

Minutes
Search, Governance & Remuneration Committee
HRUC Governance

Date	8 September 2025	
Time	17:30 - 18:30	
Location	Microsoft Teams Meeting	
Present	Jenny McLaughlin (JM)	Chair
	Mel Nebhrajani (MN)	Vice-Chair
	Susan Kingman (SK)	Governor
	Sujit Reddy (SR)	Governor
	Mike Sutcliffe (MS)	Governor
	Keith Smith (KS)	CEO, Ex-Officio
Clerk	Clare Mitchell (CM)	
Absent	Nick Davies (ND)	Governor
Note Taker	Nataliia Tymkiv	

Agenda

1 - General disclaimer statement at start of meeting

The meeting was recorded for the purpose of minuting. No objections were raised.

2 - Apologies for absence

The Committee acknowledged that the absence of ND meant the meeting was not quorate, and thus formal decisions discussed during the meeting will need to be ratified via email post-meeting to comply with the Terms of Reference (ToR). A review of all Committee ToR would form part of the overall review of HRUC's governing documents and SGR's quoracy requirements would be reviewed at that point.

3 - Declarations of interest

No declarations of interest was submitted in advance, and none were raised at the meeting.

4 - Minutes of the last meeting on 2 July 2025

The Committee unanimously approved the minutes of the last meeting.

RESOLUTION: The Committee approved the minutes of the meeting on 2 July 2025 as an accurate record.

5 - Matters Arising/Action list

The Committee discussed the matters arising/action list.

CM addressed several actions from the meeting on 4th June. Action 4 concerned a co-opted Governor who was currently in an interim role at HRUC, which would continue until at least October half-term. The Committee expressed concern that the Governor's independence could be compromised if their interim appointment extended beyond the October half term. If it was extended it might be more appropriate to recruit another co-opted Governor to replace them.

If their interim role ended at October half term and they took up their co-opted Governor role at that point, the Committee would consider appointing them to a Committee other than CSQE in the first instance because of concerns about independence from management. CM would discuss this with the Governor concerned and report back to the Committee.

Action: Contact Governor to discuss the possible implications of extending her interim role at HRUC on taking up her co-opted Governor role- CM

CM raised action 7 regarding one of the Staff Governor's non-attendance at meetings in the 2024/25. Following improved engagement, the Committee decided to monitor the Staff Governor's attendance and engagement this term before deciding whether to initiate a recruitment process for a replacement.

The Committee noted that action 11, governors' postcode analysis, had been completed. Uxbridge campus was identified as the campus that was furthest away for most Governors. However, this was not deemed a critical issue as a number of Governors were roughly equidistant from both the RuTC and Uxbridge campuses.

No questions were raised about the other matters arising.

6 - Committee self-assessment

CM explained that each Committee should conduct a self-assessment annually as part of the overall Board self-assessment process, which was reported in the financial statements. CM would send out a questionnaire to all members asking for their views on the effectiveness of the Committee and its terms of reference. Comments on the terms of reference would feed into the review of the governing documents.

Action: Circulate a questionnaire to Committee members to gather their views on the Committee's operations, areas for improvement, and comments on the terms of reference. - CM

The results of the Committee self-assessment would be discussed at a future meeting.

Action: Results of the Committee self-assessment process to be discussed at a future meeting

7 - Term of office of the Chair of the Governing Body

The Committee noted the paper on the Chair's term of office and recognised that the current Chair had served beyond the normal best practice period. The Committee agreed to recommend to the Corporation that the Chair's term be extended until the end of the academic year 2025/26. This extension would allow time for a recruitment process for a new chair.

It was noted that there would be an external recruitment process with current external governors eligible to apply, and the Instruments and Articles (I&A) would need to be amended accordingly. Legal advice would be sought to expedite this process.

The Committee also considered the importance of continuity in relation to the ongoing serious incident investigation and agreed that the Committee would recommend that ND continued in an advisory capacity beyond July 2026 for a transitional period of one year.

The Committee recommended that a Search Panel of up to four governors would be established to oversee the recruitment process, with nominations of JM, SK, MS and one additional Governor to be confirmed by the Corporation.

RESOLUTION: The Committee decided to recommend extending ND's term as Chair of the Corporation until the end of the academic year 2026 and retaining ND as a strategic advisor for a further period of one year.

Action: Amend the Instruments & Articles to permit external recruitment ahead of the Full Corporation on the 7th of October, following legal advice. - CM

Action: Present the recommendations on extending ND's term of office to July 2026 and retaining ND as a Strategic Advisor for a further year to the Full Corporation meeting on 7 October. - JM

Action: Recommend the establishment of a Search Panel, comprising up to four Governors (including JM, SK, MS and one additional Governor), to the Full Corporation meeting on 7 October - JM

8 - Governor Recruitment/Terms of Office

The Committee reviewed the current position on governor recruitment and succession planning. It was agreed to recommend to the Corporation that Jo Swindells and Divya Menon be confirmed as full governors, recognising the contribution both had already made as co-opted members. It was further agreed that Jo Swindells should join the Strategic Transformation Group to provide curriculum input, and that she should also be recommended as Vice-Chair of CSQE following discussion with the current Vice-Chair, Mario Michaelides, at his appraisal.

