Minutes
GB Search, Governance & Remuneration Committee
Governance

Date:	03 / 05 / 2024		
Time:	2.00pm – 3.30pm		
Location:	Online		
Present:	Susan Kingman	(SK)	Chair
	Mel Nebhrajani	(MN)	Vice Chair
	Nicholas Davies	(ND)	Chair of Governors
In attendance:	Dylan McTaggart	(DM)	Deputy CEO, Group Principal & Principal UC
	Shane Woodhatch	(SW)	Chief Finance Officer
	Julie Amory	(JA)	Group Director of People and Organisation Development
Governance:	Perry Perrott	(PP)	Chief of Staff & Governance
	Rekha Kaul	(RK)	Senior Governance Manager
EBR Observer:	Carole Drury	(CD)	Association of Colleges
Apologies:	Alasdair MacLeod	(AM)	Governor
	Keith Smith	(KS)	Ex Officio Member (Chief Executive)

3rd May 2024 GB Search, Governance & Remuneration Committee Action Log:

No:	Action:	Who:	Date:
1.	Governance to follow up with two remaining Governors SBB and SCe to complete their mandatory training courses. NK has completed the training.	Governance	May – June 2024
2.	Governance to update SGR, Audit & Risk Committee and full Corporation on the two shortlisted risk register software packages, that are aligned with HRUC Corporate Goals.	Governance	Corporation 16th July 24
3.	Governance Budget 2024-25 to be finalised and presented to Chair SGR/CFO and full Corporation.	Governance	Corporation 16th July 24
4.	The Governance team will review strategies to further strengthen Governor attendance and participation overall, and in particularly at the two Governor Strategy days.	Governance	SGR 1st Sept 2024
5.	Governors to complete the summer survey to provide feedback on 2023-24 and to provide 2024-25 assurance that includes: a) Conflicts of interest b) Register of interests c) Confirmation that Governors will continue on the Board for academic year 2024-25.	Governance	SGR 1st Sept 2024
6.	College Financial Handbook 2024-25 Training dates and structure to be confirmed to all Governors to be provide by ETF (training is likely to be 1-2 hours, online).	Governance	SGR 1st Sept 2024
7.	Link Governor Scheme report on the attendance / participation to be emailed to members, before the next SGR meeting.	Governance	SGR 1st Sept 2024
8.	As part of summer works (in conjunction with Chair of Corporation and Chair SGR) two part triangulation of Link Governor and with Internal team: a) Governance to contact all Link Governors to conduct 360-degree review on the effectiveness and improvements for 2024-25. b) Governance to contact the internal Curriculum and College teams to reaffirm their commitments to manage the Link Governor scheme.	Governance	SGR 1st Sept 2024
9.	Introduce a six weekly/twice termly report (dashboard style) to the Board on the effectiveness of Link Governor Scheme 2024-25.	Governance	SGR 1st Sept 2024
10.	Governor Advertisement to be published in GovernorHub, for Members and EMT to approach their own networks to attract potential new Governors to the Board.	Governance/ EMT	May – July 2024
11.	Introductory meetings to be arranged with SK and ND with the (3) potential Governor applicants, for the final verification and fit within the committee overall.	Governance SK/ND	May – July 2024
12.	SGR to make clear RECOMMENDATION of the finalised Governor Organisation Chart 2024-25 to the full Corporation for a final vote to be taken.	Governance/ SK	Corporation 16th July 24
13.	Comprehensive Annual Order of Business 2024-25 to be produced in draft following approval of meeting dates, as part of the summer works.	Governance	Summer 2024

3rd May 2024
Minutes of Meeting:

