










Remote Access Symbols

-  Dialed in
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| Search, Governance and Remuneration Committee |
| Minutes |

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| Meeting Time and Date | 1500 on 9 March 2022 |
| Meeting Location | Zoom Online |
| Members | Roger McClure (Chair)  Heather Barrett-Mold OBE  Stephen Way  Alison Yates  Malcolm Goodwin (Principal)  |
| Observer | James Bryan (HR)  |
| Minute Taker | Joanne Coffey (Clerk)  |
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| | Action |
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| <p>1. Apologies</p> <p>1.1. No apologies were received.</p> | |
| <p>2. Declaration of Interests</p> <p>2.1. Roger McClure for Item 5, Governing Body Membership.</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 24 November 2021 as a correct record and authorise the Chair to approve 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>Moving the date of the Search, Governance and Remuneration meeting</u></p> <p>5.1. The Committee was asked to consider moving the Search, Governance and Remuneration Committee meetings to take place 3 weeks earlier than usual, to the week before half term, from summer 2022 onwards.</p> <p>5.2. This would provide more time to put in place recommendations to Committees before the next round of meetings, rather than waiting until the following term. It would also provide more time to arrange interviews with prospective new Governors, prior to the Governing Body meetings.</p> | |

- 5.3. For the autumn meeting, the Senior Post Holder appraisals would also be moved to take place in early October.
- 5.4. It would be unlikely but if there were any additional issues or recommendations to be raised during the second half of term, this could either be processed directly through the Governing Body's Report of the Clerk or via email with this Committee.
- 5.5. The dates for the first year will take place on:
- SG&R Committee
- Thursdays 1400-1530 (26 May, 20 Oct 2022 and 9 Feb 2023)
- Principal and Clerk's Appraisal Committee
- Monday 3 October, 2022:
Pre-meeting 0930-1100, Meeting 1100-1300.

Resolved to

- 5.6. **Move the Search, Governance and Remuneration meeting to 3 weeks before the main Committee meetings.**

Annual Review of the board management system

- 5.7. The Governing Body have been successfully using a paperless board management system since March 2019.
- 5.8. A [cost/savings exercise](#) was carried out in February 2022.
- Continuation
- 5.9. Savings to the College since the inception of a paperless system in March 2019 are £2,346, and this would increase to £3,560 if the recommended system were adopted for a further year.
- 5.10. Savings to the environment, so far, equate to 13.5 trees-worth of paper and that would increase to 18 trees.
- Review against other systems
- 5.11. The Clerk has undertaken further research to assess that the selected system (Decision Time) remains fit for purpose compared to other available packages.
- 5.12. As a new system would likely charge for first year set-up and training costs and, as there continue to be no major issues, there does not appear to be a significant reason to trial and adopt a new system.
- Renewal
- 5.13. Decision Time had retained the same cost per licence as for the last 3 years, at £180 but have now raised the licence fee by £20 to £200. As the Governing Body increased during 2021, 3 more licences were purchased, taking it to 25 users. The annual renewal cost would, therefore, be £5,000.

5.24. A new Governor Recruitment policy and procedure will be in place by 13 July 2022.

10.52 External Governance Reviews

5.25. This requirement is stated in the Funding Agreement 2021-22:

5.3 The Governing Body must conduct an annual governance self-assessment and must have an external governance review at least once every three years, based on the governance code(s) used by the Governing Body.

In accordance with the obligation to supply information to the Secretary of State (see Clause 38 Provision of Information), the Governing Body must supply the Department with details of the outcomes of governance reviews, and of progress in meeting review recommendations, when so requested.

5.26. The pilot external reviews have all been carried out, at no charge, by The Education and Training Foundation (ETF). Initial feedback has been entirely positive. The reviews consisted of: documentation checks; observing at Committee meetings; feedback and; collaboratively working on an action plan, to ensure that the critical success factors were fit for purpose (approximately 5-7 days in total).

