Capel Manor College

Minutes

Search, Governance and Remuneration Committee Minutes	
Meeting Time and Date	**1400 on 26 May 2022**
Meeting Location	**Zoom Online**
Members	Roger McClure (Chair) 🖥 Heather Barrett-Mold OBE Stephen Way 🖥 Alison Yates 🖥 Christine Bianchin (Principal) 🖥
Observer	James Bryan (HR)
Minute Taker	Joanne Coffey (Clerk) 🖥
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	Action
1. Apologies	
1.1. Apologies were received from Heather Barrett-Mold and James Bryan.	
2. Declaration of Interests	
2.1. Roger McClure for Item 7, Governing Body Membership.	
2.2. Christine Bianchin for Item 9, Recruitment of a Substantive Principal.	
3. Minutes (Decision) **Resolved to** 3.1. **Agree the minutes of the Search, Governance and Remuneration Committee meeting held on 9 March 2022 as a correct record and authorise the Chair to approve them.**	
4. Matters Arising **Chair of Governors** 4.1. The Committee agreed that a new Chair of Governors should be elected a year before they take on the full role, to facilitate their induction to the College and to work closely with the incumbent Chair of Governors. 4.2. As the role should be appointed for by summer 2023, a recruitment agency would be engaged in autumn 2022 to begin the search process.	**Clerk** **(20 Oct 2022)**

Survey suggestions		
4.3.	The Committee discussed the need to encourage more Governor participation at Committee and Board meetings.	
4.4.	Chairs should encourage all members to engage at meetings, through encouraging openness to express opinions and direct questioning, as appropriate. To ensure that Chairs understand this element of their role, it would be clarified in the role descriptions.	
4.5.	It was acknowledged that larger meetings, such as the full Board, could create reluctance for some Governors to contribute as freely as within their smaller Committee meetings. Time constraints with the fuller agenda also restricted how many individual views could be taken.	
4.6.	When more Link Governors have been appointed, this would provide a more obvious spokesperson who could act as a point of contact for Governors prior to meetings, for those Governors who wished to discuss topics on a one-to-one basis. This would also provide additional points of contact and questioning at Board meetings, rather than relying only on the Chairs and SLT.	
4.7.	Link Governors could also be involved in pre-meeting discussions with the Chair and Lead-SLT member of Committees, as appropriate.	**Clerk (Completed)**
4.8.	The Clerk to add these additional responsibilities to the Role Descriptions.	
Strategy Away Day		
4.9.	It was agreed that the 2022 Strategy Away Day was too heavily focused on presentations versus breakout sessions. More collaboration is required for future Away Days.	
4.10.	Future Away Days will be split between: strategic updates; breakout sessions that focus on high level assessments, such as 'should the College have more campuses?' and; a potential additional Board meeting.	
Student Governors		
4.11.	The current Student Governors' terms of office will be ending on 13 July 2022 and they are thanked for their valued input during 2021-22.	
4.12.	An online nominations and appointment system is usually set up during the autumn 2022 term and results are reported back to Governor's at the autumn 2022 Full Governing Body meeting.	
4.13.	The Committee agreed that Student Governors should be able to continue to serve additional terms of office if they are continuing their studies. This would provide:	
	a) Student Governors to be in place for the new September Board meeting (**see 6.3a**).	

