

Minutes
Search, Governance & Remuneration Committee
HRUC Governance

Date	21 November 2025	
Time	09:00 - 10:10am	
Location	Microsoft Teams	
	Meeting	
Present	Jenny McLaughlin	Chair
	Mel Nebhrajani	Vice-Chair
	Susan Kingman	Governor
	Mike Sutcliffe	Governor
	Keith Smith	CEO, Ex-Officio
	Julie Amory	Chief People Officer
Absent	Nick Davies	Governor
	Sujit Reddy	Governor
Clerk	Clare Mitchell	
Note Taker	Nataliia Tymkiv	

Minutes

1 - General disclaimer at start of meeting

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

2 - Declarations of interest

No declarations of interest were made by the members present.

3 - Minutes of the meeting on 8 September 2025

Resolution: The Committee approved the minutes of the meeting on 8 September 2025 subject to a minor typographical correction.

Action: amend the minutes of the meeting on 8 September 2025 - CM

4 - Actions from previous meetings

The Committee received an update on the action log.

The Committee noted that the co-opted Governor's interim role at HRUC would end in December. The Committee discussed them returning to their co-opted Governor role. While the Committee noted that they brought considerable experience and knowledge of the FE sector, significant concerns had been raised at the previous meeting regarding independence given that they had recently been working for the College.

Resolution: The Committee agreed that a minimum 12 month gap should elapse before any consideration to a co-opted Governor role.

Action: Co-opted Governor to be informed that there would need to be a minimum 12 month gap before any consideration of a return to their Governor role - CM

The Committee noted that an appraisal meeting with a Governor with poor attendance had not yet been arranged due to non-engagement. The Committee discussed expectations regarding attendance and participation and noted the proposed introduction of an 80% attendance target for Governors in the revised standing orders. This would be a benchmark rather than an absolute requirement, with consideration given to individual circumstances. However, the Committee agreed that if persistent non-attendance impacted governance effectiveness, action should be taken promptly.

The Committee agreed there should be an immediate discussion with the Governor regarding expectations and continued suitability. JN and SK offered to support CM in holding this discussion.

Action: CM, JN and/or SK to meet with the Governor urgently to discuss their non-engagement and clarify expectations for continued Board membership.

The Committee was informed that an expression of interest for a Governor position had been received from an external HR Director. CM had not yet received their CV but sought the Committee's steer on progressing to the formal interview stage under the new governance arrangements.

Governors queried whether there was a potential conflict of interest as the individual had had prior engagement with HRUC. JM confirmed that this had been arm's length involvement

Resolution: The Committee agreed to proceed with an interview process for the HR candidate for a Governor role.

Action: CM to progress discussions with the HR candidate and arrange an interview process

The Committee noted that no further progress had been made on the work relating to Strategic Pillars and Champions and agreed to revisit this in January 2026.

**Action: Bring the discussion on the strategic pillars and champions to January 2026
SGR - CM**

5 - Committee self-assessment and terms of reference

The Committee received the report on the Committee's annual self-assessment and the updated Terms of Reference.

The Committee reviewed the feedback from the self-assessment questionnaire and noted the areas identified for improvement. The Committee discussed meeting duration and acknowledged that the current one hour allocation created time pressures, particularly given the Committee's dual remit of Search & Governance and Remuneration.

Resolution: The Committee agreed that the length of meetings should be increased to 90 minutes to support fuller discussion of business.

The Committee considered the proposed revisions to the Terms of Reference (ToR). It was noted that the current requirement for the Committee Chair to be present for quoracy had created operational constraints and this had been removed.

The Committee discussed the proposed option to permit co-opted non-governor members to be appointed to the Committee to provide specialist expertise. During discussion, it was

noted that granting committee membership would also confer decision-making and voting rights, which was not considered necessary or appropriate. The Committee agreed that the option of having a co-opted members should be removed, and individuals with additional expertise would be invited to specific meetings if required.

Resolution: The Committee recommended the revised terms of reference to the Corporation for approval subject to the amendments detailed above.

Action: Length of future SGR meetings to be extended to ninety minutes - NT

Action: Revised terms of reference to be amended and submitted to the Corporation for approval - CM

6 - Amendments to the governing documents

The Committee received the report setting out proposed amendments to the governing documents, including the Instrument & Articles, Standing Orders, Governor Recruitment & Succession Planning Policy, Scheme of Delegation, Procedure for Removal of Members and Procedure for Dealing with Complaints against the Corporation.

The Committee noted the recommendation to discontinue the practice of co-opting new governors for their first year, as this created ambiguity by treating individuals as governors while withholding full governor status. The Committee supported replacing this with an initial one-year appointment term for new external governors, with the option to extend, to provide both clarity and assurance.

The Committee considered the practice of appointing Strategic Advisors, noting that the role had no basis in governing documents and carried accountability risks, particularly in relation to insurance coverage and decision-making legitimacy. The Committee agreed that this practice should no longer continue, and that governance roles should be limited to those recognised within the Corporation's constitutional framework.

The Committee reviewed the provision for the Chairs' Committee to exercise decision-making powers. The Committee discussed the risk of creating a decision-making body within the Corporation that could be perceived as excluding other governors, noting sector concerns raised by the FE Commissioner. The Committee noted that the Corporation could take decisions by written resolution if necessary, outside of formal meetings. If particularly urgent, decisions could also be taken by Chair's action. It was further agreed that the Chairs' Committee should continue only as an alignment and advisory forum, and that it should be referred to as the Chairs' Group to reflect this.

