

# Minutes

## Part I

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| <b>Search, Governance and Remuneration Committee</b> |
| <b>Part I minutes</b>                                |

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| <b>Meeting Time and Date</b> | 1530 on 12 November 2019   |
| <b>Meeting Location</b>      | Room H2, Enfield   |
| <b>Members</b>               | Roger McClure (Chair)<br>Heather Barrett-Mold OBE<br>Doug Fussell (Vice Chair)<br>Don Gratton<br>Malcolm Goodwin (Principal) |
| <b>Observers</b>             | Susanne Datta (HR)<br>Malcolm Goodwin (Principal) – Remuneration decisions   |
| <b>Minute Taker</b>          | Joanne Coffey (Clerk)  |

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|  | <b>Action</b> |
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| <p><b>1. Apologies</b></p> <p>1.1. Apologies were received from Susanne Datta.</p>   |               |
| <p><b>2. Declaration of Interests</b></p> <p>2.1. None.</p>  |               |
| <p><b>3. Minutes (Decision)</b></p> <p><b>Resolved to</b></p> <p>3.1. <b>Approve the minutes of the Search and Governance Committee meeting held on 26 June 2019 as a correct record and authorise the Chair to sign them.</b></p>   |               |
| <p><b>4. Report of the Clerk (Decision)</b></p> <p><b><u>Review of Confidential Items</u></b></p> <p><b>Resolved to</b></p> <p>4.1. <b>Approve that the Part II appended minutes become declassified.</b></p> <p><b><u>Retirement of Don Gratton</u></b></p> <p>4.2. Don Gratton's has expressed his wish to retire from the Governing Body on 11 December 2019, following the end of his exceptional term of office, having first been appointed to</p> |               |

the Governing Body on 18 March 2004, serving 5 terms of office as Governor of the College.

- 4.3. As Don has served more than 15 years, he will automatically be appointed as a Vice President of Capel Manor College.

**Marilyn Hawkins**

- 4.4. Marilyn Hawkins resigned from the Governing Body on 1 November 2019, with immediate effect, due to personal time constraints.

**Paul Campbell**

- 4.5. As Paul Campbell is taking a work sabbatical, it was agreed that Paul's term of office should end approximately one year earlier, potentially following the summer 2020 Governing Body.

- 4.6. There may be scope for Paul to complete his full term of office in the future.

**Student Governors**

- 4.7. The below Student Governors for 2018-19 have now been appointed, and are actively attending meetings, following a nominations and appointment process held during September-October 2019.

- a) **Jarryd Russell** who is studying Tree Surgery at Level 2 at Enfield. (Jarryd was a Reserve Student Governor for 2018-19).
- b) **Cecily Eltringham**, a Horticulture and Landscape Operative Apprentice, who is studying at Level 2 at Regent's Park.
- c) **Carl Butler** who is studying Wildlife and Agriculture at Level 2 at Gunnersbury Park.

- 4.8. As the applications were all of high quality, two of the students who applied, **Jonathan Joseland** and **Brody Maynard-Scott**, were made Reserve Student Governors and invited to attend the Student Governor training session. They will be encouraged to apply again in 2020-21.

**Bournville Report**

- 4.9. The ESFA issued a report in July 2019 on the investigation of Bournville College in 2015-16, which includes recommendations made to governing bodies, of which the College is fully compliant.

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| <p>4.10. Local government expert, Dame Mary Ney, is conducting an independent review of how the government monitors colleges' finances and financial management, and her recommendations will be reported to the Finance and General Purposes Committee when they become available.</p> <p>4.11. Governors highlighted the importance of recognising how small issues, that may feel comfortable at the time, can turn into larger ones if they are not flagged as potential risks and monitored.</p> <p>4.12. The Committee agreed that openness is key to ensuring that concerns are captured, judged and discussed with SLT and the appropriate Chair to ensure a culture of critical trust.</p>  |  |
| <p><b>5. Evolution of Committee Structure (Decision)</b></p> <p><b><u>Strategy Committee</u></b></p> <p>5.1. The Strategy Committee was set up to meet a minimum of once per year, but has been meeting three times a year since its inception on 1 February 2016.</p> <p>5.2. The Strategy Committee has always recognised the importance of keeping all Governors fully aware of the College's strategic objectives, achieved through information sharing with other committees, and the Governing Body. During this period, the College's mission, vision and values, the strategic objectives and action plans have been developed and are being implemented.</p> <p>5.3. To widen and deepen Governors' knowledge of, involvement in, and contributions to the College's strategy, especially given the number of incoming members to the Governing Body, the Strategy Committee agreed that:</p> <ul style="list-style-type: none"> <li>a) there is an annual meeting for the full Governing Body, to include a full review of progress against plans and consideration of the continuing suitability of the strategic plan</li> <li>b) this annual event is scheduled for February, when a good picture of the recruitment and the previous year's financial results are available, and to provide sufficient time to prepare for the full College conference in July</li> <li>c) to ensure strategy is regularly monitored, all committees would continue to review any new matters of strategic importance during their meetings</li> <li>d) this proposal does not require a change to the terms of reference for the Strategy Committee as it is proposed the Committee itself remains in place, but meeting only as</li> </ul> |  |