5.27. The new external reviews will be carried out by private companies (including the ETF) on a fee basis, for which the AoC will be publishing an appropriate list of providers and a framework for consistency. The providers will need to be changed after, at least, every two reviews.

5.28. The strategy behind the external reviews is, not to overlap with the auditing practice of compliance, but to aspire to improve the standard of governance in the FE sector. Each college will have different developmental needs and the reviews will be individualised for this reason. It should also be noted that peer reviews are not viewed as independent enough to cover this requirement.

5.29. As 2021 was year zero, it was recommended to begin these reviews either in 2021-22 or 2022-23. As we are still awaiting further guidance on the providers, it would be prudent to acquire this service in 2022-23 when ground work has been established and reviews of the reviewers can be taken into account. Further guidance will be provided at the June 2022 meeting.

5.30. Governors agreed that this would be a good opportunity to elevate Governance standards at the College and that it was important to engage a reviewer who understood Capel's ethos.

Enhanced profile questions for Governors' biographies

5.31. Governors are thanked for completing the questions to enhance their profiles. The Clerk is currently devising a plan with the Marketing team to improve how Governors' biographies appear on the website (currently it is just a link to a pdf) and this will

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| <p>determine how to display the additional information. This will be reported back when the pages have been redesigned.</p> <p><u>Chair's Action</u></p> <p>5.32. No Chair's Actions had been made since the previous Governing Body meeting on 15 December 2022.</p> <p><u>College Seal</u></p> <p>5.33. The College seal had not been applied since the previous Governing Body meeting on 15 December 2022.</p> | |
| <p>6. Governing Body Membership (Decision)</p> <p><u>Audit Committee</u></p> <p>6.1. It was requested by the Chair of Audit to:</p> <ol style="list-style-type: none"> a) increase membership to more than 3 members (including the Independent Member) to ensure quoracy. b) reconsider Audit members not being able to join other Committees (apart from the Finance Committee). <p>6.2. Governors felt that it would be useful to have a Governor link with the Finance and Resources Committee but that only the Chair should be restricted from serving on other Committees.</p> <p>6.3. The Committee agreed to recommend to the Chair of Audit that interest is sought from the Independent Member of Audit, Antony Young, to become a Governor.</p> <p>6.4. The Committee also considered the value in no longer expecting all SLT members to observe at all Committee meetings. On the one hand, it was useful for SLT to be aware of all Governance discussions for continuity but, on the other hand, the time spent in meetings could sometimes be of more value to College business.</p> <p>6.5. As this heavily depended on the agenda, with regards to specific members of SLT needing to present papers or advise, it was decided that the Principal and SLT should determine this for each meeting. All members of SLT would continue to be in receipt of the minutes.</p> <p>Heather Barrett-Mold joined the meeting.</p> <p>Resolved to</p> <p>6.6. Recommend to the Governing Body to expand the Audit Committee to 4 members, including the Independent Member. This would require a revision to the College's Instrument and Articles:</p> <ul style="list-style-type: none"> • <i>I&A 6.2. The audit committee shall consist of at least three four persons and may include members of staff at the institution with the exception of senior postholders, and shall operate in accordance with any requirements of the funding agency.</i> | <p style="text-align: center;">Clerk (Completed)</p> <p style="text-align: center;">B: Governing Body</p> |

