

# Governance, Search and Remuneration Committee Meeting

Tuesday 4 February 2025, 18:30 - 20:00

Over Teams

## Attendees

### Board members

Angela Foster (Member, Non-teaching Staff), Usha Puri-Dewage (Member), Andy Boucher (Member and Corporation Chair), Kay Sandford-Beal (Director of Governance), Tracey Inverary (Member and Vice Chair), Pat Morton (Member and Committee Chair)

Absent: Rosali Pretorius, Chloe Hall

Meeting ID: 370 073 611 259

Passcode: H2JNmS

## Meeting minutes

### 1. Welcome, apologies and quoracy

Information

Pat Morton

To welcome members to the meeting, acknowledge apologies and confirm that the meeting is quorate.

The Committee Chair welcomed members to the meeting. The meeting had been rescheduled from the 21st January due to the Governance Director being unwell. The Chair thanked members for re-arranging their diaries in order to attend the revised meeting date. Apologies had been received from Chloe Hall and Rosali Pretorius.

#### 1.1. Confidentiality Statement

Information

Pat Morton

All matters discussed during the meeting are confidential until the minutes are approved. Any items recorded as **Reserved Business** remain confidential after the **Reserved Business** minutes have been approved.

The Chair drew members' attention to the standard Confidentiality Statement.

### 2. Declarations of interest

Information

Pat Morton

Governors to declare conflicts of interest against any item on the agenda.

None were declared. Andy Boucher, being Chair of the Corporation, would be required to leave the meeting during Agenda item 6.5.


### 3. Minutes of the previous meeting on the 1st October 2024

Decision

Pat Morton

To approve the minutes of the previous meeting on 1st October 2024 as a true record.

**DECISION:** The minutes of the previous meeting on the 1st October 2024 were formally **approved** as a true record.

 3. ChairApprovedMinutes\_Governance, Search and Remuneration Committee \_011024.pdf

## 4. Matters arising

## Discussion

Pat Morton

To review the latest action log and monitor actions not covered elsewhere on the agenda.

4. UPD reported that her contact, who she had hoped could provide pro bono support to governors, had left her company but that another contact was being approached this week.

**ACTION: UPD** to report back to committee post meeting

5.5 The Director of Governance updated members on enquiries made to a potential new Independent Governor, who had a background in global physical security, with the aim of recruiting a suitably qualified Health and Safety Link Governor role. KSB was planning to arrange an informal Teams conversation and would report back to the Committee on progress.

**ACTION: KSB**

It was noted that all other outstanding actions in the action log had been completed.

The Corporation Chair shared that he had distributed a communication to Governors, from the FE Commissioner, regarding opportunities to apply for the role of National Leaders of Further Education, Finance Directors and National Leaders of Governance. He also informed members that he was due to meet with Andrew Corbett-Nolan, CEO of the Good Governance Institute.

The Committee Chair queried the status of the review of the terms of reference for the External Relations Committee. It was noted that the ER Committee was not a standard FE committee, but that its purpose should be redefined for the good of the college.

KSB confirmed that this would be followed up in a discussion with the Principal and Corporation Chair and brought back to the May Committee, and in turn to the full Corporation.

**ACTION: KSB**

 4. Action log G, S & R 011024 updated.pdf

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## 5. Results of the Governor Skills Audit Survey and EDI Survey

## Information And Discussion

Kay Sandford-Beal

To provide Governors with a summary and link to the full report of the recent Skills Audit Survey, to identify any gaps in skill sets and expertise.

To provide Governors with a summary and link to the Governor EDI Survey

KSB presented the **Audit Skills Summary** to Governors, highlighting that there were currently no major skills gaps within the Corporation. This had been enabled in part by the most recent intake of new independent governors.


Areas of expertise, reflecting lower percentages at 'professional level' and 'confident level' were identified as follows:

- Legal Expertise
- Health and Safety
- Property and Premises management

The Committee Chair advised that such skills gaps should be discussed under agenda item 6.8, where opportunities for skills development should be interrogated in order to design a Governor Development Plan for the Corporation Chair and Board as a whole.

Members noted the summary report of the **EDI Survey**, which Governors had completed to allow the Director of Governance to provide the DfE with data for the annual mandatory return. The return had been completed ahead of the deadline in January.

The Committee Chair noted that greater diversity within the Corporation had been achieved by the beginning of the calendar year due to another recent successful round of Governor Recruitment.

 5. Skills Audit Summary Report January 2025.pdf

## 6. Corporation Membership and Governance matters

Pat Morton

Information,  
Discussion And  
Decision

### 6.1. To note the formal approval of new Independent Governors

Pat Morton

Information

To formally note the **approval** of Julian Cambridge and Patrick Philpott, as confirmed at the 10th December 2024 meeting of the Corporation. Note: Patrick Philpott's application was shared at the 1st October 2024 G, S & R meeting.

Governors were delighted to formally note the appointments of both Julian Cambridge and Patrick Philpott. The committee had previously approved their recommendation for full Board approval by resolution over email. The formal approval had been confirmed at the Board meeting on the 10th December 2024 and DBS certificates had now been received for both governors.

