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Minutes

Search, Governance and Remuneration Committee Minutes

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
1.	. Apologies		
	1.1.	No apologies were received.	
2.	Decla	aration of Interests	
	2.1.	Roger McClure for Item 5, Governing Body Membership.	
3.	Minu	tes (Decision)	
	Reso	lved to	
	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.	
4.	Matte	ers Arising	
	4.1.	No matters arising from the minutes were discussed.	
5.	. Report of the Clerk (Decision)		
	Moving the date of the Search, Governance and Remuneration meeting		
	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.	
	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.	

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.	
Resol	lved to	
5.6.	Move the Search, Governance and Remuneration meeting to 3 weeks before the main Committee meetings.	
<u>Annu</u>	al 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 \pounds 2,346, and this would increase to \pounds 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.	
	renewal cost would, merelore, be £3,000.	

5.14.	On consideration, as there is no valid reason to switch to another platform at this time, it was recommended to renew the Decision Time licences for a further 12 months.	
5.15.	As some larger documents require zooming in, paper versions of these pages were being posted to Governors who had requested them. The Clerk to research other ways to enhance the quality of these individual pages to avoid the need to use paper.	Clerk (22 Jun 2022)
5.16.	Governors suggested that, in addition to the cost savings currently being demonstrated, that net zero sustainability could be included in future reports.	
5.17.	As adopting a board management system had facilitated Committee meetings being carried out remotely, this could incorporate the saved miles travelled by Governors, along with WiFi energy as an additional cost. Governor, Stephen Way, kindly offered to research the energy expenditure of WiFi and the Clerk will calculate mileage saved based on Governors' distance from Enfield.	Clerk (8 Mar 2023)
5.18.	Management are considering extending the College's board management system to internal management meetings. This would provide the same time and cost savings to managers, whilst building on the College's digital strategy.	
Reso	lved to	
5 10	Becommend to the Coverning Deduthet the licenses for the	• • • • • • • • •
5.19.	Recommend to the Governing Body that the licences for the Decision Time paperless board management system are renewed for 12 months from 1 April 2022.	A: Governing Body
	Decision Time paperless board management system are	•
<u>Upda</u>	Decision Time paperless board management system are renewed for 12 months from 1 April 2022.	•
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Upda 5.20. 5.21. 5.22. <u>New r</u>	Decision Time paperless board management system are renewed for 12 months from 1 April 2022. te on compliance with revised Code of Good Governance The updated <u>Code of Good Governance for English Colleges</u> needs to have any changes in place <u>by July 2022</u> and compliance reported at the autumn 2022 meeting. An updated checklist is attached (Appendix II) with tracked changes so that Governors can see all of the revisions. As the revision to wording and restructuring of some of the sections makes it difficult reading, a clean version is also included. The Chair noted that the compliance document could also serve as a helpful checklist for Ofsted or auditors' evaluation of Governance at the College. It could also be rag-rated to provide more reflective self-evaluation. The Chair agreed to fine tune the document further, in this regard. equirements/actions include: <u>8.1-8.7 Environment and Sustainability</u>	•

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 guestions 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

	determine how to display the additional information. This will be reported back when the pages have been redesigned.				
	Chair's Action				
	5.32.				
	<u>Colle</u>	ge Seal			
	5.33.	The College seal had not been applied since the previous Governing Body meeting on 15 December 2022.			
6.	Gove	rning Body Membership (Decision)			
	<u>Audit</u>	Committee			
	6.1.	It was requested by the Chair of Audit to:			
		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).			
	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.			
	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.	Clerk (Completed)		
	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.			
	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.			
	Heath	ner Barrett-Mold joined the meeting.			
	Resolved to				
	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:			
		• 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.			

6.7.	Allow other members of Committees, to additionally serve on the Audit Committee, apart from in the capacity of Chair of Audit.	
	These recommendations would require a revision to the Audit Committee's Terms of Reference:	
	• At least 34 members	
	 The Chair of Audit Who should not be a members of other Committees of the Board. 	
<u>Term</u>	s of Office	
6.8.	David Domoney is due to retire on 30 March 2022. It is recommended that David is conferred Honorary Fellow.	
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.	
6.10.	Guy Jones-Owen membership credentials:	
	• 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.	
Reso	lved to	
6.11.	For the Committee to approve that David Domoney is to be made an Honorary Fellow on his retirement on 30 June 2022.	
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.	C: Governing Body
<u>Gove</u>	rnor vacancies	
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.	
<u>Chair</u>	s and Vice Chairs	
6.14.	The Committee discussed expanding the Vice Chair role to be more pro-active to prepare them for a Chair's role, including:	
	a) Chairing occasional meetings, even if the Chair is present.	
	 Becoming more involved with the business of the Committee, including agenda preparation and liaison with the lead officer. 	