The Committee noted that SK, MS and Vincent Neate would reach the end of their terms at the end of December 2026. It was agreed that a clear succession plan was required and that this should be informed by the outcomes of a Board skills audit to identify gaps in expertise and ensure a balanced and diverse membership.

The Committee also discussed the composition of the Finance and Resources Committee, where a gap in both finance and HR expertise had been identified. It was agreed that external recruitment should be initiated now to attract candidates with either finance or HR backgrounds. Governors noted that if this round of recruitment did not generate sufficient interest, the search agency which would need to be engaged for the Chair recruitment process could also be asked to support in sourcing candidates with these specialist skills.

The Committee further discussed the position of a Governor whose attendance and engagement had been limited. It was agreed that clarification of their intentions was needed.

Action: Develop a succession plan and timeline for the recruitment of new governors, considering the need for diversity - CM

Action: Recruit now for a Governor with either finance or HR expertise to sit on the Finance and Resources Committee - CM

Action: Clarify intentions of Governor with poor attendance and engagement – Chair of Corporation

9 - Strategy Day on 21 October 2025

The Committee discussed plans for the forthcoming Strategy Day, which would be held at Uxbridge Campus and would include a tour of the facilities to view the works undertaken over the summer as part of Project Ambition.

The Committee noted the publication of the post 16 white paper was likely to be delayed beyond 21 October due to recent ministerial changes.

A Governor emphasised the importance of reviewing the revised curriculum strategy and aligning the discussions under a broader strategic framework, cautioning against addressing issues in isolation. They suggested the Strategy Day should also test how the IoT, apprenticeships and international partnerships (which had not been discussed at the previous strategy day on 30 April 2025) contributed to the overall plan. It was proposed that EMT members should lead parts of this discussion to provide assurance on progress.

The Committee noted the importance of focusing on delivery against the existing strategic plan before reviewing it in the light of the wider environment. The day should include a discussion about how governors could support the delivery of the strategic plan through the strategic pillar and champion roles. An exercise would be undertaken in advance to map these roles against each of the committees and their terms of reference. Champions needed to be members of the relevant committees and having the right conversations with one another.

Action: Programme for the Strategy Day on 21 October to be prepared – CM with KS and ND

10 - Progress against 2024 External Governance Review recommendations

The Committee noted the update on progress in addressing the recommendations from the 2024 external governance review. It was recognised that a comprehensive review and refresh of governance documents was overdue and should be progressed without delay. The Committee agreed that this was essential both for demonstrating compliance with the AoC Code of Governance, as part of the annual self-assessment of Board effectiveness and for meeting the reporting requirements in the Statement on Corporate Governance and Internal Control within the 2024/25 financial statements, which would be signed off by the Corporation on 16 December 2025.

The Committee noted that the review would be led internally by CM, who would seek specialist advice from Stone King to ensure that the documentation was aligned with best practice. It was further agreed that SK would act as a sounding board to provide additional governor input during the redrafting process.

The Committee also noted that the current position on student governors lacked clarity. It was agreed that for 2025/26, the Student Shadow Board should be asked to nominate two of the five Student Presidents to serve as full governors.

This was considered the most effective way of maintaining continuity of membership, supporting training and development, and ensuring a clear feedback route to the wider student body. The Committee further agreed that an escalation mechanism should be in place, so that if wider student representatives felt under-represented by the two nominated governors, they could raise concerns directly with the Board through the Chair of the Corporation and CEO.

RESOLUTION: The Committee resolved to endorse the proposed approach to the governance review and agreed that revised documentation, together with the student governor proposal, should be submitted to the Corporation for approval.

Action: Revised governance documentation (to include proposal for student governors going forward) to SGR for consideration prior to Corporation approval on 16 December 2025. - CM

11 - Strategic Pillar and Champion Roles

The Committee considered the framework for aligning strategic pillars with champion areas. Members acknowledged that some areas were well matched, while others such as international did not naturally fit into the proposed categories.

It was agreed that the proposals provided a useful starting point for discussion and that the Strategy Day would provide an opportunity to test and refine the framework.

Action: Circulate draft Strategic Pillar and Champion Roles slide framework for Committee feedback and discussion at the next SGR meeting – JM, CM.

12 - Any Other Business

Two confidential items were raised.

13 - Dates of Next Meetings

- 15 September 2025
- November 2025 date - TBC
- 27 January 2026
- March 2026 - TBC
- 3 June 2026