



Search and Remuneration Committee Minutes

Meeting	Search and Remuneration Committee	Date	Tuesday 29 th January 2019
Location	Alfred Yarrow Room, Yarrow Hotel	Time	11.07am
Membership	Jonathan Clarke (Chair), Charles Buchanan and Graham Razey		
In Attendance	Tara Ashman (Clerk)		

* *Italics notes absence*

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies for Absence	The Chair welcomed members to the meeting with no apologies.	
2	Declarations of Interest	There were no declarations other than those previously declared.	
3	Minutes of the Meeting held on 4 th October 2018	The minutes of the meeting held on 4 th October 2018, including the confidential minutes, were reviewed by the Committee and approved as an accurate record which were duly signed by the Chair.	
4	Matters Arising	There were no matters arising at the meeting.	
5	Terms of Reference	The Clerk presented the updated terms of reference for Search and Remuneration Committee and invited discussion on the continuance of a combined Committee given the recommendations of the Remuneration code. Members were in agreement that, although the membership of each Committee is the same, with the exception of the Principal being in	

		<p>attendance for Remuneration Committee, the terms of reference should be separate and should be reported as two separate Committees. Members also agreed that Search should also include the wider Governance brief. The clerk will separate the two committees and re draft the terms of reference, to be circulated outside of the meeting.</p> <p>Members welcomed the option of a wider review of benchmarking than that offered by the Association of Colleges, looking wider than FE. The Clerk and the Principal suggested options such as Peridot, Protocol, Eversheds and FE Associates however will research potential specialist companies and circulate options outside of the meeting for consideration.</p> <p>It was agreed that Tm Kent should join both the Search and Governance Committee and Remuneration Committee to bolster the membership.</p> <p style="text-align: center;">AGREED – Tim Kent to join the membership of Search and Governance Committee and Remuneration Committee.</p>	<p style="text-align: center;">Clerk</p> <p style="text-align: center;">GR/Clerk</p>
6	Local College Board Update	<p>The Clerk invited discussion on the number of LCB meetings for 2019/2020 and members agreed that 4 across the year would seem sufficient; these being around late September, late November, March and May.</p> <p>Members discussed the increase to seven local boards to include WorkHigher and IntoWork and the capacity of Co-Chairing for the Group Principal. It was agreed that the Group Principal and the Group Deputy Principal would split the Co-Chairing of the boards and these could be determined amongst themselves. The combination of a Co-Chair Governor and executive works in balance between steering the meeting and its content. Future consideration will be given to circulating Co-Chairs between boards so each Governor receives exposure to the seven boards, which would discourage over-familiarity or over-reliance.</p> <p>The Principal of Broadstairs College has asked for an additional external stakeholder Governor to join the board. Within the scheme of delegation and terms of reference, recommendations for</p>	

		<p>additional members come to the Search Committee for endorsement. It was agreed that local authority representation at each board was welcomed and as such, the recommendation for Louise Askew as Economic Development Manager for Thanet District Council was approved.</p> <p style="text-align: center;">APPROVED – Louise Askew to join the membership of the Broadstairs Local College Board</p>	
7	Succession Planning	<p>The Chair invited discussion on the new Governance structure and capacity of Governors. It was agreed that the Commercial Developments Advisory Group should convert to a sub-group and follow a similar terms of reference to the Finance sub-group, albeit with a different remit. Summary notes should follow from these meetings for Governor information. Following this update, the Stakeholder Advisory Group would be removed from the Governance structure as this engagement is supported through the local boards.</p> <p>Having recently recruited three new Governors there is still a skills shortage of an individual with legal expertise within the Full Governing Body and this remains an important skill requirement. The Chair will invite the wider Governing Body to consider any potential candidates for this vacancy at the later meeting.</p> <p>The upcoming terms of office were discussed and the Corporation Chair will follow this up individually in his one to ones with recommendations to the next meeting.</p>	Clerk
8	AoC Senior Postholders Remuneration Code	<p>Members discussed the content of the code, noting the changes following consultation. The Committee agreed to recommend its adoption at the March Full Governing Body meeting, which the Chair will advise members about in the meeting later this evening. The Clerk will circulate the code in advance of the March meeting for comment and review.</p> <p>There was a wider debate regarding Senior Postholder remuneration and the reporting of such matters. Members were clear that the reporting under the code should include the Group Principal and consideration should be given to the other Senior Postholders. The</p>	Clerk