 6.1 Julian Cambridge CV.pdf

### 6.2. Parent Governor Application

Pat Morton

Decision

To review and if appropriate recommend Tigist Teferi to the Corporation for approval as Parent Governor.

The Committee Chair informed governors that an interview had taken place prior to the Christmas break with a potential Parent Governor, Tigist Teferi, with 2 governors in attendance with the Director of Governance. Governors were presented with her CV which illustrated a career within the NHS, with a focus on governance. Members agreed that her CV was impressive and that she would be an asset to the Board.

**DECISION:** Governors **approved** to recommend to the Corporation for approval.

**ACTION:** **KS** to update Tigist on progress and arrange for formal approval by the Corporation.

The Committee Chair formally thanked KSB for her hard work in recruiting a Parent Governor and congratulated her on the success over the past year of leading the recruitment of a diverse Board, with a varied skill set that would prove beneficial to the college.

 6.2 Tigist Teferi s CV.pdf

### 6.3. Review of Committee Membership and Governor Terms of Office

Pat Morton

Information And  
Discussion

To review and discuss current membership and committee chair vacancies to aid succession planning of the Corporation.

Governors had reviewed the Committee Membership terms of office document ahead of the meeting.

Members discussed which committees would be appropriate for incoming Independent Governor, Julian Cambridge. It was decided that JC would be best placed to join both the Resources and Audit Committee, matching his skillset appropriately and allowing for a balanced membership across the committee structure to support quoracy. JC would also be appropriately skilled to take on the role of Digital Link Governor.

**ACTION:** **KS** to follow up with suggestions with JC

Governors noted that the Student Governors were approaching the end of their terms of office, on the 18th February 2025 after a year of service. This matter was discussed further under agenda item 6.4.

 6.3 Governor Termination Dates January 2025 FINAL.pdf

## 6.4. Student Governor Recruitment

Discussion

Kay Sandford-Beal

Verbal update to Committee members on Student Governor Recruitment process.

Previous process document attached for information.

KSB drew members' attention to the process document for Student Governor Recruitment, created and approved by the Committee in January 2024. The process had needed to change in the current year due to the removal of the Monoux Leadership programme, which had transitioned to the Monoux Academic Society.

KSB was due to present the Student Governor opportunities for the coming year to members of Monoux Academic Society, working with Amani Sanbar, Talent Lab Manager, on the 6th February. Expressions of interest would then be welcomed, assessed and interviews scheduled with the Principal, Director of Governance and Talent Lab Manager on the panel. Chosen student governors would then be scheduled to meet Independent Governors to confirm the appointments.

### ACTION: KSB

 6.4 Monoux Student Governor Application process 2024.pdf

## 6.5. Results of Corporation Chair Annual Review

Discussion

Kay Sandford-Beal

To review and discuss the results of the Corporation Chair Annual Review.

As Chair of the Corporation, AB temporarily left the meeting at 6.55pm. Governors discussed the summary report presented by the Director of Governance, based on anonymous submissions by the other members of the Board.

Areas for improvement for the Chair and Board would be discussed under agenda item 6.8. A separate meeting with the Vice Chair, the Chair of the G, S & R Committee would need to take place with the Corporation Chair to agree objectives for the coming year. These objectives would then link in with the creation of an overarching Governor Development Plan. A Governor emphasised the importance of a Governor Development Plan which would provide a transitional, transformational framework outlining Governor responsibility.

AB returned to the meeting at 19.01

### ACTION: PM, TI, AB

 6.5 Chair Annual Review Report January 2025.pdf

## 6.6. Governor attendance summary report

Information And Discussion

Kay Sandford-Beal

To provide Governors with an updated summary of Governor attendance rates in the year to date for discussion (compared with 23-24)

KSB presented the attendance report, reflecting the percentage of attendance in the year to date. This included the Autumn 24 term only to ensure that attendance was regularly monitored with a desired overall average attendance rate of 80%. The Committee Chair highlighted the importance of Governor attendance, particularly in the presence of members of staff, who had taken the time to produce reports for presentation at committee meetings.

It was confirmed that NF, currently on Governor sabbatical had not been included in the attendance report.

 6.6 Governor Attendance Report - G, S and R 210125.pdf

## 6.7. Governor engagement events Spring Term 2025

Information And Discussion

Kay Sandford-Beal

To provide Governors with a verbal update of key dates and discuss ideas for other future events.

KSB highlighted the forthcoming Learning Walks that were already diarised and that she was working with Pathway Leaders to collate a schedule of engagements events to be distributed to Governors in due course,

including performing arts showcases, open days/ evenings and the student art exhibition.

**ACTION: KSB**

## 6.8. NGA membership and Governor Development

Kay Sandford-Beal

To review and discuss the benefits of NGA membership. Verbal summary to be provided.

