Capel Manor College

Remote Access Symbols	
☏	Dialled in
🖥	Online

Minutes

Search, Governance and Remuneration Committee
Minutes

Meeting Time and Date	**1500 on 9 March 2021**
Meeting Location	**Zoom Online**
Members	Roger McClure (Chair) 🖥 Heather Barrett-Mold OBE 🖥 Lady Milnes-Coates 🖥 Malcolm Goodwin (Principal) 🖥
Minute Taker	Joanne Coffey (Clerk) 🖥

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	Action
1. Apologies	
1.1. No apologies were received.	
2. Declaration of Interests	
2.1. Heather Barrett-Mold for Item 5, Governing Body Membership.	
3. Minutes (Decision)	
3.1. The Part II minutes were corrected to clarify that the Principal's current salary had been consistent with the Association of College's (AoC) benchmarks. **Resolved to** 3.2. **Approve the minutes of the Search, Governance and Remuneration Committee meeting held on 24 November 2020 as a correct record and authorise the Chair to approve them.**	
4. Matters Arising	
4.1. None.	

5. Governing Body Membership (Decision)
 	
Retirement of James Wisdom
 	
   5.1.   Governor, James Wisdom will be retiring from the Governing Body on 31 March, following 21 years of service.
 	
   5.2.   James will be made a Vice President of the Patron, in line with his long service.
 	
   5.3.   The Governing Body will thank James for his long service at the spring Full Governing Body meeting.
 	
Chair of Academic Committee
 	
   5.4. Following Heather Barrett-Mold's position as Vice Chair of the Academic Committee, following James Wisdom's forthcoming	

	retirement, Heather has confirmed an interest in Chairing the Academic Committee.	
5.5.	This Term of Office would run until Spring 2023, for further review following the end of Heather's second term of office.	
Resolved to		
5.6.	**Agree and recommend to the Governing Body that Heather Barrett-Mold is nominated and seconded for the appointment of Chair of the Academic Committee.**	**A: Governing Body**
Potential new Governors		
5.7.	From 31 March 2021, the Governing Body had four vacancies for new Governors, including two that are held open for the Education and Skills Funding Agency (ESFA).	
5.8.	To preserve the available membership of up to 22 members for Governors, the Committee agreed that the Instrument and Articles should be amended to state: *As the Learning and Skills Act 2000 (Section 11) states that a funding agency may appoint up to two of its members to the Governing Body, this would be in addition to the total of up to 22 members.*	
Resolved to		
5.9.	**Agree and recommend to the Governing Body to amend the Instrument and Articles (Section 2: Composition of the Corporation) to state that if a funding agency chooses to appoint up to two of its members to the College board, that this would be in addition to the total membership of the Corporation.**	**B: Governing Body (Appendix I)**
Candidate SW		
5.10.	A potential new Governor applied for the position of Governor, via the website advertisement, on 11 February 2021.	
5.11.	This candidate is very local to Enfield with experience IT and systems experience internationally. He has extensive experience as a Governor at a local school and university technical college. He has also worked as a Chair of Audit, with skills in IT, digital transformation, business and project management.	
5.12.	Candidate SW also has family links to horticulture of which he also has an interest.	
5.13.	A meeting was held by Zoom on 25 February 2021 with the Chair of Governors, Principal and Clerk. As a result of this interview, it is apparent that SW would be an excellent new member of the Governing Body as he has extensive and much needed IT and project management skills, plus very valuable knowledge and experience of governance as part of the National Leaders of Governance programme. He is very active in Enfield and north London with an extensive network of potentially valuable contacts.	

5.14. SW could potentially join the Academic, Finance and Resources and/or Search, Governance and Remuneration Committees, or just the Audit Committee.	
Resolved to	**C: Governing Body CV (Appendix II)**
5.15. **Agree and recommend to the Governing Body to appoint Candidate SW as a member of the Governing Body for a full term of office from spring 2021.**	
Candidate RL	
5.16. A candidate recommended by Pat Brown, as being helpful to the College's major capital programmes and estates development had expressed an interest in becoming a Governor, and a meeting had been arranged for 11 March 2021, with the Chair, Principal and Clerk. His CV is attached.	
5.17. As the Principal believed the candidate to be a very strong addition to the Board, based on the referral and his CV, the Committee agreed to recommend his appointment, pending a successful interview with the Chair of Governors.	
5.18. RL could potentially join the Estates Committee and/or the Finance and Resources Committee. The Committee also felt that RL would make a good Vice Chair of the Estates Committee.	
Post meeting note: No issues arose during the interview on 11 March to change this recommendation.	
Resolved to	**D: Governing Body CV (Appendix III)**
5.19. **Agree and recommend to the Governing Body to appoint Candidate RL as a member of the Governing Body for a full term of office from spring 2021.**	
Estates Committee membership	
5.20. As the Estates Committee has a total membership of 8, the Committee felt it was appropriate to recommend extending the membership to 9 members, as the Estates Committee membership:	
a) had been based on the same membership total as the Health and Safety Committee, which had not taken into consideration that the Estates Committee would cover both Estates and Health and Safety matters	
b) included Staff and Student Governors as two members.	
Resolved to	**E: Governing Body**
5.21. **Agree and recommend to the Governing Body to extend the total membership of the Estates Committee to 9 members.**	
Follow up on Candidate CS	
5.22. Candidate CS: A candidate applied in the autumn 2020, who was a former floristry student. The Committee decided to defer a decision on the application until spring 2021, as she currently did not possess any of the urgent skills required. As this has not	

