







# Minutes Part I

**Remote Access Symbols**

-  Dialed in
-  Online

## Search, Governance and Remuneration Committee

### Part I Minutes

<b>Meeting Time and Date</b>	<b>1500 on 24 November 2020</b>
<b>Meeting Location</b>	<b>Room H2, Enfield / Zoom Online</b>
<b>Members</b>	Roger McClure (Chair)  Heather Barrett-Mold OBE  Lady Milnes-Coates  Malcolm Goodwin (Principal)
<b>Observers</b>	Susanne Datta (HR) Malcolm Goodwin (Principal) for Remuneration decisions
<b>Minute Taker</b>	Joanne Coffey (Clerk) 
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	<b>Action</b>
<p><b>1. Apologies</b></p> <p>1.1. No apologies were received.</p>	
<p><b>2. Declaration of Interests</b></p> <p>2.1. Lady Coates for Item 10, Governing Body Membership.</p>	
<p><b>3. Minutes (Decision)</b></p> <p><b>Resolved to</b></p> <p>3.1. <b>Approve the minutes of the Search, Governance and Remuneration Committee meeting held on 17 June 2020 as a correct record and authorise the Chair to sign them.</b></p>	
<p><b>4. Matters Arising</b></p> <p>4.1. All matters arising from the minutes had been completed.</p>	
<p><b>5. Review of Terms of Reference (Decision)</b></p> <p>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:</p> <p style="padding-left: 40px;"><i><b>'The Governing Body will elect a Chair to the end of the Governor's current term of office.'</b></i></p> <p>5.2. Governors requested that all Terms of Reference provided the overarching aspirations of the Committee, from which the process statements would flow.</p> <p>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.</p> <p><b>Resolved to</b></p>	

<p>5.4. <b>Accept their amended Terms of Reference and recommend them to the Governing Body for adoption.</b></p>	<p><b>Governing Body (Appendix I)</b></p>
<p><b>6. Report of the Clerk (Decision)</b></p> <p><b><u>Review of Confidential Items</u></b></p> <p>6.1. The Committee confirmed that the items currently considered confidential (Part II) were no longer considered sensitive.</p> <p>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.</p> <p>6.3. The Committee debated the balance between openness and supporting free discussion when constructing reports.</p> <p>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.</p> <p>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.</p> <p>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.”</p> <p><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:</p> <ul style="list-style-type: none"> <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> <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> <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</li> <li>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.</li> </ul> <p><b>14.6</b> 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</p>	<p><b>Clerk (Completed)</b></p>

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.**

6.8. **Recommend to the Governing Body, a move to meetings without a Part II, open discussion wherever possible, and thoughtful minute-taking to preserve personal and commercial confidentiality.**

#### **Student Governors**

6.9. Nominations for Student Governors were sought in September 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):

<p>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.</p> <p>2. <b>Connor Hillsden</b> who is studying for a Diploma in Agriculture at Level 2 at Enfield.</p> <p><b>Chair's Action</b></p> <p>6.11. Chair's Action was taken on:</p> <p>a) <u>12 August 2020</u> - to approve the GLA application for the Covid-19 Emergency Recovery Support Fund capital bid for £175k</p> <p>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.</p> <p><b>Governance Cycle</b></p> <p>6.12. The cycle had been converted into a working spreadsheet to enhance meeting agenda planning.</p>	<p><b>Governing Body: Info. (Appendix II)</b></p> <p><b>Governing Body: Info. (Appendix III)</b></p>
<p><b>7. Effectiveness of the Governing Body (Decision)</b></p> <p><b><u>Review of compliance with national Governance guidance</u></b></p> <p>7.1. Whilst the Association of Colleges (AoC) awaited a proposed Government White Paper outlining significant policy changes for FE (expected later in 2020), there were no current updates to the AoC's Code of Good English Governance (AoC Code).</p> <p>7.2. The AoC were planning to, initially, update the Code on an interim basis before a full update can be made. They had confirmed that the core principles would not change, as they remain fit for purpose, and that their vision was to make the AoC Code more interactive and user friendly.</p> <p>7.3. The College remained fully compliant with the current AoC Code, as demonstrated in an updated compliance check-list which contains minor tracked-changes.</p> <p>7.4. Governors requested several additions to the compliance explanation of the check-list to clarify:</p> <p>a) that the Governing Body approved the Strategic Objectives (1.2)</p> <p>b) that the strategic plan reflected the interest and views of students, parents, employers and the community (1.3)</p> <p>c) Capel's corporate social responsibility (1.5)</p> <p>d) that the strategy was constantly evolving (1.9)</p> <p>e) to update the term 'College council' with 'Governing Body' (2.5)</p> <p>f) that the College appoints Student Governors (3.6).</p>	<p><b>Clerk (Completed)</b></p>

<p><b><u>Appraisals process</u></b></p> <p>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.</p> <p><b><u>Governance performance indicators</u></b></p> <p>7.6. The Governors' key performance indicators had all been met in 2019-20, as demonstrated in a checklist.</p> <p><b><u>Compliance of annual returns</u></b></p> <p>7.7. Declarations of Interests had been collected from all? Governors, SLT and Budget Holders of the College.</p> <p>7.8. The Annual Membership and Automatic Disqualification declarations had been completed for 2019-20.</p> <p><b><u>Attendance</u></b></p> <p>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.</p> <p>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).</p> <p><b>Resolved to</b></p> <p>7.11. <b>Agree that the Governing Body has remained effective during 2019-20 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>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:</p> <ul style="list-style-type: none"> <li>a) the terms of reference align with the standing orders</li> <li>b) there is no conflict between the responsibilities of sub committees</li> <li>c) the terms of reference reflected the Corporation's capacity to delegate duties.</li> </ul> <p><b>Resolved to</b></p> <p>7.13. <b>Confirm that the decision making processes of the Corporation were fit for purpose.</b></p>	<p><b>Governing Body (Appendix IV)</b></p>
<p><b>8. Annual Review of the Corporation Code of Conduct (Decision)</b></p> <p>8.1. A proposed amendment was accepted to include the Principal in the approval for Governors to make statements to the press or media.</p> <p><b>Resolved to</b></p>	







<p>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.</p> <p>11.4. In response to Peter's request for more Governor interaction outside of the formal timetable:</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ul> <p><b>Resolved to</b></p> <p>11.5. <b>Recommend to the Governing Body to continue to share any further suggestions.</b></p>	
<p><b>12. AOB: Proposed timetable changes</b></p> <p>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.</p> <p>12.2. The amended timetable to be recommended to the Governing Body via the Clerk's Report.</p>	

APPROVED MINUTES			
<b>CHAIR:</b>	Roger McClure	<b>DATE:</b>	9 March 2020
<b>APPROVAL:</b>	<b>Remote confirmation: CONFIRMED</b>		
	<b>Or signed:</b>		