All present introduced themselves to CD from the Association of Colleges who was observing the SGR meeting as part of the College's External Board Review.	
1.	**Declaration of Recording for Data Protection Purposes:**
	Attendees noted that meetings are recorded for the purposes of minutes.
1.1	**Apologies for absence:**
1.1.1	Apologies had been received in advance from AM and KS.
1.1.2	SGR Committee normally takes place in person, but on this occasion the meeting has been run online due to Member availability.
1.2	**Declarations of Interests and Hospitality:**
	SK and PP attended the West London Colleges Joint Governance Event at UCG, a light lunch was provided.
2.0	**Minutes of 21st February 2024 Committee:**
2.0.1	Minutes and Action Log are retrospectively updated to reflect the accurate statement: MN will share the recently finalised Governor job advertisement/pack with the Government Finance function, as part of her known network, for sourcing prospective applicants.
2.0.2	SK asked if any members had any amendments or questions arising from the above minutes, none were received and under resolution the minutes were **APPROVED**.
2.1	**Action Log of 21st February 2024 Committee:**
2.1.1	15 of 17 Actions have been updated.
2.1.2	Actions 9 & 11: Members to continue to approach own networks for finding potential new Governors and use the recently finalised Governor job advertisement/pack. To be discussed in today's meeting.
2.1.3	RK was thanked for the Governor DBS Report which provided assurance to the Committee on the full compliance of all 15 Members.
2.1.4	MN has both an approved DBS certificate and a NACos Gold DV clearance.
2.1.5	SCe has the approved NACos Gold DV clearance.
2.1.6	Governor Poster 2023-24 was shown on screen and is now displayed at all five campuses.
2.1.7	RK was thanked for the Governors Training report which provided assurance to the Committee of strong compliance by 12 of the 15 Corporation Members. All but two Governors have successfully completed the required training of Safeguarding & Prevent and Equality Diversity Awareness courses.
ACTION 1:	**Governance to follow up with two remaining Governors SBB and SCe to complete their mandatory training courses.** NK has completed the training.
3.0	**Risk Register update – SGR extract:**
3.1	Three risks have been provided in the SGR extract. There has been no significant movement since the last meeting and the risk level remains high with mitigation costs and notes provided.
3.2	JA provided a verbal explanation of how the Risk Costs are attributed.
3.3	HRUC Governor Strategic Conference took place at 24th April 2024, where four key topics were discussed, which included the People Plan.
3.4	Staff vacancies in house recruitment agency: significant progress has been made and the expectation is for the internal recruitment agency to be launched from 1st September 2024.
3.5	HRUC are working under ethical sourcing to find alternative Risk Register software that is easy to use for Governors and EMT. Monday.com will be retired in summer 2024.
3.6	QHub is an example of an easy to use and effective compliance software, which provides powerful reporting. QHub is being tested and will be shared with the Board and EMT as one of the shortlisted software options that is fit for purpose.
ACTION 2:	**Governance to update SGR, Audit & Risk Committee and full Corporation on the two shortlisted Risk Register software packages, that are aligned with HRUC Corporate Goals.**

