

Minutes
Search, Governance & Remuneration Committee
HRUC Governance

Date	09/03/2026	
Time	17:30 - 18:15	
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
In attendance	Niran Mothada	Governor
Officers	Julie Amory	Chief People Officer
Clerk	Clare Mitchell (CM)	Interim Director of Governance
Note Taker	Nataliia Tymkiv (NT)	

Minutes

1 - General disclaimer at the start of meeting

The meeting was recorded for the non-confidential items 1-8 for the purpose of minuting. No objections were raised.

2 - Apologies for absence

There were no apologies for absence. The Committee noted that MN would be late joining due to a clash with another meeting.

3 - Declarations of interest

There were no declarations of interest

4 - Minutes of the meeting on 27 January 2026

The Committee reviewed the minutes of the meeting held on 27 January 2026.

Resolution: The minutes of the 27 January 2026 Search, Governance & Remuneration meeting were approved as a correct record of the meeting.

5 - Actions from the previous meeting

The Committee reviewed the action list and noted the updates on actions 1-8. CM gave a verbal update on progress against actions 9-13.

- Action 9 was complete - Natasha Coutinho had been appointed as interim staff governor for the Harrow Campus.
- Action 10 - the changes to the induction arrangements had been made.

- Action 11 - HRUC's current contract for legal services was not exclusive and CM had arranged for HRUC to take out a subscriptions to the Eversheds Sutherland Governance Plus service.
- Action 12 - the Code of Conduct had been amended.
- Action 13 the policy on attendance at Corporation and committee meetings was on the agenda for approval at the Corporation meeting on 17 March 2026.

6 - Outcome of selection process - Chair of the Corporation

The Committee received an update on the interviews that took place on 3 March 2026. Three candidates had been interviewed; two had been considered appointable. One candidate, John Cope, had stood out as the preferred candidate because of his skill set and vision for HRUC. Since the interviews JC and KS had spoken, JC had completed his declarations of eligibility and interests and a reference had been taken up. The Committee noted that JC ran a consultancy and was a member of a number of other boards and organisations. The Committee emphasised the importance of regularly reviewing his interests to identify and, if necessary, manage any conflicts. The Committee noted that JC had a large portfolio already. SK and KS stated that the time commitment had been discussed, and JC had indicated that he had the time available to undertake this role.

The Corporation would be asked to appoint JC as Chair Designate wef 17 March 2026. He would be formally appointed as Chair at the Corporation meeting in July 2026. The Committee emphasised the importance of appointing Vice Chair(s) of the Corporation for 2026/27 who would complement and support the Chair's skill set. The governing documents allowed for the appointment of either one or two Vice Chairs.

A formal recommendation would be made to the Corporation meeting on 17 March 2026, which would be presented by SK.

Action: CM to draft a paper for the Corporation recommending John Cope for appointment as Chair designate/Chair from July 2026.

Resolution: The Committee recommended John Cope to the Corporation for appointment as Chair designate from 17 March 2026 and then for formal appointment as Chair at the Corporation meeting in July 2026.

7 - Governor recruitment and succession planning

The Committee considered the upcoming vacancies for Corporation Vice Chair, Committee Chairs, Committee Vice Chairs, and Committee members from 2026/27 and proposals for succession planning.

A recent skills audit of the current external governors had identified some key areas which need strengthening. These included direct experience of FE and engagement with the local community. The Committee noted that engagement with the local community would be a focus for the new Chair.

It was agreed that all external governors whose term extended beyond 31 December 2026 should be asked to express an interest in the Vice Chair role(s). This request would be included in the Corporation paper recommending the appointment of the Chair Designate. Expressions of interest would be considered at the next meeting of this committee and an appointment recommendation would be made to the July meeting of the Corporation.

Action: CM - paper recommending John Cope for appointment to include a request for expressions of interest in the Vice Chair role from external governors

The Committee discussed the vacancies on each of the committees in turn:

Audit and Risk Committee

A new Chair would be needed from December 2026. It was proposed that the current Vice Chair should step into the Chair role and a new Vice Chair should be appointed. CM confirmed that it was not a requirement for the Chair of the Audit Committee to be financially qualified, but the membership of the Committee as a whole needed to have recent and relevant skills and experience in finance and risk management. The paper also proposed that a new external governor should be recruited to sit on the Audit and Risk Committee from January 2027.

Curriculum Strategy and Quality Enhancement (CSQE) Committee

A new Chair would be needed from December 2026 and the Vice Chair role was currently vacant. None of the current members of the CSQE had experience of working in FE and this was a significant skills gap.

The paper proposed that two new external governors with FE experience and one with HE experience should be recruited as soon as possible and appointed at the July Corporation meeting. One of the external governors with FE experience would become Vice Chair of CSQE and step into the Chair role from January 2027.

Finance and Resources Committee

The Vice Chair role would be vacant from 1 January 2027. The paper proposed that an existing member of the Committee should be appointed to this role and a new external governor should be appointed from 1 January 2027 to join the Finance and Resources Committee.

Search, Governance and Remuneration Committee

Consideration should be given to appointing the new Vice Chair(s) of the Corporation as member(s) of this Committee.

Strategic Transformation Committee

The paper proposed that one of the two new external governors with skills and experience in FE should be appointed to this Committee.

Action: Recommendations regarding the appointment of Corporation Vice Chairs, Committee Chairs and Vice Chairs and Committee members for 2026/27 to be finalised at the next meeting

Action: Current governors to be asked if they would like to step down from or join a Committee

The Committee discussed the proposal to go out to recruit three new external governors (two with FE experience and one with HE experience) for appointment in July 2026. CM explained that the Instrument and Articles had been amended in December 2025 to increase the maximum number of external governors from 16 to 19. This was intended to be a temporary measure to enable succession planning.

The Committee noted that it was difficult to recruit external governors with direct experience of FE, in part because of the potential for conflict of interest for employees currently working in FE Colleges in the vicinity of HRUC. A search agency was likely to be needed to recruit to

these two roles. The Committee supported this approach for the two FE roles but was of the view that recruitment to the other three external governor roles could be managed internally.

Resolution: The Committee agreed to the recruitment of two external governors with FE experience and one with HE experience with a view to appointment in July 2026

Resolution: The Committee agreed to the recruitment of two further external governors; one to sit on the Audit and Risk Committee and the other to sit on the Finance and Resources Committee with a view to appointment in December 2026.

Action - Director of Governance to arrange the recruitment of two external governors with FE experience and one with HE experience with a view to appointment in July 2026

Action - Director of Governance to arrange the recruitment of two further external governors; one to sit on the Audit and Risk Committee and the other to sit on the Finance and Resources Committee with a view to appointment in December 2026

8 - Corporation and committee meeting schedule 2026/27

The Committee discussed the proposed meeting schedule for 2026/27. The Committee supported setting the dates for the following academic year in March rather than July. The Committee noted that a small number of dates might need to change because of the availability of the new Corporation Chair.

Resolution: The Committee recommended the Corporation and Committee meeting schedule for 2026/27 to the Corporation for approval

9 – Confidential item.

Please see separate confidential minutes.

10 - Any other business

Please see separate confidential minutes.

11 - Date of next meeting

- 3 June 2026, 5:30-6:30