










Minutes Part I

Remote Access Symbols	
	Dialled in
	Online

Search, Governance and Remuneration Committee
Part I minutes

Meeting Time and Date	1500 on 17 June 2020
Meeting Location	Zoom Online
Members	Roger McClure (Chair)  Doug Fussell (Vice Chair)  Heather Barrett-Mold OBE  Lady Milnes-Coates  Malcolm Goodwin (Principal) 
Observers	Susanne Datta (HR) 
Minute Taker	Joanne Coffey (Clerk) 
c:\users\joanne.coffey\onedrive\draft sg mins 20200617 part i.docx	

	Action
<p>1. Apologies and Introductions</p> <p>1.1. No apologies were given.</p> <p>1.2. Lady Coates was welcomed to the Committee as a new member.</p>	
<p>2. Declaration of Interests</p> <p>2.1. Heather Barrett-Mold for Paper 5, 5.1 - Vice Chair of Governors.</p> <p>2.2. Doug Fussell for Paper 5, 5.6 - Term of Office.</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 16 March 2020 as a correct record and authorise the Chair to sign them.</p>	
<p>4. Matters Arising</p> <p>4.1. No matters arising from the minutes were discussed.</p>	
<p>5. Report of the Clerk (Decision)</p> <p><u>Vice Chair of Governors</u></p> <p>5.1. As Doug Fussell was due to retire at the end of summer 2020, and was the current Vice Chair of Governors, it was agreed at the spring 2020 Governing Body to appoint Heather Barrett-Mold as Acting Vice Chair of Governors. This was due to COVID-19 age</p>	

<p>vulnerabilities having a potential impact on the current Chair and Vice Chair of Governors.</p> <p>Resolved to</p> <p>5.2. Recommend seeking nominations from the Governing Body, for the appointment of Heather Barrett-Mold as Vice Chair of Governors from 15 July 2020.</p> <p><u>Doug Fussell</u></p> <p>5.3. Doug Fussell's exceptional term of office ends on 15 July 2020, having first been appointed to the Governing Body on 29 March 2001, serving 5 terms of office as Governor of the College.</p> <p>5.4. Doug has kindly offered to extend his Term of Office to 1 September 2020, to remain available for any potential extraordinary meetings during the summer.</p> <p>5.5. Doug will be appointed a Vice President on 15 July 2020.</p> <p>Resolved to</p> <p>5.6. Recommend to the Governing Body that Doug Fussell's Terms of Office are extended from 15 July 2020 to 1 September 2020.</p> <p><u>Student Governors</u></p> <p>5.7. The current Student Governors' terms of office will be ending on 15 July 2020 and they are thanked for their valued input during 2019-20.</p> <p>5.8. Carl Butler, who is expected to continue as a Capel student in 2020-21, has kindly offered to extend his Term of Office to 1 September 2020.</p> <p>5.9. Student Governors' terms of office are usually managed internally, however, as this is an exceptional situation it is being recommended to the Governing Body.</p> <p>Resolved to</p> <p>5.10. Recommend to the Governing Body that Carl Butler's Term of Office is extended from 15 July 2020 to 1 September 2020.</p> <p><u>Chair of Finance and Resources Committee</u></p> <p>5.11. As Doug Fussell is the current Chair of the Finance and Resources Committee, it was expected that Peter Doble as Vice Chair of Finance and Resources would step up from Vice Chair to Chair at the end of the summer meeting.</p>	<p>Governing Body</p> <p>Governing Body</p> <p>Governing Body</p>
---	--



