

**SEARCH, GOVERNANCE, AND REMUNERATION
MINUTES**

14 May 2024 at 16.30
Moulsham Street and TEAMS

Members: Trevor Bolton (Vice Chair), Rachael Cornwall, David Holmes, Amanda Montague, Christian Norman

In attendance: Ra Hamilton-Burns, David Warnes (CEO)

	FORMAL MATTERS	Action
1.	<p>Apologies for Absence and declarations of interest There were none.</p> <p>The Chair welcomed David Holmes to his first meeting of the SGR Committee and thanked him for joining this Committee and chairing Audit Committee.</p> <p>Trevor Bolton told the Committee that he has been invited to join the Board of Met Film School from 1 June 2024. It was agreed that this is not expected to cause any conflicts of interest.</p>	Note
2.	<p>Minutes of the meeting held on 22 March 2024</p> <p>Corrections: Item 4iv – The Committee recognised the advice of the Charity Commission but determined the Board will retain the clause barring students under 18 from voting on financial matters as it regards it as its corporate responsibility to protect minors. Item 5 – SPH appointments were confirmed by the Committee and recommended to the Board at its meeting 22 March 2024.</p> <p>AGREED: THE MINUTES OF THE MEETING HELD ON MARCH 22, 2024, WERE AGREED AS A TRUE RECORD.</p> <p>Electronic resolution 22 April 2024 The electronic resolution made on 22 April 2024 to recommend the membership of David Peace and Sarah Atkinson to the Board commencing on 1 May 2024 for a four-year period was noted. The Board has subsequently agreed their appointment.</p>	
3.	<p>Matters/Actions arising from the minutes There were none.</p>	
	TO DISCUSS AND APPROVE/RECOMMEND	
4.	<p>i. Review the Standing orders The Committee reviewed the Standing Orders and approved the new format and content of the document. They agreed that it would be useful</p>	SGR

	<p>at item 31 to add more detailed examples. The Committee thanked RHB for her considerable work in reviewing this and producing a single document.</p> <p>AGREED: THE SGR COMMITTEE AGREES TO RECOMMEND THE STANDING ORDERS TO THE BOARD AT ITS MEETING ON 4 JULY 2024</p> <p>ii. Review the Committee Terms of reference</p> <p>RHB to review and update in light of comments from the External Board review.</p> <p>iii. Chair and Vice Chair roles and succession planning Amanda Montague said this item follows on from conversations at the annual strategic conversation which mentioned that some colleges haven't properly succession planned. The Committee was reminded that it had agreed a succession planning policy at its November 2023 meeting. Amanda Montague is due to step down in July 2025 and there has been discussion that it is appropriate to plan for a year to recruit a chair and a year to recruit a Vice Chair. TB has clarified that he is not wishing to step into the role of Chair so this will trigger two recruitment processes.</p> <p>The process of appointing a chair should begin both internally and externally to allow planning and handover. The skills of Rachael Cornwall and Bev Mahoney be requested to support the process. RHB reminded the Committee that the I and A stipulate that the Board will go to external advert at the end of the Chair's tenure.¹ Go to formal external launch in September 2024 with a view to appointing a Chair designate. It was agreed that a panel will be appointed by the Board and interview Chair candidates and make recommendation to the Board. Internal candidates will be positively encouraged to apply.</p> <p>There was a discussion about whether to manage the process in house or to appoint an agency. Members thought that FEA provided an excellent service but questioned if recruitment of governors was their area of expertise. DH suggested 'dynamic boards' or the guardian to advertise the roles. DW suggested that Peridot are the sector experts for recruitment. It was agreed that it should go to tender as it will exceed £5k. RC said that she would favour running the process in-house if possible. DH said that personal networks can be used but this was seen as an additional avenue. It was agreed that the role should be publicised. Trevor Bolton said that there are potentially excellent internal candidates and Board members should also be encouraged to share the opportunity with local networks.</p> <p>Action: RHB to contact AGBIS, FEA and Peridot for a quote.</p>	<p>Committee</p> <p>RHB</p> <p>RHB</p> <p>AM</p>
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¹ 5. (1) The members of the Corporation shall appoint a Chair and up to two Vice-Chairs. At the end of their respective terms of office the Chair and Vice Chair shall be eligible for reappointment. The Board will go to external advert when the position of Chair becomes vacant due to the resignation of the Chair or at the end of the Chair's tenure (or can replace with every eight years)