		recommendation would be for the Clerk to be subject to any group pay awards but this should form part of the remuneration review discussed in item 5.	
9	Performance Review of the Group Principal	<p>Items 9, 10 and 12 were discussed at this point. These items were on the agenda to bring the cycle of remuneration back into line following merger. The review that took place in June 2018 was to look at performance in 2016/2017 as remuneration was considered and reported at the point of merger.</p> <p>Members discussed and debated the separation of performance and remuneration and agreed that performance would be considered within Search and Governance and remuneration in its separate Committee as agreed earlier in the meeting.</p> <p>The cycle would now consider performance at Search and Governance in late November, the process for salary review in February alongside remuneration benchmarking and confirm remuneration for the following year in the May meeting. The Full Governing Body would then consider any recommendations at the July meeting when approving the budget. It was agreed that the next meeting would consider both a retrospective decision for 2018/2019 and a recommendation for 2019/2020, which should close any outstanding actions against the cycle.</p>	
10	Performance Review of the Clerk	This item was discussed earlier in the meeting.	
11	Performance Review of the Group Chair	<p>[Charles Buchanan left the meeting at 12.06pm]</p> <p>The Chair reported on his meeting with CB earlier in the month. CB is spending approximately 1.5-2 days per week on Group business and it is recognised that the role is remunerated for this additional workload. CB would like to be utilised more in respect to events and networking meetings as an ambassador for the Group. The wealth of commercial and business expertise CB brings to the role is key in shaping the structure of Governance to be more sustainable for the future. Members agreed that the objectives should also include raising the level of strongly</p>	

		<p>agrees in the recent review by the Governors. Members were supportive of development opportunities for CB in the coming months.</p> <p>The Clerk will contact the Charity Commission for an early discussion about extending the mandate for remuneration post 2020 and to enquire on the flexibility of remuneration within the order.</p> <p>The Chair will liaise with Jamie Weir about an interview with CB for both internal and external use. To underpin Governor understanding of the work of the Corporation Chair it was agreed that the Chairs Report should follow a similar presentation as the Group Principal Report to the main board and this will be developed. The intention is for Governors, with the direct steer from the Corporation Chair, to continue to be driving the strategic agenda forward and further involvement in the development of the strategy afternoons would be welcomed.</p> <p>[Charles Buchanan rejoined the meeting at 12.17pm]</p>	<p>Clerk</p> <p>Jonathan Clarke/Jamie Weir</p>
12	Performance Review	This item was discussed earlier in the meeting.	
13	Draft agenda for next meeting	The draft agenda for the June meeting was reviewed and agreed by members with the inclusion of the items for the separate remuneration meeting to follow.	
14	Any other business	<p>The Clerk asked for the Committee to consider the outstanding Governing Body action '<i>Governors welcome the opportunity to meet with the next tier of management and opportunities will be discussed and considered to facilitate this.</i>' Members agreed that the learner walkthroughs and opportunities with the Local Boards should support this and Governors will be advised of any future development sessions with the Group middle managers.</p> <p>Members agree to the recommendation that there be no changes proposed to the Governor expenses policy, which is due to be reviewed by the Policy Committee on 7th March.</p>	



15	Matters considered confidential	There were no items considered confidential at the meeting.	
16	Date and Time of Next Meeting	3.00pm, Tuesday 4 th June 2019, Canterbury College	

There being no further business the meeting closed at 12.27pm.

Signed:

Print:

Date: