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## Minutes Part I

## Search, Governance and Remuneration Committee Part I Minutes

Meeting Time and Date	1500 on 24 November 2020			
Meeting Location	Room H2, Enfield / Zoom Online			
Members	Roger McClure (Chair) 💻			
	Heather Barrett-Mold OBE			
	Lady Milnes-Coates 💻			
	Malcolm Goodwin (Principal)			
Observers	Susanne Datta (HR)			
	Malcolm Goodwin (Principal) for Remuneration decisions			
Minute Taker	Joanne Coffey (Clerk) 💻			
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			Action	
1.	Apol			
	1.1.	No apologies were received.		
2.	Decla	aration of Interests		
	2.1.	Lady Coates for Item 10, Governing Body Membership.		
3.	Minutes (Decision)			
	Reso	lved to		
	3.1.	Approve the minutes of the Search, Governance and Remuneration Committee meeting held on 17June 2020 as a correct record and authorise the Chair to sign them.		
4.	. Matters Arising			
	4.1.	All matters arising from the minutes had been completed.		
5.	Revie			
	5.1.	The following change was recommended to the Committee to clarify that the Committee Chair's term of office should align with their membership term of office:		
		'The Governing Body will elect a Chair <b>to the end of the</b> Governor's current term of office.'		
	5.2.	Governors requested that all Terms of Reference provided the overarching aspirations of the Committee, from which the process statements would flow.		
	5.3.	The Clerk and SLT to consider a new structure of the Terms of Reference, and present to Governors at the spring 2021 round of meetings.		
	Reso			

	5.4.	Accept their amended Terms of Reference and recommend them to the Governing Body for adoption.	Governing Body (Appendix I)
6.	Repo		
	<u>Revie</u>		
	6.1.	The Committee confirmed that the items currently considered confidential (Part II) were no longer considered sensitive.	
	6.2.	For openness, confidential items had been historically restricted to reports where there was a legitimate need to disclose commercially or privately sensitive information, from which the confidential minutes flowed.	
	6.3.	The Committee debated the balance between openness and supporting free discussion when constructing reports.	
	6.4.	It was agreed that reports should continue to include confidential names and information when it was constructive to the discussion, but that the minutes should not reveal this confidential information unless absolutely necessary.	Clerk (Completed)
	6.5.	It was also agreed that there was no future need to have a regular Part I (non-confidential) and Part II (confidential) segregation of meetings and that Staff and Student Governors would receive all papers.	
	6.6.	Confidential minutes would be written, in accordance with the College's Instrument and Articles (15.4) and Standing Orders (5.4), "for those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clauses 14.5, 14.6, 14.8, 14.9 or 14.10 (see below) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it."	
		<b>14.5</b> Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw:	
		<ul> <li>a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;</li> </ul>	
		<li>b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;</li>	
		c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and	
		d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that members are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.	
		14.6 If the Principal has chosen not to be a member of the Corporation he shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the	

Principal shall withdraw in any case where the Principal would be required to withdraw under clause 14.5. 14.8 Except as provided by rules made under article 18 of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered. 14.9 In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall: a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting. 14.10 The Clerk: a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under clause 14.5. **Resolved to** 6.7. Approve that the Part II appended minutes become declassified once any remaining confidential information had been removed. Recommend to the Governing Body, a move to meetings 6.8. without a Part II, open discussion wherever possible, and thoughtful minute-taking to preserve personal and commercial confidentiality. **Student Governors** Nominations for Student Governors were sought in September 6.9. 2020 and five applications were received. The Student Governors selected for appointment were: Student Governors (Attends Governor, Academic Board, Equality and Diversity meetings and all training events): 1. Lauren O'Leary who is studying The Professional Gardener at Level 2 at Regent's Park. 2. Claus Matthews who is studying Animal Management at Level 3 at Gunnersbury Park. 3. Jarryd Russell who is studying Arboriculture and Forestry at Level 3 at Enfield and successfully served on the Governing Body during 2019-20. 6.10. Reserve Student Governors (Attends Student Governor training events and are automatically invited to step-up as Student Governor at the next available opportunity):

		1.	<b>Carl Butler</b> who is studying Extended Certificate in Animal Management at Level 3 at Gunnersbury Park and successfully served on the Governing Body during 2019-20.	
	Chair's Action			_
	6.11.	Ch	air's Action was taken on:	Governing Body: Info.
		a)	<u>12 August 2020</u> - to approve the GLA application for the Covid-19 Emergency Recovery Support Fund capital bid for £175k	(Appendix II)
		b)	<u>2 November 2020</u> – to increase professional fees in relation to the submission of a successful bid for funding a major capital programme in Mottingham / Crystal Palace Park, needed to meet project deadlines for submitting a town planning application in December 2020.	
	<u>Gove</u>	rnar	ice Cycle	
	6.12.		e cycle had been converted into a working spreadsheet to nance meeting agenda planning.	Governing Body: Info. (Appendix III)
7.	Effec	tiver	ness of the Governing Body (Decision)	
	<u>Revie</u>	w o	compliance with national Governance guidance	
	7.1.	Go FE	ilst the Association of Colleges (AoC) awaited a proposed vernment White Paper outlining significant policy changes for (expected later in 2020), there were no current updates to the C's Code of Good English Governance (AoC Code).	
	7.2.	bas the pur	e AoC were planning to, initially, update the Code on an interim sis before a full update can be made. They had confirmed that core principles would not change, as they remain fit for pose, and that their vision was to make the AoC Code more eractive and user friendly.	
	7.3.	as	e College remained fully compliant with the current AoC Code, demonstrated in an updated compliance check-list which tains minor tracked-changes.	
	7.4.		vernors requested several additions to the compliance anation of the check-list to clarify:	Clerk (Completed)
		a)	that the Governing Body approved the Strategic Objectives (1.2)	
		b)	that the strategic plan reflected the interest and views of students, parents, employers and the community (1.3)	
		c)	Capel's corporate social responsibility (1.5)	
		d)	that the strategy was constantly evolving (1.9)	
		e)	to update the term 'College council' with 'Governing Body' (2.5)	
		f)	that the College appoints Student Governors (3.6).	

	Appra	Appraisals process				
	7.5.	The Clerk was considering an enhanced induction/appraisal process for Governors, which will provide them with a clearer path for their own specialisms/interests and a more structured learning record for their individual self-development.				
	<u>Gove</u>	rnance performance indicators				
	7.6.	The Governors' key performance indicators had all been met in 2019-20, as demonstrated in a checklist.				
	<u>Comp</u>	bliance of annual returns				
	7.7.	Declarations of Interests had been collected from all? Governors, SLT and Budget Holders of the College.				
	7.8.	The Annual Membership and Automatic Disqualification declarations had been completed for 2019-20.				
	<u>Atten</u>	dance				
	7.9.	A summary of the attendance records for the Governing Body and its Committees for the year 2019-20 had been drawn up by the Clerk.				
	7.10.	The Governing Body had surpassed its performance targets for attendance in 2019-20 with an overall average of 91%, which was well above the mean average overall attendance rate at UK colleges of 83.9% (from research conducted by the Clerk's Network of 95 UK colleges for 2019-20).				
	Reso	lved to	Governing			
	7.11.	Agree that the Governing Body has remained effective during 2019-20 and recommends the report, and its decision, to the Governing Body.				
	<u>Annu</u>	al Review of the Decision Making Process				
	7.12.	Following agreement of terms of reference, the Clerk had reviewed all of the changes made by sub-committees during 2019-20, and the standing orders of the Corporation and has concluded that:				
		a) the terms of reference align with the standing orders				
		<ul> <li>b) there is no conflict between the responsibilities of sub committees</li> </ul>				
		<li>c) the terms of reference reflected the Corporation's capacity to delegate duties.</li>				
	Reso	lved to				
	7.13.	Confirm that the decision making processes of the Corporation were fit for purpose.				
8.	Annu	al Review of the Corporation Code of Conduct (Decision)				
	8.1.	A proposed amendment was accepted to include the Principal in the approval for Governors to make statements to the press or media.				
	Reso	lved to				

	8.2.	Accept and recommend the revised Corporation Code of Conduct to the Governing Body for adoption.	Governing Body (Appendix V)
9.	Revie	ew of Risk Management and KPIs (Decision)	
	9.1.	It was agreed to amend the description of Principal Risk 8: A failure in the Governance and leadership of the College to clarify that 'Poor or insufficient governance and leadership fails to <i>set and/or</i> <i>meet</i> strategic objectives'	Principal (Completed)
	9.2.	The Key Performance Indicators (KPIs) for the College, which were considered at every SLT meeting, were presented to the Committee to consider a usable structure for Governors.	
	9.3.	A principal set of KPIs, potentially presented as a pyramid, to be created to allow Governors to consider KPIs from a high level perspective. Comparisons with previous years was also noted to be a way for Governors to assess their efficacy.	Principal (Completed)
	Reso	lved to	
	9.4.	Confirm that the revised principal risks represent the main internal and external risks and remain fit for purpose.	
10	. Gove	rning Body Membership (Decision) – Moved from Part II	
	<u>Lady</u>	Milnes Coates	
	10.1.	Lady Milnes Coates current term of office was due to end in autumn 2020 and a further term of office would have become an Exceptional Term.	
	10.2.	10.2. As Lady Coates had special skills in saddlery, and had an exceptional 100% attendance rate, she was invited by the Committee to serve either a partial or full 4-year exceptional term of office.	
	10.3.	Lady Coates kindly agreed to serve a further 2-year term of office in order to support the College and, particularly, the leather centre.	
	10.4.	Lady Coates membership credentials:	
		First appointed to the Governing Body: July 2012	
		Member of: Finance and Resources and; Search, Governance and Remuneration Committees.	
		Attendance at formal meetings over past 2 years: 100%	
		<ul> <li>For training events over past 2 years: 100%</li> </ul>	
		• Relevant skill set: very experienced in saddlery and equine matters, ex Master of Loriners and keen to support Christine in the development of the Leather Centre.	
	Reso	lved to	
	10.5.	Recommend to the Governing Body that Lady Milnes Coates' term of office is extended for a 2-year (half) exceptional term of office from autumn 2020.	