	c) To be included as a member of the Strategy Committee (apart from the Audit Committee, for independence).	
6.15.	The Clerk to prepare a draft Vice Chair role description and present it at the summer 2022 Committee meeting.	
6.16.	This would subsequently be circulated to the Governing Body and potential candidates, for the existing Vice Chair positions, would then be asked to contact the Clerk to express their interest in being nominated at their next Committee meeting.	
6.17.	If no Governors actively wished to be nominated, this Committee would continue to monitor membership and advise Chairs of potential candidates.	
	Chair of Governors succession	
6.18.	The post of Chair of Governors is expected to be relinquished in July 2024. It was agreed at the autumn 2021 meeting to engage a recruitment agency/specialist to assist in the appointment of a new Chair.	
6.19.	The Chair of Governors will review the current role description in advance of the recruitment process and will include aspirations.	Clerk / Chair (13 Jul 2022)
6.20.	The Clerk contacted 10 executive search agencies with regards to preparing for the vacancy and short-listed 5 agencies based on suitability.	
6.21.	Given that it was too early to begin the recruitment process, the Committee were invited to peruse the information and to decide on which agencies to request full proposals from at the summer 2022 Committee meeting.	
Link (Governors	
6.22.	A template for a Role Description for Link Governors was received for the Committee's initial review, along with the list of roles and potential candidates.	
6.23.	It was deemed appropriate that all Governors should hold at least one link role. As some roles required less input than others, there may also be cases for Governors to hold multiple roles.	
6.24.	It was essential that Governors are guided into roles that suit their skillset and that is be made clear that it was not an executive role, more one of high level support to be determined between the Governors and the lead officer. The Link Governor should also not be championing their area, but rather acting as a communications link to the Board.	
6.25.	As this was a new type of role for most Governors, it was agreed that a pre-Governing Body training session would be held prior to the process to appoint Link Governors. This would take place at the next appropriate Board meeting.	Clerk (14 Dec 2022)
6.26.	The Link Governors for Career's Guidance needed to be in place by July 2022. Governor, Stephen Way, who has experience in	

_	Nominations will be sought on 30 March 2022.	
	lved to	
6.27.	Agree to the outline role description template.	
6.28.	Recommend that Stephen Way is nominated as Link Governor for Career's Guidance at the summer 2022 Governing Body meeting.	D: Governing Body
Annu (Deci	al Report of Skills, Training, Equality and Diversity 2020-21 sion)	
<u>Train</u>	ing and Compliance	
7.1.	Governors fulfilled all required compliance declarations including annual membership, trustees' automatic disqualification, register of interests and DBS checks.	
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.	
<u>Skills</u>	<u>a Audit 2022</u>	
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.	
	Results of the skills audit:	
7.4.	Breadth of cover: Crystal Palace/South London and Brooks Farm/East London required improved knowledge.	
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.	
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> .	
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</u> <u>knowledge.</u>	
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.	

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.	
Equa	ity 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	

8.2.	Accept and recommend the standing Complaints Against the Corporation policy to the Governing Body for adoption.	F: Governing Body (Appendix II)		
Reso	lved to	E. Governing		
<u>Comr</u> 8.1.	Dlaints Against the Corporation No changes were proposed to the Complaints Against the Corporation policy.			
	Annual Review of Governance Policies (Decision)			
	Accept the Annual Report of Skills, Training, Equality and Diversity 2021-22 and recommend it to the Governing Body for adoption.	E: Governing Body (Appendix I)		
Reso	lved to			
7.26.	This will be brought back to the autumn 2022 Committee meeting with sample questions to potentially include in the spring 2023 survey.	Clerk (20 Oct 2022)		
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.			
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.			
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/			
	Socio-economic data			
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.			
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 <u>https://www.aoc.co.uk/news/lack-diversity-college- boards-revealed-in-new-report-alongside-steps-improve-diversity- in-governance</u>			
	Improving diversity of the Board			
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.			
	declarations reduced further in 2022, this remains a strong requirement.			

9. AOB

9.1. None.

10. Date of next meeting

10.1. The next Search, Governance and Remuneration Committee meeting will take place at 1400 on 26 May 2022.

APPROVED MINUTES					
CHAIR:	CHAIR: Roger McClure DATE: 26 May 2022				
APPROVAL:					
	Or signed:				