

Minutes Part I

Search, Governance and Remuneration Committee – Part I minutes

Meeting Time and Date	1600 on Wednesday 13 March, 2019
Meeting Location	Room H2, Enfield
Present	Roger McClure (Chair) Doug Fussell (Vice Chair) Malcolm Goodwin (Principal) Don Gratton Susanne Datta (HR)
Minute Taker	Joanne Coffey (Clerk)
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	Action
<p>1. Apologies</p> <p>1.1. None.</p>	
<p>2. Declaration of Interests</p> <p>2.1. None.</p>	
<p>3. Minutes (Decision)</p> <p>Resolved to</p> <p>3.1. Approve the minutes of the Search, Governance and Remuneration Committee meeting held on 21 November 2018 as a correct record and authorise the Chair to sign them.</p>	
<p>4. Matters Arising</p> <p>4.1. Matters arising from previous minutes were all complete.</p>	
<p>5. Annual Report on the Effectiveness of the Governing Body (Decision)</p> <p>5.1. A new report on the effectiveness of the Governing Body was welcomed. The report combines several performance areas in order to assess the board's overall fitness for purpose.</p> <p>5.2. Some of the information included in the report offers a retrospective view of the previous academic year. It was therefore decided to regularly present the report at the autumn meetings.</p>	

<p>5.3. Following further feedback from the Committee, the Skills Audit, the Equality and Diversity Report and training would be covered in a separate report in the spring meetings. This will help the Committee with succession planning.</p> <p><u>Skills Audit</u></p> <p>5.4. Governors completed the annual skills audit of their self-assessed skills and knowledge in February 2019.</p> <p>5.5. The outcome of the skills audit revealed a requirement for legal knowledge. It was felt that a corporate or local authority lawyer would provide broader more suitable skills and experience.</p> <p>5.6. In the meantime, the Governing Body will receive some support with legal training at the summer 2019 Governing Body meeting.</p> <p>5.7. Further aspirations for additional experience of Animal Management or Agriculture were discussed.</p> <p>5.8. The Committee also felt that additional accountancy, planning knowledge and estates management expertise would strengthen the board.</p> <p><u>Equality and Diversity of the Governing Body</u></p> <p>5.9. Governors took part in an Equality and Diversity exercise in February 2019 via an anonymous survey. This is in line with the College's Equality and Diversity Policy and the Code of Good Governance for English Colleges to comply with 'a regular review of the existing board to ensure that it has the appropriate diversity of skills, experience and backgrounds to provide strong governance...'</p> <p>5.10. The diversity of the Governing Body was compared with data from:</p> <ul style="list-style-type: none"> a) The Association of College's (AoC) Composition of English Further Education College Boards and College Governance Frameworks 2015 b) The College's Staff Equality and Diversity Report 2017-18 c) The College's Student Equality and Diversity Report 2017-18. <p>5.11. Gender mix and age of the board do not compare well against all benchmarks. More women and some new, younger governors are required to redress the imbalance.</p>	
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<p>5.12. All statistics will be considered when assessing existing terms for Governors and in the recruitment of new Governors.</p> <p>5.13. The Committee agreed that the College continues to consider and apply the Nolan principles alongside equality and diversity when selecting new Governors.</p> <p><u>Review of compliance with the AoC Code of Good English Governance</u></p> <p>5.14. The updated checklist that explains and evidences how the College complies with the AoC's Code of Good English Governance was examined.</p> <p>5.15. The checklist demonstrates compliance in all areas. Additional evidence was added by the Committee for completeness.</p> <p>5.16. The Committee discussed the value of a 'public benefit statement' (Code 1.10) that highlights how the College interacts with local communities within the wider scope of London. The Strategy Committee will reflect and consider this addition to the College's Mission, Vision and Values.</p> <p>5.17. The visibility of Governors and awareness of governance was discussed as to potential gains and possible issues (Code 4.4). It was noted that governance is being assessed via a Survey.</p> <p><u>Governance Audit</u></p> <p>5.18. Scrutton Bland, the College's internal auditors, reviewed Governance in February 2019 alongside Risk Management.</p> <p>5.19. Auditors gave Governance and Risk Management a Significant assurance opinion (the second highest).</p> <p>5.20. The audit found the College's Governance Framework reflected favourably against the AoC's Code of Good English Governance, with good practice in place in a number of areas.</p> <p><u>Code of Conduct</u></p> <p>5.21. The Governing Body Code of Conduct was updated to:</p> <ul style="list-style-type: none"> a) Include the College's new Mission, Vision and Values b) Replace the responsibilities of the Governing Body as specified in the Financial Memorandum of the Education and Skills Funding Agency (ESFA). <p><u>Conduct at meetings</u></p>	<p>Principal / Strategy Committee</p>
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<p>5.22. The Committee discussed various options to assess Governors' conduct at meetings, and it was agreed that the Governing Body would take part in an annual assessment of the previous year's performance.</p> <p><u>Governance performance indicators</u></p> <p>5.23. SLT are producing new key performance indicators in each operational area which includes Governance. These will form a checklist to be part of the new autumn 2019 report on Governors' effectiveness.</p> <p>Resolved to</p> <p>5.24. Agree that the Annual Report on the Effectiveness of the Governing Body, as confirmation that it remains effective and fit for purpose, would be reported to the Governing Body from autumn 2019.</p> <p>5.25. Agree that the Skills Audit, Equality and Diversity Report and Training would be covered in a separate report to the Search, Governance and Remuneration Committee in the spring and appended to the autumn Annual Report on the Effectiveness of the Governing Body.</p> <p>5.26. Agree that the self-assessment of greater legal services on the Governing Body is supported by a Governor training session from a legal specialist, and that the areas requiring more skills are factored into Governing Body recruitment strategies.</p>	
<p>6. Report of the Clerk (Decision)</p> <p><u>Governors' terms of office</u></p> <p>6.1. Heather Barrett-Mold and Beryl de Souza have kindly agreed to serve a further term of office.</p> <p>6.2. This would be Beryl de Souza's third term of office. It was felt Beryl de Souza has unique experience that would significantly benefit the work of the Health and Safety Committee.</p> <p>Resolved to</p> <p>6.3. Recommend to the Governing Body that Dr Heather Barrett-Mold OBE and Dr Beryl de Souza be re-appointed for a further 4 year term of office.</p>	<p>Governing Body</p>