4.0	**Upcoming summer documentation 2024-25:**
4.0.1	Today is the last SGR Committee before the college breaks up for summer break.
4.0.2	The Governance team propose to work on summer activities to further enhance the effectiveness of Governance into 2024-25.
4.1	**Governance Expenditure 2023-24 and set Governance Budget 2024-25:**
4.1.1	A comprehensive Governance 2023-24 expenditure spend tally report has been prepared to track expenditure this academic year.
4.1.2	This will enable CFO to attribute an accurate Governance Budget for 2024-25 following clear transparency of Governance declaration in terms of ACOP 16.
ACTION 3:	**Governance Budget 2024-25 to be finalised and presented to Chair SGR/CFO and full Corporation**. Budget will include item such as: a) West London Governance Alliance activity b) shared governance board with the University of Roehampton c) likelihood of future acquisition requiring a separate Corporation Board d) Software / hardware e) Governance staffing time f) Predicted Governor costs e.g. conferences and expenses.
4.2	**Governor Attendance report 2023-24:**
4.2.1	Overall strong Governor attendance has been tracked throughout the year both at individual and Committee level.
4.2.2	Members were informed of two individuals whose attendance has fallen short of an acceptable level.
4.2.3	The Committee will discuss succession planning matters later in the meeting to improve individual Governor attendance and to strengthen the Board.
ACTION 4:	**The Governance team will review strategies to further strengthen Governor attendance and participation overall, and in particularly at the two Governor Strategy days.**
4.3	**Governor Register of Interests 2024-25:**
	The intention is to further maximise the effectiveness of the Governance process by providing clarity to the Committee and full Corporation of which Governors will be in each Committee in 2024-25.
ACTION 5:	**Governors to complete a summer survey to provide feedback on 2023-24 and to provide 2024-25 assurance that includes:** **a) Conflicts of interest** **b) Register of interests** **c) Confirmation that Governors will continue on the Board for academic year 2024-25.**
5.0	**Training for Governors on the new College Financial Handbook 2024-25:**
	The new College Financial Handbook 2024-25 has been received from the AoC.
ACTION 6:	**College Financial Handbook 2024-25 training dates and structure to be confirmed to all Governors to be provide by ETF** (training is likely to be 1-2 hours, online).
6.0	**Link Governor Scheme 2023-24:**
6.1	Copy of the Link Governor Scheme paper, as provided in February 2024 was shared as a reminder.
6.2	Governors discussed the effectiveness of the Link Governor Scheme to date 2023-24: ▪ There has been strong participation by the Link Governors in the critical areas of Curriculum areas and Safeguarding. ▪ The scheme has been good, however overall participation has varied across the nine Governors. Governance will continue works to raise the effectiveness of the Link Governor Scheme 2024-25. ▪ The College has invested in immersive/virtual technologies. There are opportunities for remote Governors to utilise new technologies, to continue to have remote participation in areas & report back.
ACTION 7:	**Link Governor Scheme report on the attendance / participation to be emailed to members, before the next SGR meeting.**

ACTION 8:	**As part of summer works (in conjunction with ND and SK) two part triangulation of Link Governor and with Internal team:** **a) Governance to contact all Link Governors to conduct 360-degree review on the effectiveness and improvements for 2024-25.** **b) Governance to contact the internal Curriculum and College teams to reaffirm their commitments to manage the Link Governor scheme.**
ACTION 9:	**Introduce a six weekly/twice termly report (dashboard style) to the Board on the effectiveness of Link Governor Scheme 2024-25.**
7.0	**Succession Planning Group - update:**
7.0.1	The Succession Planning Group will be having its first meeting on 3rd May, after the SGR meeting.
7.0.2	As a reminder, a Governor Skills Audit was conducted in February 2024 which looked in detail at geo-demographic, ethnicity, age and background experience/expertise of current Governors, aligned to the retirement dates of current governors to identify the priority Governor gaps.
7.0.3	This work led on to a Governor Vacancy advertisement to be prepared which highlighted the three priority areas: Finance & Resources, Audit & Risk and an FE Specialist Governor.
7.0.4	Update on the potential recruitment of three new Co-Governors: the Governance team have met the following applicants who are **RECOMMENDED** on to the SGR Committee and to be forwarded on to the next stage, which is to meet with SK and ND.
7.0.5	**Sujit Reddy:** experienced auditing/finance background, Twickenham local based, recently retired, ethnically diverse, enthusiastic gentlemen who is looking for high quality opportunities to give back to the community as a non-exec role. Sujit is **RECOMMENDED** to progress to the second stage, which is to meet with SK and ND and an introductory coffee meeting is scheduled for Monday 13th May.
7.0.6	**Paul Miller:** Educational IT Specialist, nearing retirement, has the time and ability to commit to a Governor role. Governance are awaiting to see if he would like to progress to the second stage, to meet with SK and ND.
7.0.7	**FE Specialist Governor:** an initial meeting has taken place with an ex-Chief Executive of a College who has recently retired and has expressed an early interest. HRUC follows Safer Recruitment guidelines and the applicant meets the criteria for potential progression to the interview stage.
7.0.8	Governance team have also reached out to colleagues with a wider FE background who also have a strong Compliance and Governance background, for wider consideration to apply to the Board.
7.0.9	Governors and EMT have been asked to reach out to their known and strong networks, to share the Governor advertisement and to attract new talent to the Board.
7.0.10	Succession Planning Group to approach the top 5 Finance and Audit companies, to hold a targeted campaign Governance workshop morning, to attract potential new applicants (female, ethnic, finance and audit specialists).
7.0.11	If the Succession Planning Group finds that known networks have not produced the sufficient quality / quantity of applicants, then an external agency will be used for recruitment online, at cost.
ACTION 10:	**Vacancy advertisement to be published in GovernorHub, for Members to approach their own networks to attract potential new Governors to the Board.**
ACTION 11:	**Introductory meetings to be arranged with SK and ND with the (3) potential Governor applicants, for the final verification and fit within the committee overall.**
7.1	**Draft Governor Organisation Chart 2024-25:**
7.1.1	A draft Governor Organisation Chart 2024-25 was shown on screen.
7.1.2	Members discussed potential changes to individuals and committee roles, to ensure the ongoing strength and resilience of the Board 2024-25. All final decisions are subject to usual approval process of SK and ND: a) Vice Chair Elect (SK) b) Governors who have reached the end of the 9 years terms of office (SC, AM, NK and KS). c) SC to become Senior Independent Governor from 1st September 2024 (1 year term) d) AM and NK to become Co-Opted Advisors from 1st September 2024 (1 year term) e) KS to be thanked as a long serving Governor and retired from the Board (14th July 2024)

	f) Finance & Resources and Audit & Risk Committees to have new Chair Elect and Vice Chair Elect (1st Sept 2024) g) Potential opportunity - brand new Governance/Compliance/FE specialist to be Chair Elect of SGR h) Potential 3 new co-opted Governors (mentioned earlier in meeting) to fit into committees i) Recruitment of new Staff Governors j) Recruitment of new Student Governors k) Vacancies – potentially go out
7.1.3	Members to send thoughts/feedback on the Draft Organisation Chart 2024-25 to the Governance team in the first instance, for final consideration by SK and ND, before sending to the Corporation.
ACTION 12:	**SGR to make clear RECOMMENDATION of the finalised Governor Organisation Chart 2024-25 to the full Corporation for a final vote to be taken.**
8.0	**Draft Governing Body Meeting Dates 2024-25:**
8.1	The following **RESOLUTIONS** were taken to enable the Board to maintain a strategic/helicopter view and focused attention on the key matters in 2024-25**:** a) Committee meeting duration to be trialled as 1 hour long (with exception of CQA/CEWG 2 hours duration). b) Full Corporation meeting duration to be trialled as 2 hours long. I. Controlled monitoring of the Actions Log and Risk Register II. Reduced Pack sizes, which are published one week in advance of meeting. III. Governance Professional to lead the Chair on the key strategic points, and arrange pre-meetings as required for offline conversations. c) Finance & Resources and Audit & Risk committees to be run successively on the same day and to take place at twilight/evenings. d) Working Groups to continue in 2024-25. e) Once the meeting dates have been agreed for 2024-25, all dates to be published in Members diaries from 1st September 2024.
ACTION 13:	**Comprehensive Annual Order of Business 2024-25 to be produced in draft following approval of meeting dates, as part of the summer works.**
9.0	**Any other business:**
	None.
10.0	**Dates of the next meeting:**
10.1	The proposed date of the next SGR Committee (subject to full Corporation ratification of dates): ▪ 9th September 2024 @ Harrow on the Hill 5.30 – 6.30pm.
10.2	CD (EBR) was thanked and had no questions for Members at this point.
10.3	As part of the EBR process, 1:1 meetings will be scheduled for CD to meet with key members of the Board in the coming weeks.
10.4	CD thanked all and looks forward to attending 16th July full Corporation meeting at Harrow Hill.
	Meeting closed at 3.15pm
	The open section of the meeting was closed at 3.15pm.
	Agenda Item 12.0 was a confidential section of the meeting 3.15pm to 3.30pm.
	The confidential minutes for Agenda Item 12.0 are available to SGR Members.
12.0	**Confidential Item: Senior Post Holders Pay**
	Members only.

Signed:

Date: