

Date 20/09/2023
Time 16:30 - 18:00
Location Microsoft Teams Meeting
Present Susan Kingman, Mel Nebhrajani, Nick Davies, Ian Valvona, Keith Smith, Julie Amory, Shane Woodhatch, Dylan McTaggart
Absent Alasdair Macleod
Clerk Rekha Kaul

20th September 2023 Minutes GB Search, Governance & Remuneration Committee

ACTION LOG:

1	PP revised Governance action plan is being devised and is based on the new Terms of Reference which are being created for each of the GB Corporation Committees along with revised Articles and Instruments. This activity is on track for October 2023 completion.	30 th Oct 2023
2	SK/PP review of Governor recruitment to ensure there is a solid Board going forward and membership is not dropped.	30 th Oct 2023
3	JA piece of work to address staff who are on spot salary, who only receive pay award and do not benefit from incremental increase.	30 th Oct 2023
4.	JA piece of work to address the differential pay scale that will be attractive to the external market for the hard to fill roles such as STEM or Engineering areas.	30 th Oct 2023
5.	JA/SW to provide HR data report on staff salaries, in order for Governors to understand the strategy and principles.	30 th Oct 2023
6.	PP to form a Pre-Review Working Group to prepare for the External Governance Review, involving Chair of SGR (SK) and others.	Pre Easter 2024
7.	PP to contact Karen Brown; Milton Keynes College KB for peer review.	Pre Easter 2024
8.	PP to add clause into Articles and Instruments, stating intention for at least two adult student governors.	30 th Oct 2023
9.	PP: As part of the new internal communication plan, request for updated Governor photographs and short video biographies to be prepared and made ready at 30/10/23 GB Strategy Day.	

Minutes of Meeting:

1.	Election of Chair
	A vote was conducted, and Governors nominated SK as the Chair of GB Search, Governance & Remuneration Committee.
2.	Election of Vice Chair
2.1	(SK) took lead of the meeting.
2.2	MN was nominated as the Vice Chair of GB Search, Governance & Remuneration Committee.
3.	Apologies for absence
	Apologies were received in advance from AM.
4.	Declarations of Interest
	No declarations of interest were received.
5.	Minutes of the last meeting 26th April 2023
	26 th April 2023 minutes of meeting were APPROVED .
6.	Actions from last meeting 26th April 2023
ACTION 1	Revised Governance action plan is being devised and is based on the new Terms of Reference which are being created for each of the GB Corporation Committees along with revised Articles and Instruments. This activity is on track for October 2023 completion.

7.	Risk Register Update - Search, Governance and Remuneration
7.1	PP provided a verbal update on HRUC's new Risk Register which has been created using Monday.com.
7.2	The Risk register cross references all risk against the HRUC Strategic pillars 2023 – 2030.
7.3	New Risk Appetite document is being drafted and will be reviewed by the triumvirate (ND, PP and KS) and will be brought to 10 th October 2023 GB Corporation.
7.4	Governor attendance at GB meetings was raised as a RISK.
7.5	The Chair of Governors (ND) and PP have undertaken a Governor Appraisal Review activity over summer 2023. Two Governors have been completely uncontactable despite several email attempts.
7.6	Amanda Priem has informed the Board that she is 22 weeks pregnant and will be taking a sabbatical to step back from significant Governor duties from Christmas 2023 for a period of approximately one year.
7.7	In line with Government guidelines, a number of Governors have exceeded the longevity of service guidelines of being members of the Board.
ACTION 2	PROPOSAL for review of Governor recruitment to ensure there is solid Board going forward who are attending and participating in the required activities.
8.	Remuneration Strategy
8.1	SPH pay proposal will be deferred to end of meeting, when SPH's will be asked to leave the confidential part of the committee meeting.
8.2	CFO (SW) provided a verbal update on the future harmonisation of pay and conditions:
8.3	DfE announced a national increase for the base rate of colleges which was 2.3% higher than planned. This is part of the cash injection to address key priorities.
8.4	6.5% pay rise for School teachers.
8.5	Following reclassification by Office National Statistics, HRUC is now classified as part of the public sector. The government sets the staff pay in schools.
8.6	Additional money from DfE is £3.1m to be spent on staff retention and recruitment, the proposed increase of SPH salaries, 6.5% pay award for staff.
8.7	Alignment of lower pay scales at RC to match the London Living Wage and pay equalisation at RC.
8.8	Financial affordability review (SW):
8.9	SW confirmed that the headline figures are affordable across the Board.
8.10	£300k remaining after the deductions of work being undertaken by Rockborn £450K, SPH pay proposal £172K, 6.5% pay award £1.7m, recruitment of PA staff to support Governance and EMT and Jo Withers Chief of Business Strategy additional posts required £300k.
8.11	The figures provided by SW include onboarding costs of pensions and NI.
ACTION 3	JA piece of work to address staff who are on spot salary, who only receive pay award and do not benefit from incremental increase.
ACTION 4	JA piece of work to address the differential pay scale that will be attractive to the external market for the hard to fill roles such as STEM or Engineering areas.
8.12	JA provided a verbal update on pay alignment strategy of RC and HCUC spine points, capability cases and then pay equalisation activity of RC and HCUC which means some RC staff may increase a couple points higher to match peers at HCUC.
8.13	There are benefits to undertaking the two parts simultaneously, in terms of negotiations with TUs and attract better external talent and address the hard to fill roles of teachers and support staff.
8.14	Approximately 77 Learning Support Assistants at RC will be uplifted to London Living wage, which is equivalent to 9% pay increase.
8.15	All HRUC staff will be on London Living wage by end of the process.
ACTION 5	JA/SW to provide HR data report on staff salaries, in order for Governors to understand the strategy and principles.
8.16	A Joint Trade Union meeting scheduled 11/10 for KS/JA/EMT to engage on the Pay Award.
8.17	KS comment: locally TU put in 15% pay increase request. National bargaining 6 – 6.5% pay increase likely to be approved. Not all colleges get 6 – 6.5% pay increase equally. There will be a significant number of colleges who will not be able to meet the 6 – 6.5% pay increase. HRUC goes into this in a healthy position.