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| <p>6.7. Allow other members of Committees, to additionally serve on the Audit Committee, apart from in the capacity of Chair of Audit.</p> <p>These recommendations would require a revision to the Audit Committee's Terms of Reference:</p> <ul style="list-style-type: none"> • <i>At least 34 members</i> • <i>The Chair of Audit who should not be a members of other Committees of the Board.</i> <p><u>Terms of Office</u></p> <p>6.8. David Domoney is due to retire on 30 March 2022. It is recommended that David is conferred Honorary Fellow.</p> <p>6.9. Guy Jones-Owen's first term of office is due to end on 30 March 2022. Guy is Vice Chair of Audit and the potential successor to Robert Howard, who will be retiring from his exceptional term of office in summer 2022. Guy has agreed to serve a second term of office.</p> <p>6.10. <u>Guy Jones-Owen membership credentials:</u></p> <ul style="list-style-type: none"> • First appointed to the Governing Body: Spring 2018 • Vice Chair of Audit Committee. • Attendance at formal meetings and training event over past 2 years: 79% • Relevant skill set: banking, finance and audit. <p>Resolved to</p> <p>6.11. For the Committee to approve that David Domoney is to be made an Honorary Fellow on his retirement on 30 June 2022.</p> <p>6.12. For the Committee to recommend to the Governing Body that Guy Jones-Owen serves a second 4-year term of office from 30 March 2022.</p> <p><u>Governor vacancies</u></p> <p>6.13. There will be one vacancy on 30 March 2022 and a second one on 13 July 2022. There have not been any further applications and, following the skills audit, recruitment will be focussed on the areas specified.</p> <p><u>Chairs and Vice Chairs</u></p> <p>6.14. The Committee discussed expanding the Vice Chair role to be more pro-active to prepare them for a Chair's role, including:</p> <ol style="list-style-type: none"> a) Chairing occasional meetings, even if the Chair is present. b) Becoming more involved with the business of the Committee, including agenda preparation and liaison with the lead officer. | <p>C: Governing Body</p> |
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| <p>this area, kindly offered his support in fulfilling this role. Nominations will be sought on 30 March 2022.</p> <p>Resolved to</p> <p>6.27. Agree to the outline role description template.</p> <p>6.28. Recommend that Stephen Way is nominated as Link Governor for Career’s Guidance at the summer 2022 Governing Body meeting.</p> | <p>D: Governing Body</p> |
| <p>7. Annual Report of Skills, Training, Equality and Diversity 2020-21 (Decision)</p> <p><u>Training and Compliance</u></p> <p>7.1. Governors fulfilled all required compliance declarations including annual membership, trustees’ automatic disqualification, register of interests and DBS checks.</p> <p>7.2. Two new Governors took part in the Association of College’s (AoC) Governor training and Student Governors took part in the Unloc Student Governor Training.</p> <p><u>Skills Audit 2022</u></p> <p>7.3. Governors were asked to score their knowledge of 33 areas within: Business and Finance; Land Based; Student Services; Education and; College campuses/regions.</p> <p><u>Results of the skills audit:</u></p> <p>7.4. Breadth of cover: Crystal Palace/South London and Brooks Farm/East London <u>required improved knowledge.</u></p> <p>7.5. The next (spring 2022) Full Governing Body is being held at the Crystal Palace Park campus which will include a tour to familiarise current Governors with the site which may lead to more Governors acquiring specialist knowledge. As Brooks Farm is not large enough to facilitate a Governors’ meeting, this will be included in future presentations.</p> <p>7.6. Depth of cover: Animal Care, Veterinary and Zoology; Saddlery and the Leather Centre; Arboriculture and Forestry and; Brooks Farm <u>required urgent knowledge.</u></p> <p>7.7. Fundraising; Legal Services; Agriculture, Farming and Countryside; Horticulture; Regents Park/Central London; Mottingham/South-East London; Crystal Palace/South London and; Gunnersbury Park/West London <u>required improved knowledge.</u></p> <p>7.8. Future training sessions will include the urgent areas first, along with fraud prevention which did not get completed in 2021. The summer 2022 Full Governing Body meeting will be taking place at the Gunnersbury Park campus.</p> | |

7.9. Governors noted that, where some of the skills areas were niche, that external advisers could observe or be co-opted to any meeting, as appropriate.