<p>5.12. The Committee noted that when Peter had been required to Chair the spring 2020 meeting, he had performed very well.</p> <p>Resolved to</p> <p>5.13. Seek nominations from the Governing Body for the appointment of Peter Doble as Chair of Finance and Resources from 15 July 2020.</p> <p><u>Safeguarding Lead Governor</u></p> <p>5.14. Beryl de Souza had confirmed her interest in taking on the role of Safeguarding Lead Governor from Lady Coates, until spring 2023 when Beryl’s term of office ends.</p> <p>5.15. The Committee felt that Beryl’s work as a surgeon and lecturer was an excellent fit for the role.</p> <p>5.16. Lady Coates was thanked for her commitment over the years as the College’s Safeguarding Lead Governor.</p> <p>Resolved to</p> <p>5.17. Recommend Beryl de Souza’s appointment as Lead Safeguarding Governor to the Governing Body from 15 July 2020 until spring 2023.</p> <p><u>Chair’s Action</u></p> <p>5.18. Chair’s Action was taken on 19 May 2020 to approve the Integrated Finance Model for Colleges (IFMC) prior to its submission to the Education and Skills Funding Agency (ESFA).</p>	<p>Governing Body</p> <p>Governing Body</p> <p>Governing Body (Info: Appendix I)</p>
<p>6. Annual review of Instrument and Articles, Standing Orders and Statement of Governance (Decision)</p> <p>6.1. Governors suggested that the Instrument and Articles and the Standing Orders are amended to provide clarity on Governors needing to give 6 month’s written notice if wishing to retire earlier than the official end of their Term of Office.</p> <p>6.2. The Clerk noted that Governors are now contacted before their final academic term, to clarify their position if the Committee deems that there is an opportunity for them to serve a further term of office.</p> <p>6.3. The Statement of Governance required minor changes to take account of committee name changes and that the Governors’ handbook is now in the form of an online library.</p> <p>Resolved to</p> <p>6.4. Accept and recommend to the Governing Body for adoption:</p>	<p>Clerk (Completed)</p>

<ul style="list-style-type: none"> a) Instrument and Articles (revised) b) Standing Orders (revised) c) Statement of Governance (revised). 	<p>Governing Body (Appendix II III, IV)</p>
<p>7. Maintaining Governance during the College closure and impact from COVID-19 (Information)</p> <ul style="list-style-type: none"> 7.1. The College ceased face-to-face learning at the close-of-play on 19 March 2020 apart from receiving a small number of vulnerable students. The majority of students continued their studies online and most staff were asked to work from home. 7.2. During this time, Governance continued in its full capacity with the use of email, Decision Time and Zoom for remote video-linked meetings. 7.3. The spring 2020 Governing Body took place during 2-21 April, 2020, as a fully written meeting via Decision Time, where Governors and SLT liaised through the comments section with Q&As and to offer advice. 7.4. An Extraordinary Meeting took place during 27 May – 4 June, 2020, to approve the start of a gradual re-opening of the College from 15 June 2020. This was also via Decision Time with an optional Zoom online meeting. 7.5. The online committee and Extraordinary meetings held via Zoom have been generally very effective with all able to contribute. 7.6. It was agreed that the summer 2020 Full Governing Body would take place over Zoom but that Governors could also use the week prior to the meeting to ask questions via Decision Time. 	<p>Governing Body (Info: Appendix V)</p>
<p>8. Review of Search, Governance and Remuneration Risk (Decision)</p> <ul style="list-style-type: none"> 8.1. In light of the COVID-19 impact on risk, it had been agreed by the Audit Committee for the Risk Register and the Principal Risks to be updated to include the risk and mitigation of online teaching, home working, commercial digitisation and cyber security. 8.2. The Committee felt that the principal risks had proved to effect more useful conversations during Governor meetings. <p>Resolved to</p> <ul style="list-style-type: none"> 8.3. Confirm that the principal risks represent the main internal and external risks and remain fit for purpose. 	

<p>9. AOB</p> <p><u>Re-opening of the College</u></p> <p>9.1. The College campuses at Enfield, Gunnersbury Park and Mottingham had re-opened on 15 June 2020, following a tour by the Principal and Chair of Governors.</p> <p>9.2. Staff on site had been unanimously positive about the re-opening and had felt safe and comfortable about the preparations put in place. Although some staff had been nervous before coming onsite, once they were there and could see how safe it had been made for them, their confidence increased.</p> <p>9.3. Following the re-opening, additional signage was being installed at the Enfield site, due to its large expanse.</p> <p>9.4. Most staff and students did not need to use public transport, but for those who did, they had found it better than expected with no overcrowding. No mini-buses had been required.</p> <p>9.5. The small cohort of students that had returned were happy to be back and they would be able to pass on their confidence and guidance to the students who would be returning later in the year.</p> <p>9.6. For students still studying from home, the teaching staff had been creative, imaginative and enterprising. Saddlery had been conducting live demonstrations of saddle-making online, and Floristry had been sending packages of flowers and equipment to students to their homes, for them to complete their practical assessments online.</p> <p><u>Estates separation from Finance</u></p> <p>9.7. The new Estates Committee had now taken responsibility of the estates matters from the Finance and Resources Committee. This had been restructured as estates were a complex area that required more specific planning expertise.</p> <p>9.8. The Finance Committee would still be retaining budgetary control which required cross networking between the two committees, before recommendations were made to the Governing Body. One or two members sitting on both committees would help with communication and coordination.</p> <p>9.9. The latest College organogram to be added to the Decision Time library, to provide Governors with context on the size of each of the estates in terms of staff resources by showing FTEs.</p>	<p>HR</p>
--	------------------