Poter	tial new Governors*	Governing	
10.6.	The Governing Body had 5 vacancies for new Governors.	Body CVs	
Sarah	Sarah Moreland MBE		
10.7.	Previous Capel employee, Sarah Moreland MBE, expressed an interest in becoming a Capel Governor after being contacted by the Principal. Sarah worked at the College as the Interim Head of School, Princess Royal College of Animal Management & Saddlery and the Interim Academic Standards Manager.	(Appendix VI)	
10.8.	A meeting was held by Zoom on 24 September 2020 with Sarah, the Chair of Governors, Principal and Clerk, where it was affirmed by all that Sarah would make an excellent Governor.		
Reso	ved to		
10.9.	Recommend to the Governing Body to appoint Sarah Moreland MBE as a member of the Governing Body for a full term of office from autumn 2020.		
<u>Gover</u>	nor advertisement		
10.10	An advert for new Governors was placed on the College's website in September 2020 which can be found here <u>www.capel.ac.uk/vacancy/governor/</u>		
	John Gayer 10.11. John Gayer had a legal background, which is a current required skill, a meeting was held on 12 November 2020 with the Chair, Principal and Clerk. It was affirmed by all that John would make an excellent Governor and a potential new member of the Estates Committee and/or the Finance and Resources Committee.		
10.12	Another applicant was deferred to the spring 2021 meeting, due to a lack of experience required at the time by the College.	Clerk	
Reso	Resolved to		
10.13	Recommend to the Governing Body to appoint John Gayer as a member of the Governing Body for a full term of office from autumn 2020.		
11. Gove	rnors' Suggestions (Decision) – Moved from Part II		
11.1.	The Governing Body were invited at the summer 2020 Full Governing Body meeting to make suggestions, via the Clerk, to improve how the College's Governance system was operated, in all areas that they felt their ideas may add value to.		
11.2.	Governors were also provided with an anonymous place to share ideas via a Microsoft Forms survey link. This link was also added to the Decision Time library.		
11.3.	Suggestions made by Peter Doble at the summer 2020 Governing Body, and reiterated via email, had resulted in the following changes:		
	<ul> <li>KPIs had now been added to all Committee agendas, as SLT felt that this was a helpful suggestion to immediately adopt.</li> </ul>		
	<ul> <li>b) During the Covid pandemic, which has introduced greater uncertainty into the College's recruitment, operations and</li> </ul>		

		financial resilience, management accounts were now being reviewed monthly by a temporary panel consisting of the Chair of Finance, Chair of Governors, Principal and Finance Director. The previous year's outcomes were also reviewed at the first of these meetings of the autumn term. The ESFA has requested additional returns from all colleges and once these are completed, management accounts will be circulated monthly to all Governors beginning early in 2021.	
11.4.		sponse to Peter's request for more Governor interaction ide of the formal timetable:	
	a)	<b>Presentations:</b> The Academic Committee received a termly presentation from a Head of School at most meetings and tours of campuses, are received as part of Governors' training prior to the end of term Full Governing Body meetings. These would continue once Covid restrictions allowed.	
	b)	<b>Tours and social interaction:</b> The usual social engagement between Governors, staff and students at College events had been impacted by Covid restrictions and would resume once these were lifted. Further walks and talks will be provided for Governors to interact further.	
	C)	<b>Management support:</b> Governors will also be given the opportunity to become link Governors with staff, which will be embedded into the new Governor induction and appraisals system. Specialist Governor working groups will also continue to be formed.	
Resol	ved t	0	
11.5.	11.5. Recommend to the Governing Body to continue to share any further suggestions.		
12. AOB: Proposed timetable changes			
12.1.	The Committee considered a change to the meetings timetable to avoid back to back, lengthy meetings, and new timings that worked for both remote and in-person meetings.		
12.2.		amended timetable to be recommended to the Governing y via the Clerk's Report.	

APPROVED MINUTES					
CHAIR:	CHAIR: Roger McClure DATE: 9 March 2020				
APPROVAL:					
	Or signed:				