

**MINUTES EXTRAORDINARY SEARCH, GOVERNANCE,  
AND REMUNERATION**

**30 January at 09.30**  
**MS Teams™**

**Members:** Trevor Bolton (Vice Chair) Jenny Beaumont, Rachael Cornwall, Amanda Montague, Sarah Noble, David Warnes (CEO)

**In attendance:** Ra Hamilton-Burns

	<b>FORMAL MATTERS</b>	<b>Action</b>
1.	<b>Apologies for Absence</b> Sarah Noble had sent apologies.	
2.	<b>Declaration of Interest and to notify any confidential items</b> All SGR members declared an interest in Item 3.	
	<b>TO DISCUSS AND APPROVE/RECOMMEND</b>	
3.	<p><b>Succession planning and appointment of new members</b> <b>Board and committee structure – to discuss and recommend</b></p> <p>David Warnes reminded members that the membership was subject to a great deal of change in the Spring term of 2024:</p> <ul style="list-style-type: none"> <li>• The recent departure of Barbara Vohmann, Doug Zeeman and imminent departure of Sarah Noble would leave vacancies and skills to be filled.</li> <li>• David Holmes will join the Board at the end of March 2024.</li> <li>• There will still be two full Board vacancies to fill.</li> <li>• <b>Quality and Learners' Committee</b> - Christian Norman had been approached by Amanda Montague to ask if he would consider becoming Chair of Quality and Learners and he has accepted. He would automatically become a member of Search, Governance and Remuneration so requested that he be taken off Audit as three committees would be too onerous.</li> <li>• <b>Audit Committee</b> - The Committee discussed the requirement of the <a href="#">Audit Code of Practice</a> to '<b>Corporations should consider whether staff-governor members of an audit committee meet good practice standards of independence and objectivity</b>'.</li> <li>• Recruitment will focus on two new members for the Audit Committee.</li> <li>• There was discussion that the skills of a qualified accountant would be valuable for the role as Audit Committee Chair.</li> <li>• David Warnes had contacted Jenny Beaumont in advance of the meeting to explain that the purpose of the meeting was succession planning, and that the Committee would discuss having Board members with the right skill set for each of the Committees. He explained that matters would be discussed in full at the meeting but that it would be proposed that David Holmes, a fully qualified accountant might be considered as Chair of the Audit Committee from April onwards. Jenny Beaumont had responded that she had stood down as Chair of the Committee with immediate effect.</li> </ul>	

SGR members were minded that many Boards have resolved not to have staff members on the committee in light of the Post-16 Audit Code of Practice comment on this matter and recognised that this is not best practice in any organisation. Jenny Beaumont commented that Jan Church is a valuable member of the Committee and has been able to offer the staff perspective on internal audits. Members agreed that Jan Church was an excellent Board member whose contribution would be valuable to any of the Committees, and she is extremely appreciated as a governor. It was agreed that as the SGR has no robust reason to retain a staff governor on the Audit Committee, Jan Church would be asked to move to PSR Committee in place of recruiting a co-opted member for that Committee.

The Committee recognised that there had been six members of this Committee previously and that recruitment back to this level would be ideal.

Ra Hamilton-Burns sought clarification on the timing of Jenny Beaumont's resignation as Audit Chair as David Holmes will not be joining the Board until the end of March. Jenny Beaumont responded that she had understood the request and was corresponding with David Warnes on this matter and did not wish to discuss it during the meeting. She had attended SGR as a courtesy to ensure that the Committee would be quorate but will not revisit her decision to stand down because of decisions that have been made. She had communicated that to David Warnes. It was agreed that Amanda Montague would approach Jaya Patten to ask him to Chair the March 2024 meeting.

**Action: AM to contact JP to request that he chairs the Audit Committee on 5 March 2024.**

- **Policy, Sustainability and Resources Committee**– no changes except for the invitation to Jan Church to join this Committee.
- **Search, Governance and Remuneration Committee** – only the addition of Christian Norman, ex officio as Chair of Quality and Learners' Committee and David Holmes, ex officio as Chair of Audit Committee.

### **Candidate pack and finance role description**

#### **Whole Board**

David Warnes and Ra Hamilton-Burns had met on 18 January 2023 to review the Reach Volunteering site and identified candidates with financial qualifications. It was suggested that these be contacted but that the vacancy and role description also be made public on the site. The shortlist of candidates was in the papers. The Board is currently seeking one or two full-time members of the Board and one or two co-opted members. Members will be encouraged to advertise the roles among their networks. Ra Hamilton-Burns has already contacted RSM to invite expressions of interest in the co-opted role.

It was agreed that the welcome letter would be reviewed and edited.

**ACTION: DW to review the welcome letter**

	<p>It was agreed that the role description would be amended to say 'have the right to work in the UK. There was a discussion about the indicated time demands of the role and it was agreed that this should remain as stated as the role for a new member is about that time. However another sentence will be added to explain that in addition to this there are opportunities for visits, celebrations etc. It was acknowledged that the ambassadorial role of governors should be included in the letter.</p> <p><b>ACTION: RHB to amend the finance/audit committee member role description.</b></p> <p><b>AGREED: THE SGR COMMITTEE AGREED TO RECOMMEND THE FINANCE/AUDIT COMMITTEE ROLE DESCRIPTION TO THE BOARD WITH THE AMENDMENT AS AGREED.</b></p> <p>One member reminded the Committee that diversity needs to be kept in mind and was pleased to note that the field of possible candidates was inclusive.</p> <p><b>ACTION: RHB will upload the documents to the REACH volunteering site and make the vacancies public.</b></p> <p><b>ACTION: DW to remind BM to contact RM to meet and discuss standard role descriptions.</b></p>	
4.	<p><b>External Board review</b></p> <p>Ra Hamilton-Burns reminded members of the process and timeline of the External Board Review. This has also been reiterated in the January Board briefing for members.</p> <p>Trevor Bolton commented that he had visited the biography of Martin McNeil, the reviewer and had been assured that he is well qualified to do an excellent job and offer the Board guidance on improvement. Ra Hamilton-Burns said that he has been known to her for several years and she was certain that he will bring a great deal of value with his report.</p> <p>There was a discussion about the meetings listed and how best these might be arranged. Ra Hamilton-Burns agreed to discuss the possibility of some meetings taking place online in addition to the morning of 22 March 2023. David Warnes asked if there is a briefing document or any questions that might be shared in advance. Ra Hamilton-Burns will ask Martin McNeill for this. Checklists and questions asked at other review meetings at other colleges can be shared.</p> <p>Most of the required documents have been collated and are online ready for the desktop review. The Instrument and Articles have now been redrafted and it was agreed that the SGR working party will review the coversheet, marked up current I and A and a new proposed set and, if appropriate, recommend these to the Board via electronic resolution.</p> <p>Some comments on the notes from the original meeting have been fed back to the review team.</p> <p>The Committee said that they looked forward to the process and the action plan which will drive improvement.</p>	

<b>CONSENT AGENDA</b>		
5.	<p><b>Recommendations from the SGR working Governor role description</b></p> <p><b>AGREED:</b> The SGR Committee agreed to recommend the governor role description to the Board with the amendment as agreed.</p>	
6.	<p><b>Governor briefings sent since the last SGR meeting</b></p> <p>Committee members noted the Governor briefing which had been issued on January 26 2024.</p>	
7.	<p><b>Any Other Business</b></p> <p>There was none. The meeting ended at 10.22.</p>	
8.	<p><b>Date of Next Meeting</b></p> <p>Tuesday 14 May 2023 at 14.30</p>	

Chair approved