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	24 November 2020
APPROVAL:	Remote confirmation: CONFIRMED		
	Or signed:		








Remote Access Symbols

-  Dialed in
-  Online

Minutes

Part II (Declassified)

Search, Governance and Remuneration Committee
Part II minutes

Meeting Time and Date	1500 on 17 June 2020
Meeting Location	Zoom Online
Members	Roger McClure (Chair)  Doug Fussell (Vice Chair)  Heather Barrett-Mold OBE  Lady Milnes-Coates  Malcolm Goodwin (Principal) 
Observers	Susanne Datta (HR) 
Minute Taker	Joanne Coffey (Clerk) 
z:\governance\search & governance committee (sg)\sg mins + ma\mins 2017\122 part i.docx	

	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 Part II meeting held on 16 March 2020 as a correct record and authorise the Chair to sign them.</p>	
<p>4. Matters Arising</p> <p>4.1. The new development policy and performance management system had been approved by the working group and is expected to launch in November 2020. It will be built through iTrent, the HR management system, and will be able to interact with the College's QIP, SAR and strategic plan.</p>	
<p>5. Governing Body Membership (Decision)</p> <p><u>Prospective new members</u></p> <p>5.1. The Committee were invited to advise on any further suggestions for prospective new Governors that they believed would offer the skills that had been identified as being required in the spring 2020 skills</p>	

audit. These were Legal Services; Human Resources; Floristry and Event Styling and; Special Educational Needs Disabilities (SEND).

- 5.2. The Committee discussed the need to attract a younger candidate who would find the experience a beneficial springboard within their career. This might suit a City lawyer or a business consultant.
- 5.3. Middle ranking candidates with FE experience would also assist in planning and development. BDO were considering an appropriate candidate and this may be where they would fit in.
- 5.4. For environmental Governor coverage, Committee suggested the following potential candidates:
 - a) An Environmental Association for Universities and Colleges (EAUC)
 - b) A member of the Institute of Environmental Sciences. Governor, Heather Barrett-Mold is also Vice Chair of the IES.
 - c) A member of the ARUP Group, who provide engineering, architecture, design, planning, project management and consulting services for all aspects of the built environment. This would also cover finance and legal expertise.
- 5.5. As some prospective candidates may live outside of London, the Principal noted that the new use of online meetings meant that travel distance was no longer a barrier.

Resolved to

- 5.6. **To continue to seek potential new Governors based on the above intelligence.**

Committee membership

- 5.7. Lady Milnes Coates had now kindly agreed to join the Search, Governance and Remuneration Committee.
- 5.8. Although the Staff Governor could be invited to join this Committee, she would not be eligible to take part in the Senior Postholder appraisals and remuneration discussions, which would limit quoracy as the Principal is also not considered a member for these matters.
- 5.9. Once Governor, Patricia Brown, is able to commit more time to the College, she will join the Estates Committee and may also wish to become a member of the Search, Governance and Remuneration Committee.

Cyber security training

- 5.10. As cyber security had become a more prominent risk to the College, a Governor training session, or webinar, would provide further assurance. The Clerk to organise appropriate training with either:

<p>a) iTrent, who manages the College’s payroll and have wide expertise in cyber security or;</p> <p>b) Governor, Guy Jones Owen, given his expertise as manager of an online bank.</p>	<p>Clerk</p>
<p>6. AOB</p> <p>6.1. None.</p>	
<p>7. Date of next meeting</p> <p>7.1. The next Search, Governance and Remuneration Committee meeting will take place on 24 November 2020 at 1500.</p>	

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	24 November 2020
APPROVAL:	Remote confirmation: CONFIRMED		
	Or signed:		