.	JH/LL	Feb 2023
Actions from the meeting held on 03 October 2022				
5	5.1	The Link Governor roles would be conducted by Rick Olver and Roland Anderson	RO/RA	<i>ongoing</i>
6	6.1	The Principal and Clerk would agree the date for the External Review of Governance.	DB/LJ	<i>ongoing</i>
6	6.2	The External Review Work Plan to be taken to the next meeting	LJ	<i>06.02.23</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.