









Remote Access Symbols

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Search, Governance and Remuneration Committee
Minutes

Meeting Time and Date	1500 on 23 June 2021
Meeting Location	Zoom Online
Members	Roger McClure (Chair)  Heather Barrett-Mold OBE  Lady Milnes-Coates  Malcolm Goodwin (Principal) 
Observers	James Bryan (HR) 
Minute Taker	Joanne Coffey (Clerk) 
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	Action
<p>1. Welcome and Apologies</p> <p>1.1. No apologies were received.</p> <p>1.2. James Bryan was welcomed to the Committee.</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 meeting held on 9 March 2021 as a correct record and authorise the Chair to approve them.</p>	
<p>4. Matters Arising</p> <p>4.1. Former Governor, Paul Campbell, had agreed to approach a prospective Governor in the South of England. No feedback has been received yet.</p>	
<p>5. Review of Terms of Reference Decision)</p> <p>5.1. The Terms of Reference were restructured to provide a clearer layout, an overview showing the key areas of activity and the following Search, Governance and Remuneration Committee purpose:</p> <p style="padding-left: 40px;">‘To do all within our powers to ensure that our governance is fully maintained at all times at the highest standards’.</p> <p>5.2. It was clarified that the Key Performance Indicators (KPIs), that the Committee monitored its outcomes against, were the overall College KPIs received in the Committee’s Risk and KPI report.</p>	

<p>6.11. The Principal had not found any appropriate accountancy candidates from the various contacts with the College.</p> <p><u>Recruitment consultants</u></p> <p>6.12. To support the Committee in the recruitment process, to ensure objectivity and a skilled approach to addressing skills and diversity gaps, the Clerk had researched recruitment companies that had either chosen to make contact with the College and Governors, or had been recommended by fellow Clerks.</p> <p>6.13. It was decided to defer the decision to hire an external consultant until 2022 due to:</p> <ul style="list-style-type: none"> a) only two vacancies being available until spring 2022 b) the College’s own website advertisement having been successful in attracting high quality and diverse candidates c) the College’s current financial constraints given that the shortlist of consultants charged fees between £3-9k per two candidates. <p>6.14. The Committee did, however, recognise the value of an independent consultant in terms of diversity and extending the College’s social circles.</p> <p>6.15. As the Governing Body is seeking a candidate with Human Resources skills, the Executive Director of HR and Central Services published an abridged version of the website ad with the London Guild of HR Professionals.</p> <p>Resolved to</p> <p>6.16. For the Committee to defer the decision to hire a recruitment consultant until spring 2022.</p> <p><u>Staff Governor 2021-23</u></p> <p>6.17. Sarah Seery’s first term of office was due to end on 14 July 2021 and she was keen to apply to serve a second term.</p> <p>6.18. A nominations process was opened on 28 April 2021 for three weeks to request nominations for the Staff Governor from 2021-23.</p> <p>6.19. Two nominations were received for Sarah Seery and a second staff member. Staff were invited to take part in an election via email voting on 25 May 2021 for a two-week period.</p> <p>6.20. Sarah Seery received the most votes with a large majority and was elected for another two-year term of office from 14 July 2021 as Staff Governor for 2021-23.</p> <p><u>Student Governors</u></p> <p>6.21. The current Student Governors’ terms of office will be ending on 14 July 2021 and they are thanked for their valued input during 2020-21.</p> <p>6.22. If the current Student Governors remain students in 2020-21, they will be eligible to apply to serve a further term of office.</p>	<p>Clerk (Mar 2022)</p>
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<p>6.23. An online nominations and appointment system will be set up during the autumn 2021 term and results will be reported back to Governor's at the autumn 2021 Full Governing Body meeting.</p> <p>6.24. The Committee discussed revising the role of the Reserve Student Governors. Currently they would be invited to step up if one of the Student Governors resigned from their term.</p> <p>6.25. As Student Governors are invited to the Academic and Estates Committees, Full Governing Body, Academic Board and Equality and Diversity meetings, attendance can be patchy if these meetings clash with study or work commitments.</p> <p>6.26. The Clerk to consider a revision to the role of the Reserve Student Governors and a potential change to how attendance is managed for all Student Governors.</p> <p>6.27. The Committee also requested that apprentices are also encouraged to apply.</p> <p><u>Succession planning</u></p> <p>6.28. The Chair requested that succession planning is considered in more detail at the next Committee meeting.</p> <p>6.29. Vice Chairs were currently appointed by the individual Committees, without the level of succession planning data that was available to the Search, Governance and Remuneration Committee.</p> <p>6.30. To support Committees in their nominations process, it was agreed that the Search, Committee would make recommendations for Vice Chairs to the Committees. This was added to the Terms of Reference.</p>	<p style="text-align: center;">Clerk (Nov 2021)</p> <p style="text-align: center;">Clerk (Nov 2021)</p> <p style="text-align: center;">Clerk (Completed)</p>
<p>7. Report of the Clerk (Decision)</p> <p><u>Annual Governor Review survey</u></p> <p>7.1. The new annual system of Governor Reviews was being introduced in autumn 2021 and would take the form of a survey.</p> <p>7.2. The lists for potential Link Governors and areas of interest to include Risk and Financial Management.</p> <p>7.3. The Committee agreed the questions but discussed the usefulness of a Likert 1-5 scale to assess various aspects of Governance, where the rating, unless to the extreme of the scale, does not provide enough insight into what needs to be addressed.</p> <p>7.4. As the use of the scale was to identify any obvious issues, that could then be explored further, it was agreed to use more direct 'agree or not agree' questioning and '<i>if not, what should we be doing differently?</i>' to give both a score and immediate suggestions.</p> <p>Resolved to</p>	<p style="text-align: center;">Clerk (Completed)</p> <p style="text-align: center;">Clerk (Completed)</p>

