

MINUTES

Further Education Corporation Meeting of the Governance and Remuneration Committee Monday 15 May 2023

Date and timings	17:00 to 18:10	
Location	via Microsoft Teams	
Present	Roderic Gray (RG) Chair Elizabeth Sipiery (ES) Gerry Bender (GB) Louise Parr-Morley (LPM) Sarah Stone (SS) Sue Leonard (SL)	
	Governors by invitation: Rick Olver (RO)	
Clerk to the Corporation	Lana Jackman (LJ)	
In attendance	Roney Brooks (RB)	
Apologies	Denise Brown (DB) CEO and Principal Roland Anderson (RA)	
	0 x vacancies	
Quorum (3)		
Item		Action lead
0.	Agenda	
1.	Preliminary items The Chair welcomed everyone to the meeting.	
1.1	Apologies for Absence There were no apologies for absence.	
1.2	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 items of other business notified to the Chair in advance of the meeting.

1.5 Quorum

The meeting was quorate.

2. Minutes and Matters arising of the Meeting held on 03 April 2023.

The Minutes of the Special Meeting held on 03 April 2023 were **APPROVED**

2.1 RESOLVED that the Travel and Expenses Policy should be drafted or confirmed that it has been drafted by RB and not the Director of Governance. It was further commented that the Policy should be a Travel and Expenses Policy for Overseas Travel for the whole College that should be approved for recommendation to the Board by the Policy and Resources Committee.

It was commented that the Committee agreed that it was the governors' responsibility that there was an Overseas Travel Policy.

2.2 ACTION RB confirmed that there was a Policy and it would be **checked** to see whether there was an Overseas Travel clause with the inclusion of the correct information regarding expenses.

All Agreed

CONFIDENTIAL Minutes and Matters arising of the Meeting held on 03 April 2023.

The Confidential Minutes of the Meeting held on 03 April 2023 were **APPROVED**

3. Peridot

The Committee was updated on the DfE Bursary search by Peridot for a new Governor. It was confirmed that should there be two outstanding candidates that the DfE Bursary will cover one and the College would be required to pay an extra £2,500 +VAT for an additional Governor.

The Committee **noted** the update.

It was confirmed that the process for the Remunerated Chair position had been initiated.

The Committee discussed whether there would be more than one interested party applying for the role bearing in mind the historic issues from the last campaign.

It was noted that should candidates not match the criteria they would not be appointed.

It was confirmed following a governor question that there was a contingency in place in accordance with the Instrument and Articles that one from the two Vice-Chairs be nominated as substitute to take the chair, should a new Chair not be appointed by the 10 July 2023.

It was noted that Roney Brooks (RB) had been invited to the meeting by ES to provide administrative support for the interview process for the new Chair. It was recognised that HR had provided support in the past regarding DBS Checks, logistics, room bookings and co-ordination with Peridot relating to a Tour of the College site for potential candidates.

3.1 ACTION It was agreed that RB would send holding dates and times to the Selection Panel's diaries for shortlisting and interview.

3.2 ACTION It was agreed that RB would circulate all dates to the Committee for information. It was confirmed that the timeline, role specification, Strategic Objectives and College information documents for both the DfE Bursary Governor Recruitment and new Remunerated Chair Recruitment had been uploaded to the Hub in advance of the meeting.

3.3 ACTION LJ confirmed that a link to the Recruitment folders would be circulated after the meeting for RB and Committee information.

ES arrived at 17:20

The Committee **noted** the updates.

4. Appointment of Selection Panel for New Governor Recruitment

It was agreed that the Selection Panel for the New Governor Recruitment with the Director of Governance guiding the process, would be:

Gerry Bender (GB)
Louise Parr-Morley (LPM)
Rick Olver (RO)

Rick Olver confirmed that he would be on holiday at the time of shortlisting and interviews. It was agreed that Lee Freeman (LF) be approached to take his place. It was agreed that LJ would ask LF.

4.1 ACTION LJ to ask LF if he would sit on the Selection Panel for the new Governor Recruitment.

It was agreed that the Selection Panel for the New Chair Recruitment with the Director of Governance guiding the process, would be:

Sue Leonard (SL)

Lee Freeman (LF)
An External Independent Member
Denise Brown (DB)
Sarah Atkins-Boal Peridot Advisor

It was explained that the guidance stated that no outgoing governors could take part in or have undue influence in the process of selection.

The Committee **noted** the position.