	b) continuity on the Governing Body	**Clerk (Completed)**
	c) growth for the students who, due to their studies, cannot attend every meeting within one academic year.	
	4.14. As the Student Governor system also includes Reserve Student Governors, the Clerk will now seek their interest in continuing into the following academic year. A further internal meeting with the Principal and Vice Principal will then be conducted in the summer to determine which Reserve/Student Governors should serve a further term of office.	
5.	**Review of Terms of Reference (Decision)**	
	5.1. The Committee's Terms of Reference did not require any revisions.	
	Resolved to	**A: Governing Body (Appendix I)**
	5.2. **Accept the standing Terms of Reference and recommend them to the Governing Body for their adoption.**	
6.	**Report of the Clerk (Decision)**	
	Increasing Full Governing Body meetings	
	6.1. Through the Governors' survey in 2021, it was suggested by one Governor that the Board considered adopting a Carver Model of, for example, monthly meetings, rather than the standard Committee Model.	
	6.2. The Clerk conducted research on the Clerk's Network. Out of 85 College, 4 had adopted a Carver model, 71 used a similar Committee structure to that which Capel uses and 10 were using a hybrid of both, where there were more Board meetings than Committee meetings.	
	6.3. The Committee agreed to the following hybrid model of Board meetings:	
	a) An additional Board meeting each September, at the beginning of the academic year, to focus on recruitment, strategy and to receive updates from SLT. It is not proposed that Committee meetings would be required to feed into this additional Board meeting. It would be supported by reports from the Principal, SLT and the Clerk on key KPIs, especially on recruitment and funding. It would also be a further Governor training opportunity. The first meeting would take place on **28 September from 1600-1930**.	
	b) That the Strategy Committee meetings (the next being held on **10 November 2022** via Zoom) should have an open invitation to the Governing Body to attend as observers.	
	c) A further formal business Board meeting could take place, **as necessary, during the Strategy Away Days in February**. This would provide an opportunity to continue to	

assess progress and take action, particularly on adult recruitment.		
Resolved to		
6.4.	**To agree, and recommend to the Governing Body: an additional September Full Governing Body meeting; full Board invitation to the November Strategy Committee meeting and; an optional Full Governing Body meeting at the February Strategy Away Day.**	**B: Governing Body**
Senior Post Holders		
6.5.	The Committee considered increasing the designation of Senior Post Holder (SPH) beyond the Principal and Clerk.	
6.6.	The only difference between SPHs and other management roles, is that the Board, via this Committee, are directly responsible for the recruitment, appraisal, remuneration and termination of SPHs.	
6.7.	Historically, this had been an effective framework for the Principal and Clerk, for whom Governors have a close working relationship. They are able to assess the needs of the roles in a much more accurate way, than for other management roles in the College.	
6.8.	Prior to the last Vice Principal appointment, this role also carried the SPH designation. However, as the Governor recruitment panel were less able to judge what management particularly required from the role, SLT were relied on heavily to confirm the suitability of the candidates. There was also a misjudgement by a Vice Principal (who served during 2017) that the SPH role carried a higher level of authority within the College, compared to other SLT members. It was later decided by the Board that a more effective strategy for the Vice Principal role would be to remove SPH designation and manage recruitment internally, but with support from Governors.	
6.9.	Outside of the appraisal oversight, the SPH designation does not create any additional opportunities for interaction with the Board, as all of SLT can, and should, have direct communication with Governors. This will also be more apparent once Link Governor roles are in place.	
6.10.	The Committee agreed that the Committee Chairs/Vice Chairs (and the Link Governors soon to be appointed), should have a working relationship with their SLT leads, regardless of their SPH status.	
6.11.	It was agreed that the formalised relationship, laid out in the Link Governor role description (**See Item 8**), acted as a more effective way to create a supportive Governor/SLT network, rather than through a direct appraisal process.	
6.12.	SLT may also choose to include Link Governors more formally in their SLT appraisal policy.	
6.13.	If Governors are ever concerned about the conduct of a member of SLT who was not SPH designated, they are expected to	

express this to the Chair/Vice Chair of Governors and/or the Principal, in an advisory capacity.	
Resolved to	**C: Governing Body**
6.14. **For the Committee to recommend to the Governing Body that no other management roles at the College should carry SPH designation.**	
Management observing at Committee meetings	
6.15. Chairs and SLT suggested that consideration be given to whether the Principal and other members of SLT should observe all Committee meetings, which may undermine the independence of the Committee and the lead SLT member.	
6.16. The Principal is a member of all Committees as a Governor, apart from the Strategy and Audit Committees. Other SLT members lead specific Committees but are observers only.	
6.17. It was agreed that a balance was needed between openness, for members to feel confident to air any concerns, whilst also directly holding the executive accountable and allowing for their responses to be heard.	
6.18. There is also a need for continuity of information being discussed that SLT may miss if they did not attend all meetings.	
6.19. The Committee felt that having the Principal attend all meetings was helpful, to provide the strategic information that other SLT members may not always be aware of.	
6.20. It was agreed to continue with all of SLT observing at all Committee meetings (apart from this Committee, for which only the HR lead observes).	
6.21. Further consideration will be made once Link Governors are fully in place, as they may provide an equivalent information source to SLT.	
Resolved to	
6.22. **For SLT to continue to attend all meetings, that they are not a member of, as an observer.**	
Agendas	
6.23. Agendas are currently set by SLT and Chairs of Committees. The Committee considered if further input from other Committee members would provide further assurance on the correct content of the meeting.	
6.24. It was agreed to send the draft agendas to all members of the Committee from autumn 2022, to provide flexibility to the agenda and to ensure that new requirements were not missed.	
Resolved to	**Clerk (Completed)**
6.25. **To circulate draft agendas to all Committee members from autumn 2022.**	
Viewing larger documents	