	changed, the Committee agreed not to take her application further.	**Clerk (Completed)**
5.23.	The candidate will be encouraged to apply at a further date when the skills requirements may have changed.	
	Resolved to	
5.24.	**Not take Candidate CS' application further.**	
6.	**Report of the Clerk (Decision)**	
	<u>Review of Committee Terms of Reference</u>	
6.1.	The Terms of References for all Committees have been restructured for unity, and to ensure intent and accuracy of its delegatory and advisory position.	
6.2.	The Chair of Governors clarified that a mission statement would highlight the aims and aspirations of each Committee, and kindly agreed to provide a draft to the Clerk for each Committee.	**Clerk (via Chair)**
6.3.	The annual review of the Terms of Reference for each Committee will now take place during the summer round of meetings, rather than the autumn.	
	Resolved to	
6.4.	**Approve the structure of the Terms of Reference, with the mission statements and annual review to be considered at the summer Committee meetings and Full Governing Body.**	
	<u>Review of the effectiveness of the altered arrangement to remote governance</u>	
6.5.	Since March 2020, Governance at Capel has continued in its full capacity with the use of email, Decision Time and Zoom for remote video-linked meetings.	
	<u>Zoom remote meetings</u>	
6.6.	The online committee and Extraordinary meetings held via Zoom have continued to be very effective with all able to contribute. Earlier technological "interruptions" during meetings have resolved due to improved technology and users becoming more proficient in their use of the system.	
6.7.	There is some tacit evidence that there is a more even contribution from attendees during the online meetings and attendance was significantly higher over the course of 2020.	
6.8.	The Strategy Day on 8 February 2020 was successfully held via Zoom.	
	<u>Board management system</u>	
6.9.	The process of publishing papers on Decision Time continues to be effective and a clear improvement on the previous paper system. All Governors have been able to access the papers or the accompanying, occasionally lengthy and detailed, information. The written resolutions have also worked effectively.	

6.10. The ability to link to optional and/or lengthy documents, rather than append them to the main pack, has provided more flexibility in how information is shared with Governors.	
Looking ahead	
6.11. The flexibility to meet remotely is likely to continue to appeal to some Governors moving forwards and, once face-to-face meetings can resume, remote access options have been enabled via the video conferencing screen which is now in use in the Enfield H2 meeting room.	
6.12. Some other colleges have not found hybrid online / face-to-face meetings as easy and are considering moving to fully online committee meetings, with Governors using their time better to attend in person, only for the board meetings and for more interactive events, including learning walks.	
6.13. As this would create a better use of time for Capel Governors, who do not all live local to the Enfield campus, where all Committee meetings take place, the Committee considered the following system:	
a) The Full Governing Body meetings to take place (as at present) at Enfield for the autumn meeting, and other campuses for the spring and summer meetings. Although Governors would all be encouraged to attend in person, the Enfield meeting could also be joined by Governors, via Zoom, due to the video conference facility, or by conference call at the other sites.	
b) All Committee meetings and Extraordinary meetings to take place via Zoom Online – with the H2 video conferencing room available to SLT, Staff and Student Governors, and any Governors who may already be onsite or prefer to attend in person.	
c) Governors would be encouraged to come onsite to: support SLT, staff and students as part of any Chairing or lead Governors roles; for College events; estates tours and; for any other appropriate key meetings.	
6.14. The Committee felt that this would put the emphasis on better use of Governors' time when they could be on campus, and would open up more Governor engagement opportunities with staff and students.	
6.15. To provide bonding opportunities for Governors, there could also be the option of one Committee meeting per year to be held at an appropriate campus, in order to align it with an event or learning opportunity applicable to the Committee.	
Resolved to	
6.16. **Confirm that remote Governance, using Zoom, continued to be effective and recommend its continued use to the Governing Body.**	**F: Governing Body**
6.17. **Recommend that, for when the College fully reopens to Governors, the Governing Body confirm their approval to:**	**G: Governing Body**

- **Host all Full Governing Body meetings onsite (with remote options)**
- **Host Committee meetings online, with the flexibility to have occasional onsite meetings, as appropriate.**

Or to consider an alternative approach.