LJ updated the Committee on the position relating to appointing an independent external member to sit on the Selection Panel to recruit the new Chair. LJ presented four independent external members who were all National Leaders of Governance (NLG) with requisite experience as Chairs of various Boards and Committees in Further and Higher Education. It was mentioned that two had a range of experience and knowledge beyond their roles as Chair in their particular field. It was commented that someone with local business connections could be a possible independent external member. The Committee discussed the appropriateness of appointing a local business leader, citing that they could be invited to be part of the Panel. The Committee discussed the perceived conflict of interest and/or bias especially from the Local Authority, that the appointee may have a level of financial expertise but they would also need to understand the highly regulated nature of FE and funding agreements. It was commented that though a local business person would be noteworthy and would demonstrate that the College was engaging with the local business community, it was mentioned that they would not necessarily have the understanding of governance or the real challenges for the College relating to income streams, regulations and restrictions across the FE sector. It was mentioned that an understanding of Governance and the relationships between the Chair, CEO and Director of Governance was imperative.

Rick Olver and Sue Leonard left the meeting at 17.50

The External Members were discussed by the Committee following LJ's report. It was decided that the external members presented did not have the right level of financial management expertise of a complex organisation to satisfy the Committee. It was decided that LJ find an external member with financial management expertise.

4.2 ACTION that LJ find an independent external member with financial management expertise.

4.3 ACTION RB to ask Adam Fahey and Jayne Sheehan for possible local business contacts who fit the Committee's criteria to sit on the Selection Panel.

5. Governance Matters

The Committee was updated on the HE and FE Student Governor Recruitment. It was noted that both processes of appointment for an HE and FE Student Governor had been initiated.

The Committee noted the proposals for Self-Assessment/Evaluation Forms. It was agreed that the forms should be circulated in the Summer to the Board members for completion. The Committee had no further amendments to the Forms.

6. Review of Terms of Reference for Committees
The reformatted Terms of Reference for the Committees were agreed.

6.1 ACTION LJ to upload the reformatted Terms of Reference for Committees to the next Audit and Risk Meeting to be held on 19 June 2023.

REMUNERATION

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

There were no confidential items notified to the Chair in advance of this meeting.

Any other business

There was no other business.

Dates of future meetings

03 July 2023 4 pm Southend

There being no further business the meeting ended at 18:10

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

Actions completed will be removed from the table

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Item	No	Action	Initial	Status
ACTIONS from 15.05.2023				
2	2.1	It was commented that the Travel and Expenses Policy should be drafted or confirmed that it has been drafted by RB and not the Director of Governance. It was further commented that the Policy should be a Travel and Expenses Policy for Overseas Travel for the whole College that should be approved for recommendation to the Board by the Policy and Resources Committee.	RB	ongoing
2	2.2	RB confirmed that the Policy would be checked to see whether there was an Overseas Travel clause with the correct information regarding expenses included.	RB	ongoing
3	3.1	RB to send holding dates and times to the Selection Panel's diaries for shortlisting and interview.	RB	completed
3	3.2	RB would circulate all dates to the Committee for information.	RB	completed
3	3.3	LJ confirmed that a link to the Recruitment folders would be circulated after the meeting for Committee information.	LJ	completed
4	4.1	LJ to ask LF if he would sit on the Selection Panel for the new Governor Recruitment.	LJ	completed

4	4.2	LJ find an independent external member with financial management expertise.	LJ	completed
4	4.3	RB to ask Adam Fahey and Jayne Sheehan for possible local business contacts who fit the Committee's criteria to sit on the Selection Panel.	RB	completed
6	6.1	LJ to upload the reformatted Terms of Reference for Committees to the next Audit and Risk Meeting to be held on 19 June 2023.	LJ	completed
ACTIONS from 03.04.2023				
3	3.1	LJ would draft the Travel and Expenses Policy with the GRC's contribution and seek assistance from the finance team or anyone of LJ's choosing. The GRC will subsequently make amendments and refine it. It was agreed that the document should be succinct.	LJ	resolved
4	4.1	Written Resolution be circulated to the Board that the GRC recommends authorisation of £15,000 pa for the Chair Remuneration tied to a level of expectation in relation to the role.	LJ	completed
5	5.1	Jo Hindhaugh to send a Teams invite to the Selection Committee to meet with Sarah Atkins-Boal at Peridot to discuss the process, timeline and role description.	JH/DB	completed
6	6.1	GRC recommend to the board to APPROVE that DB be allowed to return to paying into the pension scheme.	GRC Board agenda item	completed
6	6.2	GRC recommend to the Board to APPROVE the salary uplift for DB from January 2023 which was 12 months after DB joined the College.	GRC Board agenda item	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.