

Minutes

GB Search, Governance & Remuneration Committee

Governance 2024-2025

Date	09/09/2024	
Time	17:30 - 18:30	
Location	Microsoft Teams Meeting	
Present	Simon Boulcott (SB)	Chair
	Michael Sutcliffe (MS)	Governor
	Jenny McLaughlin (JM)	Governor
	Nicholas Davies (ND)	Governor
	Sujit Reddy (SR)	Governor
Absent	Mel Nebhrajani (MN)	Vice-chair
	Sofia Barbosa-Boucas (SB-B)	Governor
Governance	Perry Perrott (PP)	Clerk
	Nataliia Tymkiv	Note Taker

1 - Election of Chair and Vice Chair

The meeting started with the primary order of business was the election of the Chair and Vice Chair for the term 2024-2025. PP served as a temporary Chair for the process of election.

The committee conducted a vote, and SB was elected unanimously as Chair for the term. SB subsequently nominated MN for the Vice Chair position, and with no counter-nominations, MN was also unanimously elected. PP will inform MN of the election result offline due to her absence at the meeting. Following the conclusion of the elections, SB graciously accepted the role of Chair and proceeded to address the agenda.

2 - Apologies for absence

SB acknowledged the apologies for absence from MN and KS.

PP confirmed these absences and officially noted them.

3 - Declarations of Interest

No declarations of interest were received. PP encouraged members to update their annual declarations of interest on GovernorHub and mentioned that some members had already completed this task. MS voiced a concern about a technical issue he faced while updating his details on Governor Hub. PP reassured MS that they would address the issue together the following day.

ACTION 1 Address the technical issue MS encountered while updating his details on GovernorHub.

4 - Minutes of the last meeting dated: 3rd May 2024

SB noted that only ND and MN who was absent from this meeting, had attended the previous meeting on May 3rd, 2024. PP mentioned that the minutes had been signed off by the previous Chair, SK, and proposed that ND's confirmation would suffice for this meeting. ND endorsed his approval, and it was agreed that SK's signature would be officially recorded for the minutes.

5 - Actions from last meeting

SB pointed out that the action log from the previous meeting had numerous items without clear status updates. PP clarified that many actions had been completed but were not marked as such due to the superseding board review and summer works. SB requested an updated action log with a status column indicating whether items were completed or still open. PP agreed to distribute the updated log by the end of the following week. SB also questioned the status of the risk software packages, to which PP responded that they had undergone a tender process, where the software company Q-Hub was selected and deemed fit for purpose by the new Chair of Audit and Risk Committee, VN.

ACTION 2 Circulate the updated action log with a status column indicating whether items were completed or still open.

6 - External Board Review Action Plan

The conversation on the External Board Review (EBR) Action Plan began with PP expressing his disappointment with the review results, remarking that they did not mirror the board's quality, and noting the overall strong Governance. He underscored the importance of transparency and stated that all action items mentioned in the review had been included in the action plan. SB acknowledged the positive aspects of the report and highlighted the board's robust governance.

ND noted that some of the suggested actions items from the EBR need to be further discussed to decide whether they need to be actioned. PP noted that the issue regarding the number of staff attending meetings has been resolved by limiting attendance to three key members: Keith Smith (Ex-Officio, CEO), Dylan McTaggart (Deputy CEO & Group Principal), and Shane Woodhatch (CFO); for the rest of the term, additional attendees will be invited to Committee meetings only when required to present a specific item and at the discretion of the Chair of the meeting.

The action item about the need for a clear annual board calendar was clarified, with PP assuring that HRUC Governance has an Annual Order of Business in place, with all the topics outlined for the term.

SB noted the comment in the EBR that certain topics discussed during meetings were not recorded in the minutes.

The concerns were raised about minute-taking, particularly the individual's bias and the need for a better strategic focus in meetings. PP assured that improvements were being made, including the use of digital AI minutes and a focus on strategic discussions.

The board discussed the need for stronger management accountability for meeting inputs and improved meeting efficiency. PP outlined that clear expectations about this year's focus on strategy have been established, with KS establishing firm standards and communicating these to the management team. Any deviation from the focus on strategy should not be tolerated as the governing body is focused on action rather than prolonged discussions.

The need to move beyond repetitive management presentations and ensure communication of meaningful progress towards strategy goals was highlighted. The board agreed to address individual issues promptly and ensure meetings remain productive and focused on strategy.

The members agreed that an updated EBR action plan should be ready for the next board meeting in October.

ACTION 3 PP to complete External Board Review (EBR) Action Plan with actions, timelines, and accountability and provide SB with the first updates the next two weeks. The final completed version to be circulated for the next Corporation meeting on the 8th of October.

7 - Draft programme for External Strategy Day

PP introduced the discussion on the draft programme for the External Strategy Day, scheduled for October. He mentioned potential venues and proposed involving external speakers such as Dame Sally Dicketts for curriculum strategy, Jules Yong for internal strategy work, and educational specialists from Stone King for governance responsibilities. SB emphasized the importance of building relationships between the board and management and focusing on delivering the strategy. MS suggested starting with curriculum discussions and integrating estates strategy to support the student experience. JM, who noted her apologies for the Strategy Day, suggested including discussions on SEN provision.

Ongoing discussions about a significant purchase that would enhance the curriculum and estate strategy were noted.

PP added that a further education (FE) specialist has been interviewed and might join the board meeting in October. This specialist is an Ofsted inspector with extensive experience in FE quality.

It was discussed that the day could start with curriculum, move into estate strategy and complete with IT strategy, a plan based on these elements to be brought back by PP before Corporation on the 8th of October.

ACTION 4 PP to bring back a proposed agenda of the External Strategy Day by end of September 2024 via GovernorHub.

MS raised a query about the upcoming visit to a potential venue for the away day, asking if there were any specific requirements from the board. PP explained that they were looking for a venue that offered a better experience than the Heathrow hotel, with more facilities and a conducive environment for strategic discussions.

SB and ND expressed concerns about the accessibility and feasibility of an overnight stay. PP suggested that a social evening could help build relationships, but the board members felt that more notice was required for such arrangements.

SR proposed extending the day to include an evening meal and social activities without necessarily staying overnight. This suggestion was noted, and PP agreed to evaluate the feasibility during their visit to the new venue.

The discussion concluded with PP planning to report back on the findings, ensuring that the final decision would be made with input from all board members.

ACTION 5: Evaluate the venue of the 23rd of October 2024 External Strategy Day and report back on the findings.

8 - Review of Governors Attendance 2023/2024

SB initiated the discussion by referencing a comment from the External Board Review about individual attendance levels. PP reported that significant improvements had already been made, particularly with the departure of low-attendance members and the return of others from leave. He emphasized the importance of meeting attendance and noted that any governor with attendance below 60% would be subject to action, as stipulated in the Instruments and Articles.

PP also mentioned ongoing efforts to support staff and student governors, including one-on-one meetings and coaching sessions to ensure their preparedness and attendance at board meetings. He highlighted that the overall board attendance was still in the upper quartile compared to national averages.

JM expressed her gratitude for the flexibility in attending meetings online, which had allowed her to participate despite personal circumstances. ND inquired about the status of the previously discussed 'shadow board' for students, to which PP responded that plans were in place to establish a more structured feedback mechanism involving student governors and a staff member.

The discussion concluded with PP reiterating the commitment to improving attendance and engagement, supported by ongoing reviews and individual meetings.

9 - Any Other Business (AoB)

No other business outside of the agenda was raised.

10 - Dates of the next meetings

SB confirmed the dates for the next meetings as 27th January 2025 and 4th June 2025. PP mentioned that an additional meeting might be called before January due to the ongoing business.

The meeting concluded with thanks to all participants.