<p><u>Standing Orders</u></p> <p>8.3. Minor changes were agreed to revise the title of the Executive Director of Estates and Facilities.</p> <p>Resolved to</p> <p>8.4. Accept and recommend the revised Standing Orders to the Governing Body for adoption.</p> <p><u>Statement of Governance</u></p> <p>8.5. No changes were proposed.</p> <p>Resolved to</p> <p>8.6. Accept and recommend the standing Statement of Governance to the Governing Body for adoption.</p> <p><u>Whistleblowing Policy</u></p> <p>8.7. Minor changes were agreed to amend the name and website link of the external company 'Public Concern at Work' which is now called 'Protect' (Paragraph 36).</p> <p><u>Agreed by email on 6 July, 2021</u></p> <p>8.8. The Whistleblowing Policy is currently overseen by the Search, Governance and Remuneration Committee. To ensure that the Audit Committee were in sight of this policy, it was agreed to present the latest approved report (clarifying any revisions) at the autumn Audit Committee meeting. The Audit Committee's Annual Report would subsequently provide an opinion on the Policy.</p> <p>Resolved to</p> <p>42.4. Accept and recommend the revised Whistleblowing Policy to the Governing Body for adoption.</p>	<p>F: Governing Body (Appendix VI)</p> <p>G: Governing Body (Appendix VII)</p> <p>Clerk (Nov 2021)</p> <p>H: Governing Body (Appendix VIII)</p>
<p>9. The Patron's Forum and Vice Presidents (Information)</p> <p><u>The Patron's Forum</u></p> <p>9.1. The current Patron, Lady Salisbury, took over from the Duke of Devonshire on 1 January 2017. When installed, it was written that the initial focus of the Patron was to encourage sponsorship of the proposed Visitor Centre (now called The Gateway) and other projects across all centres (as identified by the Governing Body), prepare for the 50th Anniversary (of the formation of the College) celebrations in September 2018 and support the development of the Alumni.</p> <p>9.2. In December 2018 it was agreed that role of Patron would extend to a range of other activities including leading the Patron's Forum.</p> <p>9.3. Back in 2018, the Patron's Forum was conceived as a body of people helpful to realise the College's ambitions and complement the work of Governors and the Governing Body. It was imagined that potential members would be identified from people with an</p>	

interest in Capel who have accrued extensive related experience useful to Capel and / or with a network of contacts that would also help the College. Such people would be suggested to the Patron or by the Patron and then invited to join by the Patron.

