

Minutes
Search, Governance & Remuneration Committee
HRUC Governance

Date	27/01/2026	
Time	17:30 - 19:00	
Location	Microsoft Teams Meeting	
Present	Jenny McLaughlin (JM) Mel Nebhrajani, (MN) Susan Kingman (SK) Mike Sutcliffe (MS) Sujit Reddy (SR) Keith Smith (KS)	Chair Vice-Chair Governor Governor Governor CEO, Ex-Officio
Officers	Melissa Gomez (MG) [Items 1-4.4]	Assistant Director – Employee Data and People Services
Clerk	Clare Mitchell (CM)	Interim Director of Governance
Absent	Julie Amory	Chief People Officer
Note Taker	Nataliia Tymkiv (NT)	
Minutes		

1 - General disclaimer at the start of meeting

The meeting was recorded for the non-confidential items 5-14 for the purpose of minuting. No objections were raised.

2 - Apologies for absence

Apologies for absence were received from Julie Amory

3 - Declarations of interest

The Chair declared that she knew the proposed Governor in a work capacity. She had taken no part in the selection process.

4 - Confidential items

The confidential items were discussed first to accommodate Melissa Gomez's attendance in place of Julie Amory, who was on jury service. These items have been minuted separately.

5 - Minutes of the meeting on 21 November 2025

The Committee considered the minutes of the meeting held on 21 November 2025. Governors noted a minor amendment relating to the chair recruitment section, where an abbreviation had been used without clarification. It was agreed that the name would be written in full. Subject to this amendment, the minutes were approved as an accurate record of the meeting.

Resolution: The minutes of the 21 November 2025 Search, Governance & Remuneration meeting were approved subject to a minor amendment.

Action: Interim DoG to amend the minutes of the meeting on 21 November 2025

6 - Actions from the previous meeting

The Committee reviewed the action list, noting that all but three actions were complete. Updates had been provided on two of the three ongoing actions. SK provided an update on the third action. There would be a discussion at the next Chairs' group meeting regarding the position of those governors whose first terms of office were due to end in the summer. The Committee noted that the maximum permitted number of external governors had been increased to 19 on the basis that this was a temporary uplift and the maximum number would return to the standard 16 as soon as this was possible.

The Committee also discussed the relationship with Brunel University and explored future possibilities for representation on the Corporation.

Action: SK to discuss the position of governors whose first terms of office were due to end in the Summer of 2026 at the next Chairs' group meeting

Action: KS to explore future possibilities for representation on the Corporation with Brunel University

7 - Chair recruitment - update and next steps

The Committee received an update on the ongoing Chair recruitment process. The FEA had reported positive progress and had identified a strong potential candidate, although no names were shared at this stage.

The Committee discussed the proposed interview process and induction approach. It was noted that detailed induction planning could not take place until the availability of the successful candidate was known.

An additional Committee meeting to formally recommend the appointment of the successful candidate to the Corporation was scheduled for 9th March.

FEA would be providing updates on a weekly basis, which would be provided to the Committee and the search panel.

Action: Weekly updates on the Chair search to be provided to the Committee and the search panel

The Committee noted the report.

8 - Governor appointment recommendation

The Committee received a verbal update from SK on a proposed external Governor appointment.

Interviews had been held and the candidate brought relevant HR expertise and FE sector experience. The Committee discussed their suitability and availability and was satisfied that the appointment would strengthen governance capacity. The candidate had expressed willingness to join both the SGR and F&R Committees.

The Committee agreed that the appointment should proceed without delay, subject to completion of the due diligence checks, and supported appointment by written resolution rather than waiting for the next Committee meeting on the 17th of March.

Resolution: The Committee agreed to recommend the appointment of a new External Governor and to ask for appointment by written resolution.

