

**THE COLLEGE OF RICHARD COLLYER**  
**MINUTES OF THE MEETING OF THE**  
**GOVERNANCE, SEARCH & REMUNERATION COMMITTEE**  
**HELD ON Monday 21 October 2024 at 16.00**

Present: Steven Allen, Ann Donoghue, Barbara Hobday, Graham Lawrence (Chair of the Governing Body) via Zoom, Dan Lodge (Principal), Helen Smith, Dom Valente

In attendance: Russha Sellings (Director of Governance/GD)

In the Chair: Ann Donoghue (Deputy Chair of the Governing Body)

**1. Chair's Introductions and Apologies for Absence**

The meeting was opened by the Chair, her first as Chair of the Committee. The former Chair, who was still a member, had moved to a new role as Chair of the F&GP Committee. New member Helen Smith was welcomed to her first meeting. The Chair of the Governing Body joined online. The Committee was in full attendance and there were no apologies.

**2. Declarations of Interest**

In respect of Item 5f, Barbara Hobday declared her interest as an advisory member on the Eversheds HR consultancy panel. To ensure there was no conflict, she didn't participate in the discussion or decision on the renewal of Eversheds governance subscription.

**3. Minutes of the meetings held on 21 June 2024 including Part II and 10 July 2024 Part II**

The three sets of minutes which included confidential minutes were approved without amendment.

**4. Matters Arising**

*Not already covered on the agenda*

Item 4: Governor 1:2:1 timings – some recent 1:1 meetings had taken place between the Chair and the Committee Chairs in respect of the possible change of governance model arising from academisation. The Chair of the Governing Body was keen to ensure Governors had the opportunity to meet with another Governor, beyond the initial induction period, which was beneficial in terms of support and provided a mechanism for feedback. It was previously discussed the Committee Chairs would continue this with their respective members. The importance of not making any assumptions when holding discussions with Governors was emphasised as the conversations were always constructive and in some cases, Governors' situations changed and it was useful to consider the impacts of this. The action to formalise the arrangements was carried forwards. **(Action: GD/Chair of GB)** The GD would also make a copy available of the mentor chat forms (2 terms/5 terms) with the initial questions. **(Action: GD)**

Item 4: EGR – update from ESFA – the Principal referred to recent contact with the ESFA to seek an extension to the exemption which was confirmed. The GD had also discussed this matter with the College's auditors since it was necessary to comply or explain in the Statement of Corporate Governance the undertaking of the review and the publication of the summary outcomes. There was a consensus amongst members that should there not be a way forward to progress to academy status after the Advisory Board in November, then a review should be planned in for this academic year. The GD had factored the review into the Governance QIP as a contingency (reference Item 5a).

The remainder of the matters arising were recorded under Part II minutes.

Part II minutes: (Criterion a) Personal information related to an individual

- Item 9iii): (Part II) – pay matters
- 10-07-24 (Part II) – update

## 5. Governance & Strategy

*Papers: Governance SAR top sheet, Governance SAR and QIP, SAR responses (SharePoint only), Governance attendance report, Governance Risk Register, CEO transition proposal, Ofsted crib sheet, Eversheds subscription flyer, succession planning documents including Chair roles, transition plans 2025, 2026, LGB Chair role overview (tabled)*

### a) SAR & KPIs 23-24, QIP 24-25

The GD apologised for omitting the top sheet in the original pack which explained the key highlights since the change to the questionnaire. She thanked the Committee Chair for the support in revising the SAR. It was not always possible to compare directly to the previous year due to the revisions. As the responses were positive; in terms of development, the GD had drawn out the scores and comments with the lowest 'Strongly Agree' responses and/or where there was some 'Partially Agree' answers.

Members debated whether they were sufficiently outward facing in their roles as Governors. It was also queried whether Governors had responded to the stakeholder question from their own perspective even if they (or other Governors) had been given an opportunity to engage with College stakeholders. Diversity was a development theme as it was for most colleges following feedback from EGRs. Members agreed that diversity of skills and backgrounds remained a strength of the Governing Body. The importance of diversity in terms of less obvious factors such as age was highlighted. Progress had been made with a recently appointed Co-optee, however the Committee agreed to keep this under continual review.