Conclusion

7.10. To align with the 2022 Skills Audit, new Governor vacancies will specifically target the following skills: **Animal Care; Veterinary and Zoology; Saddlery and the Leather Centre; Arboriculture and Forestry.**

Equality and Diversity of the Governing Body

7.11. Governors took part in an Equality, Diversity and Inclusion exercise in spring 2022 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 now fully closed 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 continued to remain more closely aligned with College staff, following significant improvements over the past 3 years.

7.14. **Length of service:** Governors' length of service now demonstrates a stronger diversity of Governors due to the reduction from 3 terms of office, down to 2, following new requirements that the Governing Body put in place to limit any exceptional terms of office.

7.15. **Ethnicity:** Diversity in ethnicity of Governors remains a strong requirement at Capel, where a diverse workforce is one of the College's strategic objectives.

7.16. Improvements have been made over the past year which aligns more closely to the College's staff and student population, and this will continue to remain at the fore-front of all Governor recruitment strategies.

7.17. The Clerk is now a member of the Black FE Leadership Group; whose goal is to engender a truly antiracist FE system.

7.18. **Sexual Orientation:** Sexual orientation diversity has continued to reduce over the past two years. It remains aligned with College staff and the FE sector, but significantly lower than with College students.

7.19. **Disability:** College students have significantly higher disability declarations compared to the sector. As the Boards' disability

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| <p>declarations reduced further in 2022, this remains a strong requirement.</p> <p>7.20. Religion: Diversity of religion has not significantly changed compared to the previous year, and continues to align more closely with College staff than students, where 60% have not adopted a religion.</p> <p><u>Improving diversity of the Board</u></p> <p>7.21. Diversity remains a challenge in the FE Governance sector and the AoC has issued a report on the lack of diversity in Governance https://www.aoc.co.uk/news/lack-diversity-college-boards-revealed-in-new-report-alongside-steps-improve-diversity-in-governance</p> <p>7.22. The College’s website advertisement will be updated to reflect the results of the skills audit, and will continue to amplify how strongly the College wishes to encourage Black, Asian and Minority Ethnic (BAME) and LGBTQ applicants, along with those with disabilities.</p> <p><u>Socio-economic data</u></p> <p>7.23. The Chair of Audit suggested that socio-economic questions are included in future EDI surveys, to establish parental occupation. The Social Mobility Commission has some useful resources, including these suggested questions for surveys https://socialmobilityworks.org/toolkit/measurement/</p> <p>7.24. The Committee considered whether this would be a helpful addition to the annual EDI survey. This data is collected for students but not currently for staff.</p> <p>7.25. Management felt that, compared with protected characteristics, socio-economic data, which also reflected on social deprivation, could provide more substance in how diversity is measured.</p> <p>7.26. This will be brought back to the autumn 2022 Committee meeting with sample questions to potentially include in the spring 2023 survey.</p> <p>Resolved to</p> <p>7.27. Accept the Annual Report of Skills, Training, Equality and Diversity 2021-22 and recommend it to the Governing Body for adoption.</p> | <p>Clerk (20 Oct 2022)</p> <p>E: Governing Body (Appendix I)</p> |
| <p>8. Annual Review of Governance Policies (Decision)</p> <p><u>Complaints Against the Corporation</u></p> <p>8.1. No changes were proposed to the Complaints Against the Corporation policy.</p> <p>Resolved to</p> <p>8.2. Accept and recommend the standing Complaints Against the Corporation policy to the Governing Body for adoption.</p> | <p>F: Governing Body (Appendix II)</p> |

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| <p>9. AOB</p> <p>9.1. None.</p> | |
| <p>10. Date of next meeting</p> <p>10.1. The next Search, Governance and Remuneration Committee meeting will take place at 1400 on 26 May 2022.</p> | |

| APPROVED MINUTES | | | |
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| CHAIR: | Roger McClure | DATE: | 26 May 2022 |
| APPROVAL: | <p>Remote confirmation: Approved.</p> <p>Or signed:</p> | | |