<u>Annual Review of the board management system</u>

6.18. The Governing Body have been successfully using a paperless board management system since March 2019.

6.19. A cost/savings exercise was carried out in February 2021.

<u>Continuation</u>

6.20. Savings to the College since the inception of a paperless system in March 2019 are £966, and this would increase to £2,346 if the recommended system were adopted for a further year.

6.21. Savings to the environment, so far, equate to 9 trees-worth of paper and that would increase by 4.5 trees each year.

<u>Review against other systems</u>

6.22. The Clerk has undertaken research to assess that the selected system (Decision Time) remains fit for purpose compared to other available packages.

6.23. Many board management systems continue to exist which all follow a very similar approach to Decision Time. There are a few more expensive systems which offer slightly more flexibility with uploading of papers in other formats (than pdf) and, equally, there are some more basic systems or in-house options that are cheaper to operate but are not as user-friendly.

6.24. On the www.capterra.co.uk comparison site, Decision Time has 24 reviews which score 4.8/5, which is equal to the 12 highest rated systems (where they have more than 10 reviews). Other colleges who are using Decision Time have continued to renew their licences and have stated that they feel it continues to add value to their Governance processes.

6.25. As a new system would likely charge for first year set-up and training costs and, as there have not been any major issues during 2020 when Governors heavily relied on online governance, there does not appear to be a significant reason to trial and adopt a new system.

<u>Renewal</u>

6.26. Decision Time have agreed to retain the same cost per licence as for the last two years, at £180. The College does not currently need any more licences, so that annual renewal cost would be £3,960.

6.27. On consideration, as there is no valid reason to switch to another platform at this time, it is recommended to renew the Decision Time licences for a further 12 months.

Resolved to		**H: Governing Body (Appendix IV)**
6.28. **To agree and recommend to the Governing Body that the licences for the Decision Time paperless board management system are renewed for 12 months from 1 April 2021.**		
Chair's Action		
6.29. Chair's Action was taken on 2 March 2021 to authorise DC Development Consultancy LLP to negotiate over the potential sale of 66 The Ridgeway.		
6.30. Governors agreed that the consultant was well qualified to advise the College but agreed that a tender exercise may be needed in the future.		
White Paper: Skills for Jobs		
6.31. The DfE's white paper on skills for jobs, that was published in early 2021, is demonstrated from a Governance point of view, which links enabling board effectiveness and strengthening accountability and assurance.		
6.32. This will be utilised to ensure that Capel's Governance follows the recommendations in the White Paper.		
7. Annual Report of Skills, Training, Equality and Diversity 2020-21 (Decision) Link to full report		
Training and Compliance		
7.1. Governors fulfilled all required compliance declarations including annual membership, trustees' automatic disqualification, register of interests and DBS checks.		
7.2. One new Governor took part in the AoC Governor training and Student Governors took part in the Unloc Student Governor Training.		
7.3. Training sessions to be held in 2021 include an overview of fraud risk and tours of sites when the College can fully reopen.		
Skills Audit 2021		
7.4. Governors were asked to score their knowledge of 32 areas within: Business and Finance; Land Based; Student Services; Education and; College campuses/regions.		
Results of the skills audit:		
7.5. **Business and Finance:** There is a requirement for deeper knowledge of Human Resources, IT and Legal skills.		
7.6. **Land-based:** All land-based skills require more depth of knowledge, with Architecture and Floristry and Event Styling skills also requiring more expert knowledge.		
7.7. **Student Services:** Skills in this area are well covered but with a better understanding of Special Educational Needs Disabilities (SEND) skills required for all Governors.		
7.8. **Education:** The Governing Body has a high knowledge, in both depth and breadth, of skills in education.		

7.9. **College campuses/regions:** The Mottingham, Crystal Palace, Brooks Farm and Regent's Park require more knowledge for Governors, in both depth and breadth, which will be improved once the College can fully re-open and tours can restart.

Conclusion

7.10. Both new appointments of Governors, and training for existing Governors, will incorporate: Human Resources, Information Technology, Legal, Architecture, Floristry and Event Styling and Special Educational Needs Disabilities (SEND).

Equality and Diversity of the Governing Body

7.11. Governors took part in an Equality and Diversity exercise in spring 2021 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…'

Results of the Equality and Diversity survey:

7.12. **Gender balance:** Governors' gender gap has significantly equalled out over the past year, resulting in a stronger female representation which better reflects the gender distribution amongst the staff, students and the FE sector, all of which remain slightly female dominant.