The assessment review of the Chair's performance was observed from the responses which were 'Strongly Agree' across the board. Members agreed this was very positive and the Chair should be commended.

In respect of the QIP, the target relating to Ofsted would need to be kept up to date and the GD confirmed this would be completed via the termly review of the targets.

**Recommendation: The Governing Body approve the Governance SAR and QIP 2024-25.**

### i) \*SAR Questionnaire responses

Noted for reference.

### b) Governor Attendance Report 23-24

It was discussed whether tracking working party attendance was as relevant as it was for formal Committees. The GD referred to the agreement made by members to monitor this while working parties were in place.

Although it was noted there was a slight drop in attendance, it was still considered high overall and remained higher than national average. Due to a change in membership, the Audit & Risk Committee could possibly be impacted if not all members were available; this was discussed further under Item 6a(ii).

A member suggested that it was important to convey the level of commitment required for the role, especially to Parent Governors (the current Parent Governor was on her second term since no nominations were received during the last round of nominations).

### c) Governance Risk Register 24-25

The Principal confirmed the methodology for calculating the scoring of risks following a question from a member, which was accepted as the standard approach.

Inclusion of the impacts of the current political landscape on governance was discussed and it was suggested that this could perhaps be a standalone risk in the Governance Risk Register. The

Principal confirmed this was covered by the College's external risk register due the various impacts and members agreed that was appropriate.

Item 5d was recorded under Part II minutes.

Part II minutes: (Criterion h) Information considered commercially sensitive

d) Impact of academisation on:

- i) Governance/succession
- ii) Executive structure

e) Ofsted planning

The document was currently draft pending input from the VP (Pastoral). The GD highlighted the new SharePoint folder with relevant reference documents where further items would be added.

The GD highlighted the importance of consistency in messaging between leaders following the advice from the consultant. Members were directed to the impact narrative which linked to Governors' core functions. The Principal had drafted his opening presentation which aligned to the key messages. Members heard that the majority of the inspection would be led by the VPs following the opening session.

Feedback was invited. It was requested that the document list the areas for improvement from the last inspection and emphasise these further following the recent advice from the consultant.  
**(Action: GD)**

There was a discussion on which Governors may be involved in the inspection and the GD said aside from key Governors, it depended on availability on the day. Members on the Committee had been involved in the training along with the new Safeguarding Governor. There was agreement that the document be shared more widely with the whole Governing Body in case others were available to attend. **(Action: GD)**

f) Eversheds Governance subscription

Members agreed it would be helpful to resubscribe, however the Chair of the Governing Body said it was important to be mindful of the requests for assistance as it wasn't clear in the flyer how much time was allowed for the initial call when Eversheds were engaged for advice. In obtaining advice in the summer, an issue had arisen resulting in a meeting with two partners to resolve. If the College were to academise, the GD said there were alternative options, however in the meantime the service provided a cost effective solution as long as the time limit was not exceeded which would need to be checked when a request was raised.

## **6. Appointments & Succession Planning**

*Papers: Co-optee applications x 2, mentor chat log, Trustee CV, skills analysis*

a) Update on vacancies

i) Governors

Members heard there was currently a Mercer Governor vacancy, however this was agreed acceptable with the Mercers' Company as the new model would reduce the number in the LGB constitution from four to two. The focus of the Mercers' Company's recruitment was currently on Mercer Trustees of the Collyer Endowment.

ii) A&R Committee

Since the recent retirement of a Mercer Governor who was a member of the Audit & Risk Committee, the membership required both remaining Governors to be present to reach a quorum. While it was common for audit committees to be small, it was agreed it would be sensible to add another Governor to the membership as contingency. Helen Smith had experience of business risk and offered to transfer from the Estates Committee, where there was now considered to be sufficient expertise, to Audit & Risk. Members thanked Helen for the offer. The GD advised this would need

to be approved by the Governing Body and asked Helen to continue to attend the forthcoming Estates meeting until this was formally agreed.