- 9.4. A fuller description of The Patron's Forum had recently been developed by the College's Fundraiser and this had been seen and accepted by The Patron. This short description refers to eligibility to be invited and says:
- a) Members will be invited to join exclusively by the Patron, and should have the capacity to generate gifts (either own or through their network) of £10,000 upwards, or the ability to generate significant non-financial opportunities for the College.
 - b) However, current Vice Presidents and Fellows of the College will be may be invited to become members of the Patron's Forum.
- 9.5. At present, formally, there were no members of The Patron's Forum.

Vice Presidents

- 9.6. Lady Salisbury is both Patron and President. "President" was conferred to the role at the inauguration of Lady Salisbury purely to make sense of the presence of Vice Presidents.
- 9.7. Given that Vice Presidents may be eligible to become members of The Patron's Forum, the Committee had a full discussion about the role of the Vice Presidents and on what basis they may be appointed.
- 9.8. The main points that came from the discussion were:
- a) The need for a clear concept of how a Vice President would represent Capel.
 - b) To consider a limited term of office.
 - c) That if it continued to be an honorary reward for exceptional service to the College, that any duties carried out by those Vice Presidents should be optional. This was in contrast to members of the Patron's Forum who would have agreed to be active on behalf of the College.
 - d) That its main purpose could be to represent Capel at its own events and any appropriate external functions.
 - e) That Vice Presidents could be consulted on occasionally to give them a proper purpose.
 - f) That long-standing staff were rewarded separately.

<p>9.9. The Principal to work closely with the Fundraiser to agree the criteria for the Vice President role. This will be reported back at the next appropriate meeting.</p>	<p>Principal (Nov 2021)</p>
<p>10. Review of Risk Management and KPIs (Decision)</p> <p>10.1. The Principal Risks had been updated to include that the Board would respond to strategic threats.</p> <p>10.2. The Committee discussed the intent of Committee’s receiving the Principal Risks report, and it was agreed that the Principal would review how this report is considered, which may include:</p> <ul style="list-style-type: none"> a) To continue to trigger conversations about risk. b) To link Principal Risks to the current events including the World Economic Risk, and future horizon scanning to ensure it continues to evolve. c) Scenario testing, with real or unexpected ‘Black Swan’ risks which could be included at the Strategy Away Days. Governors noted that planning for risk makes you much better at dealing with it. d) To act as a second set of eyes for SLT who discuss risk at each of their meetings. <p>Resolved to</p> <p>10.3. Confirm that the revised principal risks represent the main internal and external risks and remain fit for purpose.</p>	<p>Principal (Completed)</p>
<p>11. AOB</p> <p>11.1. Two Governors, who were not members of Committees, were unable to attend the next Full Governing Body meeting on 14 July 2021, due to work pressures. This would create an absence in excess of 6 months.</p> <p>11.2. As the College’s Standing Orders requires permission from the Governing Body for a leave of absence beyond 6 months, it was agreed by the Committee to recommend a leave of absence to autumn 2021, when both Governors would become available again.</p> <p>11.3. The Committee noted that this was an exceptional situation that would not become commonplace.</p> <p>Resolved to</p> <p>11.4. Recommend to the Governing Body that David Domoney and Joanne Laban were granted a leave of absence from 14 July 2021 up to December 2021.</p>	<p>I: Governing Body</p>

<p>12. Date of next meeting</p> <p>12.1. The next Search, Governance and Remuneration Committee meeting will take place on Wednesday 24 November, 2021 at 1500.</p>	
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APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	24 November 2021
APPROVAL:	Remote confirmation: CONFIRMED		
	Or signed:		