









Remote Access Symbols

-  Dialed in
-  Online

Search, Governance and Remuneration Committee
Minutes

Meeting Time and Date	1500 on 24 November 2021
Meeting Location	Zoom Online
Members	Roger McClure (Chair)  Heather Barrett-Mold OBE  Lady Milnes-Coates  * Not a member for remuneration decisions. Malcolm Goodwin (Principal)* 
Observers	James Bryan (HR) 
Minute Taker	Joanne Coffey (Clerk) 
z:\governance\meetings and minutes\minutes by committee\sg mins\sg mins 20211124.docx	

	Action
<p>1. Welcome and Apologies</p> <p>1.1. No apologies were received.</p>	
<p>2. Declaration of Interests</p> <p>2.1. Lady Coates for Item 5.1, Terms of Office.</p> <p>2.2. Chair of Governors for item 5.17, Chair of Governors succession plan.</p> <p>2.3. Principal and Clerk for Item 12, Appraisals and remuneration of the Senior Postholders.</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 23 June 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. Governing Body Membership (Decision)</p> <p><u>Terms of Office</u></p> <p>5.1. Lady Milnes Coates, who is currently mid-way through serving a two-year exceptional term, had expressed her wish to retire at the December 2021 meeting. Lady Coates will not be available to attend in person but will be given thanks through the hybrid Governing Body meeting.</p> <p>5.2. David Domoney is due to retire from his second term of office in spring 2022. David has expressed a wish to continue a working relationship with the College, potentially in a different guise to being a Governor.</p>	

<p>5.3. Guy Jones-Owen's first term of office is due to end in spring 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. It was recommended that Guy is invited to apply to serve a second term of office.</p> <p>Resolved to</p> <p>5.4. For the Committee to agree to invite Guy Jones-Owen to apply to serve a further 4-year term of office from spring 2022, when this will be recommended to the Governing Body.</p> <p><u>Succession planning</u></p> <p><u>Committee members</u></p> <p>5.5. Peter Doble, who currently observes the Estates Committee, had requested to become a full member.</p> <p>5.6. As the Committee was currently full at 9 members, with none due to leave prior to spring 2023, the Committee considered the request versus the current needs of the Estates Committee, in order to decline the request or to consider extending the membership.</p> <p>5.7. As the link between Finance and Estates was deemed crucial, the Committee agreed that the membership should be increased to 10.</p> <p>5.8. For the Search, Governance and Remuneration Committee, it was seen that Stephen Way, with his extensive Governance experience, would be a good fit for the Committee.</p> <p>5.9. The Chair of Audit would be retiring in summer 2022. Consideration would be given at the spring 2022 meeting of potential candidates to maintain the audit experience of the Board.</p> <p>Resolved to</p> <p>5.10. Increase membership of the Estates Committee to 10 members.</p> <p>5.11. Invite Peter Doble to be a full member of the Estates Committee.</p> <p>5.12. Invite Stephen Way to be a member of the Search, Governance and Remuneration Committee.</p> <p><u>Chairs and Vice Chairs</u></p> <p>5.13. As membership of the Estates Committee was now complete, the Committee discussed a potential Chair, to replace the Interim Chair. The Committee agreed that Ralph Luck would be a suitable nominee.</p> <p>5.14. The Committee discussed a Vice Chair for the Finance and Resources Committee. A suitable candidate was not yet obvious, but it was agreed that the Vice Chair should also attend the current management accounts meetings, ahead of Committee meetings, should they continue to be held.</p>	<p style="text-align: center;">Clerk (Completed)</p> <p style="text-align: center;">Clerk</p> <p style="text-align: center;">Clerk (Completed)</p> <p style="text-align: center;">Clerk (Completed)</p> <p style="text-align: center;">Clerk (Completed)</p>
---	---

<p>Lady Coates joined the meeting.</p> <p>5.15. As other Committees that require a Vice Chair are still pending full membership, and Strategy is limited by having only 3 Committee Chairs, it was agreed that these are reviewed when more Governor choices are available.</p> <p>Resolved to</p> <p>5.16. For the Committee to recommend to the Governing Body that Ralph Luck is nominated as Chair of Estates.</p> <p><u>Chair of Governors succession plan</u></p> <p>5.17. The post of Chair of Governors is expected to be relinquished in July 2024. In order to plan ahead to recruit for this key role, it was recommended that the Committee assess any current members' interests from the Board structure and roles survey this year, and in future years, in order to identify any potential candidates.</p> <p>5.18. From the small sample of Governors who took part in the survey, there were no declarations of interest in chairing the Board.</p> <p>5.19. As this key role required time to prepare for, it was agreed that an executive search agency should be engaged during 2022 to begin a formal recruitment process. The Clerk to provide options and quotes at the spring 2022 meeting.</p> <p>Resolved to</p> <p>5.20. To agree to use an executive search company to appoint a Chair of Governors by July 2024</p> <p><u>Governor Applications</u></p> <p>5.21. At 15 December 2021, the Governing Body will have 3 vacancies for new Governors and 5 applications.</p> <p>5.22. It was agreed that two new candidates, AY, who offered senior level HR expertise and HM, who was an Ofsted inspector would be interviewed prior to the Governing Body meeting.</p> <p>5.23. A candidate (AL) who had already been interviewed and attended a tour at the College was also under consideration. Governors commended his continued interest and helpful advice on sustainability. This candidate may also be a suitable fit for the Audit Committee.</p> <p>5.24. Two other candidates did not fulfil the College's Governance needs at this time and were declined to take forward.</p> <p>5.25. New skills that will need to be filled from departing Governors over 2021-22 were likely to be media/marketing, animal/veterinary and horticulture.</p> <p>Resolved to</p> <p>5.26. For the Clerk to arrange the pending interviews and for the Committee to decide who will be verbally recommended for appointment prior to the next Governing Body in December 2021.</p> <p><u>Link Governors</u></p>	<p>A: Governing Body (To nominate and second the vote)</p> <p>Clerk</p> <p>Clerk (Interviews on 13 Dec)</p>
---	--

<p>5.27. Several Governors had expressed a wish to become a Link Governor, which enables designated governors to gain a good understanding of specific areas of the College, and thereby provide advice to the Board. This provided early insight that this would be beneficial for all Governors and for the Board.</p> <p>5.28. As part of the spring skills audit, the Clerk to compile a list of linked areas to assess against Governors' skills (and the areas of interest declared) to develop a specialist link for participating Governors to agree at the spring 2022 Governing Body.</p> <p><u>Link Governor for careers</u></p> <p>5.29. Statutory guidance for schools and colleges was updated in July 2021 and is useful for the College as it places far more emphasis on the 'Baker Clause' (Section 42B of the Education Act 1997) which makes school's responsibilities very clear with regard to facilitating access for their students to all post-16 options, including apprenticeships and technical options such as T levels.</p> <p>5.30. Ofsted must now report on career guidance provision at schools and colleges to 16-18 year-olds and students aged up to 25 with an education, health and care plan (EHCP) in every inspection report.</p> <p>5.31. In addition, the College must have a named Governor who takes a strategic interest in careers, education and guidance and encourages employer engagement. They should advise Senior Leaders supporting the development of a strategic careers plan in line with Gatsby Benchmarks, clearly indicating how the programme will be implemented and how its impact will be measured. The guidance states the responsibilities of Governors to ensure the careers programme and name of the Careers Leader are published on the website.</p> <p>5.32. A Careers Guidance Lead Governor will become a required lead at Capel in 2022, as it is for the Safeguarding Lead Governor.</p> <p>Resolved to</p> <p>5.33. Conduct an assessment in spring 2022 for all Governors to have a linked specialist role and, specifically, to appoint a Careers Guidance Lead Governor.</p> <p><u>Student Governors</u></p> <p>5.34. Applications for Student Governors were sought in September 2021 for 3 Student Governors and 3 Reserve Student Governors. The latter receives the same training opportunities and will immediately be given the opportunity to step up to replace a Student Governor who resigns or whose attendance falls below 50% without explanation.</p> <p>5.35. 12 applications were received, which was substantially more than usual. This was likely due to the Clerk now being able to promote the role more widely through direct access to the students' college emails and through having a stand at Fresher's Fair.</p>	<p>B: Governing Body (CVs: Appendix I)</p> <p>Clerk</p>
--	---

<p>5.36. A meeting was held between the Principal, Vice Principal and the Clerk on 18 October 2021 to review the applications, and the following Student Governors and Reserves were selected for appointment:</p> <p><u>Student Governors:</u> Attends Academic Committee, Academic Board, Estates Committee and Full Governing Body and training events.</p> <p>Rosie Evans who is studying FdSc Animal Management and Zoology at HE Level at Enfield.</p> <p>Michael Sinnett who is studying Foundation Diploma in Animal Management at Level 3 at Mottingham.</p> <p>Layla Jane Rashid who is studying Extended Diploma in Animal Management at Level 3 at Enfield.</p> <p><u>Reserve Student Governors:</u> Attends training events, invited to step-up as Student Governor at next available opportunity.</p> <p>Jill Sinclair who is studying through the Royal Horticultural Society at Level 2 at Gunnersbury Park.</p> <p>Liana Cala who is studying Extended Diploma in Animal Management with Science at Level 3 at Enfield.</p> <p>Bradley James Hannigan who is studying Diploma in Animal Care at Level 1 at Gunnersbury Park.</p> <p>5.37. The students were all registered on the <u>National Student Governors Programme</u> which is led by Unloc with support from the AoC and The Blgrave Trust.</p>	
<p>6. Effectiveness of the Governing Body (Decision)</p> <p><u>Review of compliance with national Governance guidance</u></p> <p>6.1. The updated <u>Code of Good Governance for English Colleges</u> has now been released and colleges are not expected to report against the revised Code in 2021. The expectation is that colleges will start considering the updates and report on the revised version in 2022</p> <p>6.2. The College remains fully compliant with the current AoC Code, as demonstrated in an updated compliance check-list which contains minor tracked-changes</p> <p><u>Governance audit</u></p> <p>6.3. There were no Governance audits during 2020-21.</p> <p><u>Governance performance</u></p> <p>6.4. The Governors' key performance indicators had all been met in 2020-21, as demonstrated in a checklist.</p> <p><u>Compliance of annual returns</u></p> <p>6.5. Declarations of Interests had been collected from Governors, SLT and Budget Holders of the College.</p> <p>6.6. The Annual Membership and Automatic Disqualification declarations had been completed for 2020-21.</p>	

<p><u>Attendance</u></p> <p>6.7. Attendance analysis was corrected to confirm that the Governing Body surpassed its performance targets for Committee attendance in 2020-21 but fell short on Corporation attendance by 5%. This was likely due to the Extraordinary Meetings, required to respond to changes in Government Covid -19 policy, which tended to have less attendance due to their last minute nature.</p> <p>6.8. The Governing Body had surpassed its overall attendance average at 95.7%, which was well above the mean average overall attendance rate at UK colleges of 87.8% (from research conducted by the Clerk's Network of 99 UK colleges for 2020-21).</p>	<p>Clerk (Completed)</p>
<p>Resolved to</p> <p>6.9. Agree that the Governing Body has remained effective during 2020-21 and recommends the report, and its decision, to the Governing Body.</p>	<p>C: Governing Body (Appendix II)</p>
<p><u>Annual Review of the Decision Making Process</u></p> <p>6.10. Following agreement of terms of reference, the Clerk had reviewed all of the changes made by sub-committees during 2020-21, and the standing orders of the Corporation and has concluded that:</p> <ul style="list-style-type: none"> a) the terms of reference align with the standing orders b) there is no conflict between the responsibilities of sub committees c) the terms of reference reflected the Corporation's capacity to delegate duties. 	
<p>Resolved to</p> <p>6.11. Confirm that the decision making processes of the Corporation were fit for purpose.</p>	
<p><u>Governance Performance</u></p> <p>6.12. There were 8 participants for the Governor Review surveys, which are thanked for their time in completing them and in the various suggestions made.</p> <p>6.13. As this was the first survey, it demonstrated specific areas of focus that need to be considered for improvement in a measurable way.</p> <p>6.14. Future surveys will be revised in the following ways:</p> <ul style="list-style-type: none"> a) Link Governor interest will take place during the spring skills audits. b) All Governors will be expected to take part in the survey in order to provide breadth and a full perspective on their views. c) The performance survey will require less comments and more measurement on a 3-point scale (for quality or requests for change) to clarify where focus should be given, this will also make it less time consuming to complete. 	<p>Clerk</p>

<p>6.15. Areas that participants commented on will be followed up at this Committee, as appropriate, during 2022 are as follows:</p> <p><u>Board</u></p> <ul style="list-style-type: none"> a) To consider a switch to a Carver model, or an additional 2 Full Governing Body meetings per year (one to replace the autumn Strategy meeting and another to take place at the Strategy Away Day). b) For committee minutes at Board meetings to include more vocal input from SLT rather than Chairs only. c) To receive the Principal’s Report at the start of each Board meeting to report on the key issues before recommendations in minutes are made. Completed. d) To receive presentations from students. e) To increase length to up to 3 hours. f) To ensure that hybrid options are available for in-house Governing Body meetings. Completed. g) To encourage more active participation. h) To continue to prioritise encouraging more ethnic diversity to the Board. <p><u>Audit Committee</u></p> <ul style="list-style-type: none"> i) To increase membership from 3 members (including the Independent Member) to ensure quoracy and to reconsider Audit members not being able to join other Committees. <p><u>Academic Committee</u></p> <ul style="list-style-type: none"> j) To have academic/quality Link Governors who can also support teachers and provide more insight to the committee on student performance. In process. k) For less operational details in papers to be able to express the issues/problems in clear language that members understand and can then debate. l) Excellent Chair who draws on her knowledge of the board members to contribute to key discussions and encourage more questions and challenge and make time for importance conversations. To direct more positively. <p><u>Strategy Committee</u></p> <ul style="list-style-type: none"> m) Strategy debates have to be kept focused. <p><u>Search, Governance and Remuneration Committee</u></p> <ul style="list-style-type: none"> n) Need better systematic mechanisms for identifying and recruiting new Governors and for succession planning. Some of these are now underway. <p><u>Finance and Resources Committee</u></p> <ul style="list-style-type: none"> o) To ensure that all members feel qualified to challenge the executive, ask questions or comment. Finance training to improve confidence. 	<p>Clerk</p>
--	---------------------

<p>p) The financial tables are improving. It would help the non-accountancy members if there was a separate, clear, plain narrative to explain the main points (alongside the detailed explanation of variances).</p> <p><u>Committee papers</u></p> <p>q) To reduce length of reports whilst promoting clarity with shorter, more focused and well analysis papers, with supporting details in appendices.</p> <p><u>Debating decisions</u></p> <p>r) To increase debate prior to agreeing on recommendations.</p> <p><u>Governor development</u></p> <p>s) To collaborate more with staff and students.</p> <p>t) Training suggestions included: external Ofsted preparation; Special Educational Needs (SEN); Animal Management; Horticulture; Arboriculture; Apprenticeships; ‘Understanding the complexity of the student body and the implications for income’; Finance. (Those in bold are areas that have not been covered recently).</p>	
<p>7. Review of Governance Policies (Decision)</p> <p><u>Corporation Code of Conduct</u></p> <p>7.1. The wording had been amended for clarity and to highlight safeguarding.</p> <p>7.2. The Principal Responsibilities of Good Governance was revised to align with the updated <u>Code of Good Governance for English Colleges.</u></p> <p>7.3. The most significant change was for Governors to: <i>‘Oversee the design of a robust environmental sustainability strategy and adopt standards and frameworks which enable effective implementation.’</i></p> <p>Resolved to</p> <p>7.4. Accept and recommend the revised Corporation Code of Conduct to the Governing Body for adoption.</p>	<p>D: Governing Body (Appendix III)</p>
<p>8. Report of the Clerk (Decision)</p> <p><u>Enhanced profile questions for Governors’ biographies</u></p> <p>8.1. From the spring 2022 biography updates onwards, Governors will be invited to choose around 5 short answer ‘getting to know you’ type questions from a suggested list (or of their own choosing), in order to enhance and personify their profiles.</p> <p>8.2. One Governor’s enhanced profile will then be highlighted on the website each term and the Committee agreed to a sample list of questions.</p> <p>Resolved to</p>	

<p>8.3. The Committee agree the sample questions to be suggested to Governors to enhance their website profiles.</p> <p><u>FE Governor Diversity Return</u></p> <p>8.4. The Clerk has submitted diversity data on its Governors as part of a new request by the Education and Skills Funding Agency (ESFA) to include Governors in the College’s annual FE Workforce return.</p> <p>8.5. This will provide more comparable benchmarking data for future diversity reports.</p> <p><u>Chair’s Action</u></p> <p>8.6. No Chair’s Actions have been made since the previous Governing Body meeting on 14 July 2021.</p> <p><u>College Seal</u></p> <p>8.7. The College seal has not been applied since the previous Governing Body meeting on 14 July 2021.</p>	
<p>9. Review of Patronage and Support (Decision)</p> <p>9.1. The College had previously established that this Committee would recommend nominations to the Governing Body for Senior Vice Presidents and Vice Presidents.</p> <p>9.2. The Committee discussed the merits of this current system. It concluded that, while it recognised the long service of members, it did not establish any other particular criteria, and the system did not allow the College to benefit from association with other people who, as leaders in their fields, could support in a variety of ways, the College’s aspirations.</p> <p>9.3. There could also an opportunity to allow former Governors, who wished to maintain a different, but active, association with the College to have a title reflective of that new role. It was agreed, however, that the title ‘Patron’ should remain singular as currently.</p> <p>9.4. The Committee agreed that the system should be revised to provide more benefit to the College. There is only one current Senior Vice President and the Committee agreed that this title should be discontinued. It also agreed that no new Vice Presidents should be appointed. Instead, it was proposed that a new title of Honorary Fellow be instituted, to be recommended by a panel constituted by the Board, on the basis of criteria to be drawn up, but which will include:</p> <ul style="list-style-type: none"> a) Significant contributions to and/or recognition by an industry or sector relevant to the College, and/or b) Long-standing and / or significant contributions to the College, and/or 	<p>Principal</p>

<p>c) The ability to maintain an abiding and fruitful relationship with the College.</p> <p>A suggested panel and the criteria and will be presented at the next appropriate meeting.</p> <p>9.5. The Committee also discussed potential roles for a departing Governor who wanted to continue to serve the College on a formal basis, and an ex-Governor who had continued to support the College, for whom the Principal wanted to formally recognise. Various options were discussed including how a title might reflect the particular continuing role of the former member.</p> <p>Resolved to</p> <p>9.6. Recommend to the Governing Body to:</p> <p>a) Discontinue the title of Senior Vice President and Vice President.</p> <p>b) To use the term Honorary Fellow to recognise career achievement and/or important past or future contributions to the College.</p> <p>c) Ensure the remaining titles of Senior Vice President and Vice President are clearly understood as honorary and not executive in any sense.</p>	<p>E: Governing Body</p>
<p>10. Review of KPIs (Information)</p> <p>10.1. It was agreed that this report was not necessary for presentation at the Search, Governance and Remuneration Committee.</p> <p>10.2. Governors requested that future presentations of academic performance data included the high and low range points for overall achievement to allow for a deeper understanding in the Academic Committee.</p>	<p>Clerk (Completed)</p> <p>Academic</p>
<p>11. AOB</p> <p>11.1. None.</p>	
	<p>CONFIDENTIAL Removed from public minutes</p>

--	--

<p>13. Date of next meeting</p> <p>13.1. The next Search, Governance and Remuneration Committee meeting will take place on Wednesday 9 March, 2021 at 1500.</p>	

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	9 March 2021
APPROVAL:	Remote confirmation: CONFIRMED		
	Or signed:		