**Recommendations: The Governing Body approve Helen Smith's change of Committee from Estates to Audit & Risk.**

iii) Co-optee applications

The GD explained that Governance for Schools had been engaged in the search earlier in the year for a Safeguarding Governor with relevant education experience, however the prospective candidate had withdrawn due to other commitments. Another application was provided with education experience, although did not fit the safeguarding brief although could be considered for a Co-optee role. During this time, a candidate had approached the College directly and had both a background in sixth form leadership and significant experience as an Ofsted inspector. In considering both applications, the latter scored more highly in terms of governance and leadership experience and provided invaluable insights into the Post-16 inspection process. This would enhance the Q&C Committee by providing more independent members. Two members agreed to meet and interview this prospect. If the appointment was to proceed it would require Governing Body approval. **(Action: GD)**

Members heard that a long serving Co-optee of the Estates and F&GP Committees, Dom Wakefield planned to step down at the end of his current term. It was noted that he had made an excellent contribution in various governance roles over many years. The Chair of the Estates Committee reminded the Committee of a former experienced Co-optee of the Estates Committee who could be approached since he had retired with a view to rejoining at the end of the academic year.

iv) Mentoring arrangements

It was agreed that Steve Allen would mentor Julian Rooney. Lauren Smith also required a mentor and it was agreed that Helen Smith would mentor Lauren with support, if needed, from the Committee Chair (who was also Deputy Chair of the Q&C Committee). **(Action: GD)**

b) Trustees Collyer Endowment (CIO)

The Committee received the CV of a member of the Court of Assistants at the Mercers' Company who had expressed an interest in a Trustee role and also had chairing experience which was important for future succession. Members heard the current acting Chair was due to retire in October 2025 following the latest extension by the Mercers' Company to his term of office by one year. It was noted that she could be in line for the Master Mercer role in future. The GD would follow up with the candidate and make contact. **(Action: GD)**

c) \*Skills Analysis

This was noted as a consent item. There were no further comments.

## 7. Remuneration Matters

*Papers: Appraisal and targets for the Principal, DP, GD, draft SPH annual report*

Items 7a i) and ii) were recorded under Part II minutes.

Part II minutes: (Criterion a) Personal information related to an individual

a) Performance management and appraisal and pay and conditions of:

- i) Principal
- ii) Deputy Principal

There was a more general question on completion dates for targets and the Principal confirmed this was shown in MyProfession (the CPD system).

[The Chair of the Governing Body left the meeting for a short period, returning at 18.28]

iii) Director of Governance  
There were no further comments.

Once finalised, the Chair of the Governing Body would approve the targets in the system (taking them to stage 5). *(Action: Chair of GB)*

b) SPH Remuneration Annual Report

A member suggested the ordering of the factors under relevant frameworks was amended in terms of priority before the report was finalised and presented to the Governing Body. Members agreed retention should be a consideration as reflected in the document. An amended to the bullet on job descriptions in this section to 'the detailed accountabilities of job descriptions' would also be made. It was further agreed that historic salaries of the Principal include only the prior 2 years if this was acceptable. *(Action: GD)*

*Recommendations: The Governing Body approve the SPH Remuneration Report prior to publication (subject to amends).*

**8. AOB**

Nothing to report.

**9. Meeting Assessment**

The Committee had a full agenda with important areas to consider and there had been a healthy debate with everyone round the table adding value including the new member. The hybrid meeting arrangements had worked well.

**10. Date of Next Meeting**

The date of the next meeting was scheduled for Monday 24 February 2024 at 16:00.

The Committee agreed an additional meeting on Wednesday 4 December 2024 12.00-14.00 (depending on the decision of the Advisory Board next month). Dom Valente asked to join this meeting online.

The meeting closed at 18.35

Chair .....

Date .....

RRS 25-10-24