7.13. **Age:** The average age of Governors has decreased, with a greater amount of 25-64 year olds compared to the previous year, which had already been improved on from the year before that.

7.14. **Length of service:** Governors' length of service is more evenly split over the first 8 years of service.

7.15. This reflects the 5 new Governors that have been appointed over the last two years.

7.16. The number of Governors who had served over 12 years of service has reduced over the last two years, following new requirements that the Governing Body put in place to limit any exceptional terms of office.

7.17. **Ethnicity:** Diversity in ethnicity of Governors remains a strong requirement, particularly for those of black ethnicity.

7.18. Improving ethnic diversity is an overall aim in the FE sector and amongst the College's students and staff, particularly given that Capel is a London college where the BAME population is higher than in other parts of the UK, at 40%.

7.19. **Disability:** It was not possible to fully align disability data with the FE sector, due to their data providing no clear differentiation between physical, mental health and learning disabilities.

7.20. As College students have significantly higher disability declarations compared to the sector, this remains a significant challenge for the Board.

7.21. **Sexual Orientation:** Sexual orientation diversity has reduced slightly in 2020-21. It remains aligned with College staff and the FE sector, but significantly lower than with College students.	
7.22. **Religion:** Diversity of religion has not significantly changed compared to the previous year, with more alignment with College staff than students, where over 50% have not adopted a religion.	
Improving diversity of the Board	
7.23. The College's website advertisement was updated to reflect the results of the skills analysis, and revised to amplify how strongly the College wishes to encourage BAME and LGBTQ applicants, along with those with disabilities.	
7.24. The Committee discussed ways to attract a more diverse Board.	
7.25. Two potential garden design candidates were suggested, which the Principal will contact and report back on at the next meeting.	**Principal**
Resolved to	
7.26. **Approve the copy of the Governor advertisement.**	
8. Annual Review of Governance Policies (Decision)	
Standing Orders revised re. confidential items/minutes	
8.1. The Standing Orders were amended to update procedures to reflect that Governor meetings, reports and minutes no longer include a Part II, confidential split of information.	
Resolved to	
8.2. **Accept and recommend the revised Standing Orders to the Governing Body for adoption.**	**I: Governing Body (Appendix V)**
Complaints Against the Corporation	
8.3. The policy was reformatted to the new College style, expanded for clarity and revised to state that complaints again the Senior Postholders are covered within the College's Whistleblowing Policy.	
Resolved to	
8.4. **Accept and recommend the revised Complaints Against the Corporation policy to the Governing Body for adoption.**	**J: Governing Body (Appendix VI)**
Governor Development Policy and Procedures (prev. Governor Training Policy)	
8.5. The Governor Training Policy was renamed the Governor Development Policy and Procedures, reformatted to the new College style and fully re-drafted to include a procedure for: pre-appointment; induction and appraisals; training and; Governors' contribution to the Board and Colleges' development.	
8.6. The Policy included options for the Committee to assess, and amend, as necessary.	
8.7. The Committee agreed that a new annual appraisals system should be a constructive and helpful exercise and include self-	

appraisals and Committee and Board meeting quality assessments.		
8.8.	The Clerk will re-present the Policy, along with a new draft appraisals system, to the Committee at the next Committee meeting, for recommendation to the summer 2021 Governing Body.	**Clerk**
8.9.	The appraisals exercise will be conducted by the Clerk each September, to reflect on the previous academic year, using a survey-type questionnaire.	
9. Review of Risk Management and KPIs (Decision)		
9.1.	The Principal Risks now included a new risk agreed with Governors: A failure to maintain the safety and wellbeing of staff and students.	
Resolved to		
9.2.	**Confirm that the revised principal risks represent the main internal and external risks and remain fit for purpose.**	
10. AOB		
10.1.	The Principal updated the Committee on the outcome of the College re-opening on 8 March 2021.	
10.2.	Students and staff had been very pleased with the preparations that had been put in place, with positive feedback from all Centres.	
10.3.	Students had been well supported in administering their own lateral flow Covid-19 tests with no positive results yet being recorded. It was clarified that all students were encouraged to take the test, without any pressure for those who chose to decline, which was minimal.	
10.4.	As the Regent's Park campus did not have enough space to set up a safe Covid testing area, students, who are all adults at this site, were provided with the testing kits to administer at home.	
11. Date of next meeting		
11.1.	The next Search, Governance and Remuneration Committee meeting will take place on Wednesday 23 June, 2021 at 1500.	

APPROVED MINUTES			
CHAIR:	Roger McClure	**DATE:**	23 June 2021
APPROVAL:	**Remote confirmation:** **Or signed:**		