The Committee Chair had recently referred to the National Governance Association's website and membership offer to ascertain if membership would be beneficial to the Board. KSB had also researched the membership options and the NGA offer. KSB and another Governor highlighted that the NGA was aimed at Schools and Trusts and that therefore care was required to ensure that guidance provided was appropriate within the College context. Governors discussed the importance of AOC resources and their relevance, but considered that the NGA could provide a helpful resource in the development of soft skills.

**ACTION: KSB** to follow up with the NGA on the appropriateness of membership offer in relation to 6th Form Colleges to report back to the Board

The Committee Chair highlighted the need for a more formal induction and governor development plan to be created and implemented. The Governor Journey, designed by the Director of Governance, could be used as a framework, to be developed to reflect steps in governor development, particularly within the first 6 months of becoming a Governor. This could then be followed by ongoing training and development opportunities at committee chair and vice chair levels. It was suggested that student ambassadors could be used to support the induction process by providing college building tours, scheduled around Board meetings, Open Days or Governor Development days. A pre-recorded Governor welcome and induction could also be created as a student project initiative and distributed to new members. Members could be offered a Governor 'buddy' or the opportunity to speak with an experienced Governor in their first few months of joining.

**ACTION: PM** to check Student Ambassador Tour offer from a Safeguarding point of view. **KSB/AB/DV** to discuss logistics of more holistic induction offer SLT.

Information And  
Discussion

## 7. Review of Corporation Bye-Laws

Kay Sandford-Beal

To highlight areas of review required within the Corporation Bye-laws, in particular a new clause regarding Governor Sabbaticals (3.4) and collate recommendations for change. The document will be reviewed for formal approval by the Committee on the 13th May to take to the full July Corporation meeting for formal approval.

KSB reported that now was a timely opportunity to review the Corporation Bye-laws. These had not been reviewed since 2022. This would be carried out and brought back to the Committee for approval in May. KSB highlighted the need for a new clause, 3.4, to include the option for Governors, in exceptional circumstances, to take a sabbatical from their term of office.

**ACTION: KSB**

 7. Bye Laws of the Corporation approved Oct 22 for review Spring 2025.pdf

Information And  
Discussion

### 7.1. Governor Sabbatical - Independent Member - Natalie Firth

Kay Sandford-Beal

To formally note the Governor sabbatical for Independent Member, Natalie Firth from 29.10.24 - 31.03.25

Members formally noted the Governor Sabbatical taken by NF between 1st September 2024 and the 31 March 2025.

Information

## 8. Senior Post Holders

Pat Morton and Kay Sandford-Beal

Information And  
Decision

## 8.1. To note the appointment of the new Deputy Principal

Information

Pat Morton

To formally note the departure of James Gould as Vice Principal and the appointment of Nazia Shah as Deputy Principal, following approval by the Corporation using Chair's action.

Members noted the departure of James Gould (former Vice Principal) at the end of the Autumn term and the formal **approval** of Nazia Shah as the Deputy Principal. The Corporation had approved this by resolution over email on the 17th December 2024.

## 8.2. To review and discuss the process for the annual remuneration of Senior Post Holders

Discussion

Kay Sandford-Beal and Pat Morton

To discuss the draft Senior Post Holders Remuneration Policy and if appropriate recommend to the Board for approval.

The Director of Governance explained that this was a first draft of a Senior Post Holder Remuneration Policy which had been drafted as a matter of priority as the college had not previously been following a set process for a number of years prior to her arrival in July 2023. Members had reviewed and requested further amendments to clauses 1.1, 3 (Payscales) 4.1, 4.3, 5.4, 6.36 and 8.1.

**ACTION: KSB** to progress revisions and bring back to May Committee Meeting for recommendation to the Board in July.

 8.2 DRAFT Senior post holder appraisal and remuneration process v2 February 2025.pdf

 8.2 Monoux Corporation SPH Remuneration Policy v1.pdf

## 9. Risk Register Review

Discussion

Pat Morton

To identify any additional Committee related risks that need escalation to the Corporation. Please note that this version of the Risk Register was shared at the 10th December 2024 Corporation Meeting.

KSB highlighted that the risk register shared had already been presented to Governors at the December Corporation Meeting. The college risk group had since met and an updated version would be shared ahead of the Governor Development Day on the 1st March 2025. KSB reported that the audit report into Risk Management, returned from the internal auditors, had been scored as providing 'Significant Assurance'. It was suggested that a session around risk should be included within the agenda for the March Development Day.

**ACTION: KSB/DV/AB**

 9. Risk Register 2024\_25 01\_12.pdf

## 10. Any Other Business

Discussion

Pat Morton

To identify any urgent items not covered elsewhere on the agenda.

A Governor raised concerns around clarity required by Governors in the event of further industrial action. It was considered unclear what involvement Governors should have and what their responsibilities would be in such situations.

**ACTION: KSB** to check guidance and advise members.

## 11. Date of Next Meeting

Information

Pat Morton

To confirm the date of the next meeting as Tuesday 13 May 2025

The date of next meeting was confirmed as the 13th May over Teams.

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## 12. Meeting Close

The meeting closed at 19.57.