6.26. It was confirmed at this meeting that the Decision Time 'download from agenda view' is sufficient to view larger documents, so as to no longer require hard copies sent in the post to Governors who had chosen this option.	
Resolved to	**D: Governing Body (For Info.)**
6.27. **No longer issue Governors with hard copies of A3 and other detailed documents.**	
People Committee	
6.28. To more solidly support high level staff and staffing issues, the Clerk researched how many colleges had a standalone People Committee, which was 6 out of 85.	
6.29. An internal task and finish group is being considered to deal with the initial internal strategies, which will be managed by the Executive Director of HR and Central Services.	
6.30. If higher level strategic focus is later deemed appropriate, consideration will be given to making HR issues more prominent, possibly to align with this Committee rather than with Finance, where it currently sits under 'Resources'.	
Ofsted Governance Training session	
6.31. An Ofsted training session for Governors took place on Tuesday 17 May, 2022, which took the form of an online Q&A with a local college, who had recently been visited by Ofsted.	**E: Governing Body (Appendix II)**
6.32. The Governors and SLT who attended found it very helpful and notes of the meeting are attached. Due to technical issues, the Zoom recording was not able to be shared.	
6.33. The Clerk has created an Ofsted Governor Briefing Pack, which contains various information and documents that Governors would find useful prior to an inspection. This can be found in the following Decision Time link	
6.34. The initial Governor action points from the session are to:	**F: Governing Body (To note)**
a) Following the Ofsted pre-call, to conduct an online Ofsted briefing meeting on the same day (usually a Thursday) with the Chairs, the Safeguarding Lead Governor, the Staff Governor and SLT, which will include sample questions and examples around:	
i. How has the College improved since the last full inspection?	
ii. The strengths and weaknesses of the College.	
iii. Where improvements have been demonstrated.	
iv. How Governors validate the information that they receive.	
v. Confidence in the Safeguarding processes of the College, particularly around sexual harassment.	
vi. The Ofsted Inspection Framework.	

b) Conduct an annual Governor Learning Walk at the Enfield campus on the day of the September Board meeting (the first one to be on 28 September 2022 from 1300-1500), which all Governors will be invited to take part in.	**Clerk (Completed)**	
In addition to this, a programme of dedicated Learning Walks with Link Governors will be established.	**Clerk (2023)**	
Governors' photos and biographies		
6.35. The Marketing team have created a more prominent holding page on the website to display Governors' biographies and, for those Governors who took part in the enhanced biography questions, it will feature a new Governor each month on a rolling basis.		
6.36. To adhere to the website technical specifications, photographs need to be full size. Governors who require new photographs have been asked to either send in a new full size photograph, or have one taken at the College on their next visit. Going forwards, the Clerk will arrange a College photograph for new Governors as part of their induction process.		
6.37. The wording within the biographies also needs to be reduced to 140 words, which the Clerk will manage.		
Chair's Action		
6.38. No Chair's Actions have been made since the previous Governing Body meeting on 30 March 2022.		
College Seal		
6.39. The College seal has not been applied since the previous Governing Body meeting on 30 March 2022.		
7. Governing Body Membership (Decision)		
Terms of Office		
7.1. **Robert Howard** is due to retire at the Governing Body meeting on 13 July 2022, following the end of his exceptional term of office. Robert has been a Governor since 2010 and Chair of the Audit Committee since 2014.		
7.2. **Guy Jones-Owen** is currently Vice Chair of Audit and the potential successor to Robert Howard. Guy would be willing to be nominated as Interim Chair of Audit for a one-year term of office in order for him to assess his suitability to the role, before committing to the remaining full term.		
7.3. **Peter Doble's** first term of office is due to end on 14 December 2022. The Committee to consider that Peter serves a second term of office as a Governor and as Chair of Finance and Resources.		
Resolved to		
7.4. **Agree and recommend to the Governing Body that nominations are sought for Guy Jones-Owen to become**	**Governing Body**	