The Committee considered the proposed changes to the composition of the Corporation as set out in the revised instrument and articles and standing orders. The Committee noted the proposal to increase the number of external governors from 16 to 19, on a temporary basis, in order to support transition to the new governance structure. The Committee also noted the introduction of limits on terms of office in the standing orders.

The Committee reviewed the proposed structure for staff representation on the Corporation, noting the intention to establish three staff governors, with one staff governor from each College. The Committee further noted the proposal that staff representation should include both academic and non-academic roles and agreed that this distinction should be retained for clarity.

The Committee also noted the proposal to increase student representation to three student governors, selected from the six Student Presidents that will be in place from 2026/27. The Committee recognised that current Corporation membership did not yet align with the proposed structure and agreed that the changes should be implemented for the 2026/27 academic year.

The Committee discussed whether additional grounds for removal from office should be incorporated. It was agreed that breaches of the Code of Conduct and failure to meet engagement expectations, including attendance considerations, should be explicitly referenced, with recognition that attendance should be assessed in context and with regard to mitigating circumstances.

The Committee noted that the DfE had written to Colleges setting out the Charity Commission's view, that as student governors under 18 were charity trustees they should participate fully in decision-making. The standard wording in the Instrument & Articles, which restricted voting rights for student governors under 18 in certain circumstances, was no longer consistent with this position and the DfE had advised that it should be removed.

The Committee agreed that the restriction should be removed from the governing documents. Where a student governor under the age of 18 was appointed, any necessary safeguards would be managed practically and operationally.

The Committee discussed the proposed 80% attendance benchmark and agreed this should be included as a reference point and would be considered by the Committee when reviewing reappointment or concerns regarding engagement.

The Committee considered the proposal for new external governors to be appointed initially on a one-year term, with the exception of the incoming Chair due to be recruited. It was agreed that the new Chair should be appointed for a full four-year term, given the scale of the role and the need to attract suitable candidates.

The Committee reviewed the revised scheme of delegation and noted that there were a number of queries to be resolved through the review of Committee terms of reference. The delegations set out in the Financial Regulations also need to be reviewed with the new CFO. As the maximum staff pay increase was approved by the Corporation as part of the annual budget, whether any further committee level approval of the staff pay increase (provided it was within budget) was required need to be clarified.

The Committee reviewed three new policies - HRUC Governor Recruitment, Appointment and Succession Planning Policy, HRUC Procedure for Removal of Members of the Corporation and Procedure for Complaints Against the Corporation, Members and the Clerk - and confirmed that these should be included in the revised governance framework.

Resolution: The Committee agreed that the revised governing documents should be recommended to the Corporation for approval, subject to the agreed amendments.

Action: Amend the governing documents to reflect all agreed changes

Action: Submit the revised governing documents to the Corporation for approval

7 - Chair recruitment process

The Committee received an update on the proposed Chair recruitment process, including the indicative timeline and the recommended structure for the search and selection process, which would be run by FEA.

The recruitment process would begin formally in early January 2026, with an appointment targeted for the March Corporation meeting. This timeline would enable a Chair Designate to be appointed in time to allow for a period of structured handover prior to taking up the role formally at the July meeting. There was an error in the timescale provided to the meeting which would be corrected.

Action: Correct the closing and shortlisting dates in the recruitment documentation

The Committee considered the proposal for the composition of the Search Panel and agreed that it should consist of four Corporation members, SK, JM, MS and Niran Mothada. Detailed review of the role description and person specification would take place with the panel. It was further noted that a point regarding the phrasing of the Chair's responsibility for ensuring "outstanding governance" should be considered during that review.

Action: Refer the point on "outstanding governance" wording in the draft Chair role description to the Search Panel for consideration.

The Committee noted that detailed arrangements for the interview stage, including stakeholder engagement, would need further planning with the recruitment consultants. The final structure of the interview day would be developed in consultation with the recruitment agency to ensure an appropriate balance between rigour and practicality.

The Committee discussed the role of the Chief Executive within the process. It was noted that involvement varied across institutions and could take the form of panel membership and/or a separate discussion with shortlisted candidates. The Committee agreed that this would be decided by the search panel during the detailed planning phase.

Resolution: The Committee approved the composition of the search panel for the Chair recruitment and reviewed the timescale and draft role description and person specification for the role.

Action: Liaise with FEA and the search panel to confirm the role description/person specification, detailed interview arrangements and the Chief Executive's involvement in the Chair recruitment process

8 - Governance self-assessment 2024/25

The Committee received the self-assessment of governance for the year 2024/25 presented by CM. The strong influence of the board was highlighted but concerns about governance practices and compliance were noted.

The Committee discussed the wording of the assessment conclusion, suggesting a more forward-looking tone that recognised the need for continuous improvement and strengthening accountability. The final wording would be agreed outside the meeting.

Resolution: The committee agreed to revise the wording of the governance self-assessment conclusion to reflect a forward-looking tone that recognised the need for continuous improvement and strengthening accountability.

Action: CM to work with the Committee to revise the wording of the governance self-assessment conclusion to reflect a forward-looking tone that recognised the need for continuous improvement and strengthening accountability

8.1 - Assessment of compliance with AoC FE Code of Governance

The Committee discussed the assessment of compliance with the AoC FE Code of Governance. The Committee was asked if it was satisfied with the current wording of the compliance statement. A Governor suggested changing it to emphasise continuous improvement and strengthening accountability.

Resolution: CM to work with the Committee to revise the wording of the compliance statement on the AoC FE Code of Good Governance to emphasise continuous improvement and strengthening accountability

9 - Any other business

No other business was raised.

10 - Dates of next meetings

27 January 2026

March 2026 tbc

3 June 2026

11 - Confidential items

See separate confidential minutes.