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| <p>necessary to make recommendations on emerging issues and to recommend the structure and content of the annual meeting.</p>  |                                      |
| <p><b>Resolved to</b></p>  |                                      |
| <p>5.4. <b>Agree that the Strategy Committee's, at least one meeting per year, should take the form of an annual strategic event during each spring term to which the full Governing Body are invited to attend, and to recommend this to the Governing Body.</b></p>  | <p><b>Governing Body</b></p>         |
| <p><b><u>New combined estates and health and safety committee</u></b></p>  |                                      |
| <p>5.5. In order to provide a clearer focus on all areas relating to the College's estates, the Committee agreed to propose that a new <b>Estates Committee</b> is established, and that the Health and Safety Committee be included into the new Estates Committee.</p>   |                                      |
| <p>5.6. The Estates Committee would also acquire the responsibilities for <b><i>strategic management of the College's estates, their use, development, maintenance and letting</i></b> from the Finance and General Purposes Committee.</p>  |                                      |
| <p>5.7. For clarity and to underline the change, it was also agreed to propose that the 'Finance and General Purposes Committee' is renamed the '<b>Finance and Resources Committee</b>'.</p>  |                                      |
| <p>5.8. If the Governing Body agrees to the formation of the new committee, it was agreed that membership of all affected Committees would be agreed by the Search, Governance and Remuneration Committee remotely, so that the new arrangements could potentially begin from the spring 2020 round of meetings or, at the latest, from summer 2020.</p>     |                                      |
| <p>5.9. Governors considered the oversight of the College's internal Health and Safety Working Group meeting minutes. These are currently received by the Health and Safety Committee for information. It was suggested that the Academic Committee should also have oversight from the perspective of student personal safety and wellbeing.</p>            |                                      |
| <p>5.10. The Committee discussed the issues that duality of oversight can cause and the already extensive workload of the Academic Committee. However, it was recognised that the Academic Committee should be aware of the culture, and high level health and safety issues related to students. It was agreed for the Principal to work on a solution.</p> | <p><b>Principal (Completed*)</b></p> |

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| <p>[*FOR MATTERS ARISING: Completed - For the Health and Safety Working Group to forward any high level health and safety student concerns to the Academic Committee via their Matters Arising from the minutes paper].</p> <p><b>Resolved to</b></p> <p>5.11. <b>Agree that a new Estates Committee be established (which the Health and Safety Committee will become part of) from spring/summer 2020, taking responsibility for all estates matters subject to the budgetary oversight of the (renamed) Finance and Resources Committee, and to recommend this to the Governing Body.</b></p> <p>5.12. <b>That the Finance and General Purposes Committee become the Finance and Resources Committee in spring/summer 2020, relinquishing its responsibility for estates matters, while retaining overall responsibility for capital budgets and to recommend this to the Governing Body.</b></p>                            | <p><b>Governing Body</b></p> <p><b>Governing Body</b></p> |
| <p><b>6. Annual Review of the Effectiveness of the Governing Body (Decision)</b></p> <p><u><b>Effectiveness measures</b></u></p> <p>6.1. The Committee agreed that the Governing body has remained effective during 2018-19 in all of the following areas:</p> <ul style="list-style-type: none"> <li>a) Compliance with the AoC's Code of Good English Governance</li> <li>b) Governance audit which was given a Significant assurance by the College's Internal Auditors, Scrutton Bland</li> <li>c) Code of Conduct and Governance performance indicators</li> <li>d) Compliance of all annual returns</li> <li>e) Attendance of 83%, which remains above the national average.</li> </ul> <p>6.2. The Chair requested that all Governors take part in an annual informal appraisal of their performance. It was agreed that this should take place during the proposed annual strategy event.</p> <p><b>Resolved to</b></p> | <p><b>Clerk</b></p>                                       |

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| <p>6.3. <b>Agrees that the Governing Body has remained effective during 2018-19 and recommends the report, and its decision, to the Governing Body.</b></p> <p><b><u>Annual Review of the Decision Making Process</u></b></p> <p><b>Resolved to</b></p> <p>6.4. <b>Confirms that the decision making processes of the Corporation are fit for purpose.</b></p> | <p><b>Governing Body (Appendix I)</b></p>  |
| <p><b>7. Review of Terms of Reference (Decision)</b></p> <p>7.1. The Committee agreed to the minor change which corrects the revised title of Vice Presidents from Honorary Fellows.</p> <p><b>Resolved to</b></p> <p>7.2. <b>Accept their amended Terms of Reference and recommend them to the Governing Body for adoption.</b></p>                           | <p><b>Governing Body (Appendix II)</b></p> |
| <p><b>8. Review of Search, Governance and Remuneration Risk (Decision)</b></p> <p>8.1. A simplified risk management process is being recommended to the Audit Committee on 18 November 2019, which would comprise a number of key principal risks.</p> <p><b>Resolved to</b></p> <p>8.2. <b>Accept the standing Risk Register.</b></p>                         |  |
| <p><b>9. AOB</b></p> <p>9.1. None.</p>   |  |