	Interim Chair of Audit, for an initial one-year term of office from 13 July 2022.	
7.5.	**Seek Peter Doble's interest in serving a second term of office as a Governor and Chair of Finance and Resources, from 14 December 2022.**	
Governor vacancies		
7.6.	There will be two vacancies on the Governor Body as at 13 July 2022.	
7.7.	Interest in becoming a full Governor was sought from the Independent Member of Audit. Due to personal commitments, this was not an opportunity that the Independent Member was able to take up.	
7.8.	As a previous Governor suggested that the Clerks of the Livery Companies may be interested in taking up a Governor position, the Committee agreed that their skills were too niche to address the skills needs within the Governing Body.	
7.9.	The College does have a small cohort of Saddlery and Shoemaking students, however, Governors felt that there were more constructive collaborations that could be made with the Livery Companies than through being a Governor.	
Resolved to		
7.10.	**Not seek Governor interest through the Clerks of the Livery Companies but to seek to strengthen collaboration.**	
Vice Chairs and Link Governor Training Outline		
7.11.	A training session to assist Governors in understanding the Vice Chairs and Link Governor roles is due to take place in December 2022.	
7.12.	It was agreed that the Clerk would seek an external college, who have an established Link Governor system, to provide training or guidance as to how it should be conducted.	**Clerk (20 Oct 2022)**
Resolved to		
7.13.	**Seek external Link Governor training.**	
Chair of Governors' succession / External review		
7.14.	The post of Chair of Governors is expected to be relinquished in July 2024.	
7.15.	The Committee discussed the importance of having a Chair-elect in place approximately one year prior to them beginning the role.	
7.16.	The external review would provide an ideal opportunity for both the Chair and Chair-elect to fully review the College's Governance arrangements together.	
7.17.	The Committee agreed to:	
	a) begin the recruitment process in autumn 2022, to appoint a Chair-elect by summer 2023.	**Clerk (20 Oct 2022)**

b) conduct the external governance review during the Chair-elect's first Term of Office as a Governor.	**Clerk (2023)**
7.18. The DfE have now provided official guidance on external reviews.	
8. Annual Review of Governance Policies (Decision) **Governor Recruitment Policy and Procedure 2022-23** 8.1. This new policy is a recent requirement through the AOC Code of Good Governance for English Colleges. 8.2. Some of the content has been extracted from the Governor Development policy under pre-appointment. 8.3. It also includes, as appendices, updated role descriptions for Chairs/Vice Chairs (Governing Body and Committee), Governors and Link Governors, which Governors. **Governor Development Policy and Procedure 2022-23** 8.4. The revisions to this policy are track-changed and have been amended to: a) remove the pre-appointment content (see above) b) to state that some Chair/Vice Chair positions, membership to Committees and Link Governor roles may be pre-agreed at the interview and recommended to the Board at the time of appointment c) to clarify when new Link Governor positions might be established. **References** 8.5. The Committee discussed the value of requesting references for new Governors. The College had not historically collected references and it was not clear whether this was now best practice for FE. 8.6. The Committee agreed that a professional reference, in relation to their skill(s) would be more appropriate than a personal reference, and may be of particular importance for a Chair of Governors. 8.7. The Clerk to research if references are required by other colleges and will report back at the autumn 2022 meeting. **Resolved to** 8.8. **Accept and recommend the new Governor Recruitment Policy and Procedure, and the revised Governor Development Policy and Procedure, to the Governing Body for adoption.**	**Clerk (20 Oct 2022)** **G: Governing Body (Appendix III)**
9. Recruitment of a Substantive Principal **As the nature of this report did not contain any confidential information regarding the Principal's recruitment process, the Interim Principal did not leave the meeting.**	

9.1. Following the resignation of Malcolm Goodwin, the current interim arrangements for covering the role of College Principal/Chief Executive Officer, and the proposed approach to recruitment of a substantive appointment, were outlined.

Interim College Leadership

9.2. Christine Bianchin, Vice Principal, was invited by the Board and agreed to become Interim Principal from 2 April 2022.

9.3. Noting the current position of the College and the difficulties ahead in relation to various aspects of college operations, the Governors committed to providing a framework of support to this appointment.

9.4. To date, the following had been put in place either since appointment or as an extension of what was in place before.

   a) Executive coaching with an external provider.

   b) Mentorship with a Principal and Chief Executive of a local FE college.

   c) Participation in the Oxford Executive Leadership Programme delivered by the Saïd Business School, University of Oxford.

   d) A reserved place for the next cohort of the Strategic Leadership Programme (SLP) for Principals and CEOs delivered by the Education & Training Foundation.

   e) Additional informal support from governors, specifically the Chair and Vice Chair.

9.5. Christine's appointment had triggered the search for an Interim Vice Principal. Final negotiations were underway to appoint a search agency.

9.6. To enhance focus and improve delegation, some responsibilities of SLT members have also been adjusted to realign most of the (non-SLT) roles formerly reporting directly to the Principal. Forty Hall Farm has moved to the Executive Director of Estates and Facilities as has Catering and College reception services. Commercial and Enterprise has moved to the Executive Director Finance and IT.

9.7. In the absence of a substantive Executive Director of Finance, Denise Cheng-Carter will continue until the end of June as previously agreed and, following her pre-planned trip overseas in July, has been asked to return to the College on a new contract until the substantive appointment is made.

Appointment of a Substantive Principal

9.8. It was noted that the recruitment market is challenging at the moment. The recent attempt to recruit a new Executive Director of Finance attracted a limited pool of candidates. More than one

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search agency was sceptical about our chances of success, and one refused to be engaged.

9.9. The proposed timeline is to have a substantive post-holder in place by September 2023. This will allow ample time to attract and select. More importantly, it will allow the Interim Principal time to tackle the issues facing the College at this time with stable and consistent leadership.

9.10. The proposed pre-advertising process is as follows:

a) Search, Governance and Remuneration Committee to review recruitment and selection framework (as outlined below) and recommend to Board of Governors for agreement at the summer meeting.

b) Search, Governance and Remuneration Committee to consider establishing a Principal's Recruitment Group (PRG).

c) Executive Director HR and Chair of Governors to agree role description for inclusion after appropriate consultation.

d) HR to generate short-list of agencies and costs for consideration.

e) PRG to review and select executive search agency and scope of the appointee's terms and conditions.

f) HR to agree detailed contact and launch date. Search start target date 18 July 2022.

9.11. The proposed long/shortlisting stages are as follows:

a) Closing date for applications 1 October 2022.

b) First round interviews by search agency during October to create long-list.

c) Psychometric testing during October.

d) College tours and information sharing during November.

e) First round interviews with Capel Manor during late November and early December to create shortlist (circa 6 candidates).

9.12. The proposed process from shortlisting is as follows

a) Candidate close scrutiny during January 2023.

b) Meet SLT and staff event during January 2023.

c) Final round interviews during February 2023.

d) Decision by late February 2023.

9.13. A decision by 1 March 2023 will allow six months' notice to be given by the appointee.	
9.14. Those to be involved with each stage of the process will be determined by the PRG.	
Further Information	
9.15. It was proposed that the Executive Director Human Resources prepare a new 'Service Agreement' type contract for the incoming Principal to address some of the gaps identified in the former Principal's contract of employment.	
9.16. The Committee agreed with the outlines, and particularly noted the importance of continuity in retaining the Interim Executive Director of Finance and IT to ensure that budgets are managed.	
Resolved to	
9.17. **Agree the broad approach and timeline outlined above and recommend such to the Governing Body.**	**H: Governing Body**
9.18. **Agree the formation of a Principal's Recruitment Group to manage the day-to-day process and its potential membership and recommend such to the Governing Body.**	**I: Governing Body**
10. AOB	
10.1. None.	
11. Date of next meeting	
11.1. The next Search, Governance and Remuneration Committee meeting will take place at 1400 on 20 October 2022.	

APPROVED MINUTES			
CHAIR:	Roger McClure	**DATE:**	20 October 2022
APPROVAL:	**Remote confirmation:** Approved. **Or signed:**		