	TU trade off to match national position + acknowledgment HRUC merger activities vs. cost-of-living increases.
8.18	DM comment: ND comment: great news on pay, real shot in arm. JA/KS confirmed HRUC will not go below London Living Wage. This will be an active strategy – to be at or above London Living Wage.
8.19	JA – safeguards will be in place.
8.20	Mel supports the proposal.
8.21	Investing in Support Services, Mel encourages and supports HRUC to do so.
8.22	SW comment: Higher HRUC enrolment will also fund additional roles in corporate services. KS comment: 300,000 head room, to be put into pay and people and not into reserves. Healthy position. Hope that TU will see that HRUC are making great strides towards improvement of staff pay and conditions.
8.23	The committee APPROVED the strategy.
9.	External Governance Review
9.1	Context and decision for selection of partner to deliver, incl. costing and timing, Plus preparation plan. Understand what standards are required, including support. Speak to Peer Reviews.
9.2	External Governance Review to be completed by ETF External Partners during Easter (March – April 2024) duration of one week. To be completed no later than July 2024.
9.3	Cost is approximately £3500 (for Governance Experts Groups) ranging up to £5000 (for Fiona Chalk).
9.4	To be treat as if it was an Ofsted inspection of Governance.
9.5	They will review HRUC's: <ul style="list-style-type: none"> i. Articles & Instruments ii. Terms of Reference iii. Handbook iv. Minutes of meetings v. Conducting of the Governance meetings vi. Interviews of Chair of Govs, Vice Chairs and Chairs of Committees. vii. During one week. They will attend one or two Committee meetings.
9.6	A Red, Amber, Green (RAG) Report will be produced with any associated recommendations and actions. The actions are not legally mandated, but we do need to be able to evidence the review has taken place, as requested by the ESFA mandate for us to report on this.
9.7	The RAG report is not shared with the Department for Education.
9.8	Director of Governance (PP) has discussed this with eight London AoC Groups about their experiences of the Governance Review process, to maximise HRUC's experience of the forthcoming event.
ACTION 6	PP to form a Pre-Review Working Group to prepare for the External Governance Review, involving Chair of SGR (SK) and others.
ACTION 7	PP to contact Karen Brown Director of Governance of Milton Keynes College KB for peer review activity.
	The Chair thanked PP and agreed with this best practice and approach.
10.	Student Governors
10.1	Head of Governance (RK) talked the highlights of a paper, to facilitate a discussion about improving student governor attendance at Board and committee meetings, current position and recommendation for new elections internally including structure and shape, to cover new Student Committee model and support in meetings (attendance).
10.2	Governors supported the paper and encouraged student membership to be from at least two adult students, to maximise attendance and participation in the complex and challenging work of Governance.
10.3	PP confirmed that the newly elected HRUC Student Governors are adult learners with a wide range of neuro diversity as well as equity and diversity of whole student body. One student governor is a disabled student.
ACTION 8	PP to add clause into Articles and Instruments, stating intention for at least two adult student governors to be recruited.
10.4	Student Governors recruitment process will be adopted from next year: students to apply to and be recruited through SGR committee, where references are checked and specialisms are considered.
10.5	Student Governors are one method for student voice to be heard. Other ways are student engagement scheme including Link Governor scheme, Learning Walks and student surveys. There are many touch points throughout the year where governors will be informed of Student Voice.

10.6	Student Governors have full voting rights in the same way that Staff Governor can vote, on non-confidential items, as written on Articles and Instruments.
10.7	Principal of UC (DM) and PP met with UC Student Governors this week.
10.8	UC Student Governor (MS) won a student award at UC Award ceremony last night.
	The committee APPROVED the paper.
11.	Delegation of Authority
11.1	Internal communication Officer to be recruited on a 6 – 12 months pilot scheme, whose duties will include: <ul style="list-style-type: none"> I. to produce a new set of newsletters II. Governor HRUC email address/username/password III. Video communications IV. Launch on internal website called Viva Engage (internal Facebook).
ACTION 9	PP: As part of the new internal communication plan, request for updated Governor photographs and short video biographies to be prepared and made ready at 30/10/23 GB Strategy Day.
	Chair of Governors and members APPROVED the above proposals.
12.	Any Other Business (AoB)
12.1	Harrow Principal recruitment: HRUC are working with FEA Associates for shortlisting/interviews to take place on 7 th November 2023.
12.2	FEA are providing internal candidates with CPD and coaching opportunities, to support them to apply for the role.
12.3	Interview panel: will be 2 – 3 Governors including Chair of SGR (SK) and with internal panel of Senior Post Holders KS/DM/JA.
12.4	FEA was given a direct award.
12.5	Going forward, all other procurement bids will be under review, incl. building work, consultancy work, to ensure financial regulations and due diligence and tender processes are clearly documented and met.
13.	Dates of the next meetings
	Dates of forthcoming meetings: Monday 30th October 2023 @ External venue tbc Wednesday 21st February 2024 @ Richmond Campus Wednesday 1st May 2024 @ CEO's office, Uxbridge Campus
	Meeting ended at 17:40