Action: CM to complete due diligence checks and circulate a written resolution requesting the appointment of a new external governor to all Corporation members for approval

9 - Staff Governor vacancy - Harrow College

The Committee received a verbal update on the Staff Governor vacancy at Harrow College, who had resigned and left the College at the end of the Autumn term 2025. Advertising this vacancy was complicated by the requirement to have at least one Staff Governor from the support and teaching staff across the three Colleges and the fact that the number of Staff Governors from the Uxbridge College would reduce from two to one in 2026/27.

The Committee noted that appointing a support Staff Governor from Harrow would ensure compliance, given that there was a teaching Staff Governor at Richmond who would continue into 2026/27. It was agreed that an interim support Staff Governor should be sought from Harrow who would be appointed until the end of 2025/26.

Action: KS to identify a possible interim support Staff Governor for Harrow from existing staff engagement forums

10 - Induction arrangements for new Governors

The Committee was presented with revised induction arrangements for new Governor, which had been developed in response to recommendations from the external governance review. It was noted that induction arrangements had been put in place retrospectively for governors appointed during 2025 who had not received a formal induction.

The Committee discussed the distinction between essential and optional induction activities and questioned whether some activities currently described as optional should be treated as essential, particularly campus tours. The distinction was intended to reflect timing rather than importance, with essential activities to be completed within a defined early period and other elements to follow over a longer timeframe. It was suggested that the wording be amended to reflect this more clearly, for example by distinguishing between immediate requirements and those to be completed within a set number of months.

The Committee discussed the value of a more structured induction approach and noted examples of practice elsewhere where new Governors attended a formal induction presentation covering organisational history, roles and responsibilities, strategic challenges, and the wider operating context. It was noted that such an approach supported early understanding and confidence in the role and discussed whether similar arrangements could be introduced, recognising that this may be easier to implement at certain points in the academic year.

The Committee also discussed the benefits of mentoring arrangements and suggested that assigning a mentor or buddy earlier in the induction process, potentially before a Governor's first meeting, would be helpful.

It was noted that while it may not be possible to introduce all elements immediately for newly appointed Governors, the feedback would inform future induction arrangements.

Action: Refine induction wording and arrangements to reflect agreed feedback. – CM

11 - Code of conduct for members of the corporation

The Committee received a report on the review of the Code of Conduct.

The current code was based on Evershed Sutherland's template, which was updated annually. HRUC did not have access to the updated code as it did not subscribe to the Eversheds Sutherland Governance Plus service

The Committee discussed the potential benefits of subscribing to this service, subject to confirmation that this would not conflict with existing legal arrangements with Stone King.

Resolution: The Committee agreed to recommend the updated Code of Conduct to the Corporation subject to removal of the reference to the UK Corporate Governance Code.

Action: Confirm that subscribing to the Eversheds Sutherland Governance Plus service would not conflict with existing legal arrangements - CM

Action: Remove the reference to the UK Corporate Governance Code from the appendix to ensure consistency prior to submission to the Corporation - CM

12 - Attendance at Corporation and Committee Meetings Policy

The Committee considered the existing policy on attendance at Corporation and Committee meetings and noted that it permitted non-members to attend under certain circumstances. This policy conflicted with revised standing orders that prohibited public attendance at committee meetings and are silent on Corporation meetings. The Committee was asked for a steer on whether attendance at Corporation and Committee meetings should be permitted.

The Committee discussed the balance between openness, transparency, and practical implications of attendance of non-members, as well as the importance of reflecting sector practice.

Resolution: The Committee agreed to allow discretionary attendance at Corporation meetings and not to permit public attendance at Committee meetings.

Action: Amend the Attendance at Corporation and Committee Meetings Policy and take to the Corporation for approval

13 - Any other business

Governors discussed an update on interim Chair arrangements and noted that appropriate cover was in place. The Committee expressed thanks to SK for the additional support provided during this period.

14 - Date of next meeting

- 9 March 2026, 5:30-6:15
- 3 June 2026, 5:30-6:30