AoC Colleges' Senior Post Holder Remuneration Code

- 6.4. The Colleges' Senior Post Holder Remuneration Code and Guidance Appendix provides voluntary guidelines on an 'apply or explain' basis.
- 6.5. The new code suggests that: *'Where remuneration functions are combined with other functions in a committee, for example Search, Governance and Remuneration Committee, Governing Bodies must make appropriate arrangements and adhere to the Remuneration Code in the servicing of the remuneration function.'*

Resolved to

- 6.6. **Adopt the Senior Post Holder Remuneration Code without amendment.**
- 6.7. As the Chair of Governors currently chairs the combined Search, Governance and Remuneration Committee, and that:
 - a) All remuneration decisions are shared by an Appraisal Panel (currently the Chair of Governors/Search, Governance and Remuneration, the Chair of Finance and General Purposes/Vice Chair of Search, Governance and Remuneration, and the Chair of Strategy)
 - b) All remuneration items and voting are by unanimous decision by all members of the Search, Governance and Remuneration Committee apart from the Principal

It was agreed that the Chair of Governors should continue to chair the entire Search, Governance and Remuneration Committee.

Resolved to

- 6.8. **Agree that the Chair continues to chair the Remuneration items.**

Standing Orders

- 6.9. To retain diversity within the Governing Body, the College's internal auditors suggested an amendment to its Standing Orders:

To reduce Governors' length of service, before it becomes exceptional, from three terms to two.

<p>This would be consistent with the generally accepted Nolan principles of governance.</p> <p>Resolved to</p> <p>6.10. Agree and recommend to the Governing Body that the revised Standing Orders are adopted.</p>	<p>Governing Body (Appendix I)</p>
<p>7. Review of Search, Governance and Remuneration Risk (Decision)</p> <p>7.1. Risk Appetite descriptions were added to the risk paper for clarity.</p> <p>Resolved to</p> <p>7.2. No revisions or additions were made to the Risk Register.</p>	
<p>8. Date of next meeting</p> <p>8.1. The next Search, Governance and Remuneration Committee meeting will take place on Wednesday 26 June, 2019 at 1600.</p>	