	<p style="text-align: center;">Action: Amanda Montague will present a short item at the next Board meeting in July 4 to introduce the idea.</p> <p>There was a discussion about appointing a second Vice Chair and this will also be publicised at the 4 July Board meeting. Amanda Montague said that she and Trevor Bolton had enjoyed a positive relationship as chair and Vice Chair and they would welcome a second vice chair to join them.</p> <p>AM said that the Board should also seek to appoint vice chairs for Boards. It was agreed that Committee Chairs should ask for members to volunteer. ACTION: RHB to ask Chairs to invite volunteers.</p> <p>Succession planning - David Warnes explained that there is a succession plan for whole board is shown on excel spreadsheet in the papers. This will be updated and monitored.</p> <p>Onboarding process. Ra Hamilton-Burns had met with Bev Mahoney to agree the onboarding process to make it as welcoming and smooth as possible for new members. Amanda Montague suggested that there should be a timescale of within two months of appointment but recognising that DBS can hold up the process which can delay this until this is finalised. A session with the relevant Committee Chair will also be added.</p> <p>AGREED: THE SGR COMMITTEE AGREED THE PROCESS FOR ONBOARDING AND INDUCTION OF NEW MEMBERS</p> <p>Board Calendar for 2024/25 The Committee looked at the calendar and recognised that it follows the same pattern as the calendar used this year.</p> <p>It was agreed to follow the broadly the same protocols as the current year:</p> <ul style="list-style-type: none"> • Princes Road for Board meetings • Moulsham Street for committees • Flexibility to offer hybrid meetings with a preference for in person • The Chair of each Committee to decide. • Next year however, the PSR and Audit Committee will overlap to review the annual statements in the November meetings. <p>AGREED: THE SGR COMMITTEE AGREES TO RECOMMEND THE CALENDAR FOR BOARD AND COMMITTEE DATES FOR 2024-25 TO THE BOARD.</p>	
5.	<p>Board assessment</p> <p>External review</p> <p>The draft Board review had been received late which had not given members sufficient time to consider it, but the Committee discussed the summary of headline strengths and areas for development and made comments.</p>	

STRENGTH	AREA FOR DEVELOPMENT
BOARD COMPOSITION	
<p>1.1.A committed group of governors bringing a wide range of professional skills and diversity in (most) protected characteristics</p> <p>1.2.An appointment framework that recognises the need for continuous renewal of the Board while maintaining flexibility</p> <p>1.3.Effective use of additional members appointed to committees</p> <p>1.4.An increasingly integrated approach to skills audit and succession planning</p> <p>1.5.A comprehensive induction programme for new governors</p>	<p>1.1.Through targeted recruitment, increase the number of women on the Board- accepted</p> <p>1.2.Reinforce the ability of the Board to scrutinise financial performance and challenge financial plans – done as DP has been recruited.</p> <p>1.3.Communicate more clearly the distinct role of an additional committee member</p> <p>1.4.Consider assigning a student governor to the PSR Committee</p> <p>1.5.Review the support available to student governors and consider overlapping student governor appointments</p>
BOARD STRUCTURES	
<p>2.1.Comprehensive committee structure providing assurance and advice in all areas of operation</p> <p>2.2.Timed agendas supporting good management of meetings</p> <p>2.3.Clearly-presented Risk Register and Risk Dartboard</p> <p>2.4.Effective use of consent agenda</p> <p>2.5.A variety of opportunities for governors to extend their understanding of the College, supported by a proactive approach to disseminating information</p>	<p>2.1.Review committee terms of reference to clarify responsibilities to the Board</p> <p>2.2.Keep meeting times under review to facilitate in-person attendance where possible</p> <p>2.3.Further develop reporting format to clarify the purpose of each report and highlight key issues for discussion, including (where appropriate) EDI implications</p> <p>2.4.Reduce volume of information provided by embedding in reports links to further information for governors wishing to ‘drill down’</p> <p>2.5.Develop a performance dashboard incorporating high-level KPIs set by the Board</p> <p>2.6.In all sets of minutes, provide summary of resolutions made and actions requested</p> <p>2.7.Ensure that minutes of board meetings are published on the College website as soon as they have been confirmed</p> <p>2.8.As a priority, develop comprehensive and easily</p>

	<p>accessible governor information system</p>	
<p>BOARD INTERACTION</p>		
<p>3.1.Experience of driving strategic change 3.2.Mutual trust within the Board and between Board and Executive 3.3.A highly skilled Director of Governance working with a Chair and Principal no less committed to good governance</p>	<p>3.1.Establish and maintain regular (at least annual) meeting of external governors 3.2.Create more opportunities for reflection, including at the end of each meeting 3.3.Involve wider group of governors in transition planning 3.4.Consider investing in a board portal</p>	
<p>The SGR made comments on the recommendations which RHB will feedback to Martin McNeil with other comments. These are attached in the appendix to this set of minutes. AM said that she found the report reassuring as it had focussed on operational areas for development which are minor. Trevor Bolton added that he had hoped that the review would offer more guidance in terms of best practice from other colleges.</p>		
<p>P21. David Warnes said that this is a factual inaccuracy as access to</p>		

	<p>governor information is all available on the Governor Portal on TEAMS which offers papers, training material, key documentation. Access to this had been offered to Martin McNeill.</p> <p>RHB will make changes and send to Martin McNeill for his consideration.</p> <p>ii. Self-Assessment process</p> <p>The Committee recognised that there is a matrix of self-assessment activities for the Board which are rolled out throughout the year and will be repeated cyclically. Together, all the actions taken throughout the year combine to give a robust and thorough self-assessment approach which will be reported to the Autumn Search Committee when complete.</p> <ul style="list-style-type: none"> • Committee end of term surveys • Chair and GP surveys • One-to-one meetings with Chair and Vice Chair for each governor <p>AGREED: The SGR committee agreed that the outlined self-assessment activities were appropriate and should be completed by July 2024.</p>	
6.	<p>Exit surveys</p> <p>Jenny Beaumont and Sarah Atkinson had both been invited to meet with Amanda Montague or Ra Hamilton-Burns for an exit interview, or to complete a survey if preferred. No response was received from Jenny Beaumont. Sarah Atkinson had been willing to do so but had not had time before this meeting took place.</p>	
7.	<p>SPH targets for coming year</p> <p>David Warnes presented the targets for Debs Hurst and Debbie Garroway – 8 pillars form the goals and measures of success and targets are aligned to them. These are 24/25 academic year targets but the Committee recognised that this is a five-year plan.</p> <p>The strategic objectives are the same in both documents. Amanda Montague suggested that the targets might reflect the senior team’s responsibility for sharing of some of the items. As an example ‘inspire our people’ could be in Debbie Garroway’s targets as it falls to her through her teams. She suggested that the measurement for this might be different. In a similar way, there are shared goals that might appear on Debs Hurst’s targets. It was suggested that SPH targets for both parties could be captured on a single document as senior team targets.</p> <p>A governor asked if 360-degree feedback is invited as it is critical for senior people in any organisation. David Warnes agreed that this is a good practice and he had undergone such a review this year and found it invaluable. This will be put added to the process.</p> <p>Action: DW to review and ensure that the shared goals for the senior management role is captured.</p>	

	Action: DW to meet with TB and AM to set next year's targets for him as CEO	
8.	SPH policies Rachel Cornwall commented that she is dispirited that a SPH should have such a policy as a conversation could be had. These policies could be stripped back and made more simplistic. DW welcomed a simplified process as long as it is compliant with ACAS code. Action: RC to work with BM to provide three policies by the end of the summer 2024.	
9.	Any Other Business There was no other business. <i>Meeting closed at 17.45</i>	
10.	Date of Next Meeting 21 September at 16.00	