









# Minutes

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## Search, Governance and Remuneration Committee

### Minutes

<b>Meeting Time and Date</b>	<b>1400 on 9 February 2023</b>
<b>Meeting Location</b>	<b>Zoom Online</b>
<b>Members</b>	Roger McClure (Chair)  Heather Barrett-Mold OBE  Stephen Way  Christine Bianchin (Principal) 
<b>Observer</b>	James Bryan (HR) 
<b>Minute Taker</b>	Joanne Coffey (Clerk) 
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	<b>Action</b>
<b>1. Apologies</b> 1.1. No apologies were received.	
<b>2. Declaration of Interests</b> 2.1. Roger McClure and Heather Barrett-Mold for Item 6, Governing Body Membership. 2.2. Christine Bianchin for Item 9, Appointment of the New Principal.	
<b>3. Minutes (Decision)</b> <b>Resolved to</b> 3.1. <b>Agree the minutes of the Search, Governance and Remuneration Committee meeting held on 20 October 2022 as a correct record and authorise the Chair to approve them.</b>	
<b>4. Matters Arising</b> 4.1. Typos were corrected in minute 7.8. 4.2. The Committee discussed the value of including socio-economic parameters in the EDI survey. This was being considered now in the corporate sector, more in relation to family work/education history, due to historical inequalities in graduate opportunities. 4.3. It was agreed to not include these parameters at this time, since neither the College, nor the FE sector, were currently collecting such data, resulting in no comparable benchmarks. If this changed, the Governors' EDI measurements would naturally expand to match the criteria.	
<b>5. Report of the Clerk (Decision)</b> <u><b>Full Governing Body meetings in-person only</b></u>	

<p>5.1. After 2 years of hybrid Board meetings, many colleges are removing this option due to repeated technology/practical issues and, particularly if committee meetings are now online, to encourage more Governors to visit the campuses.</p> <p>5.2. Capel have had varying successes/failures with hybrid Board meetings, particularly when at smaller campuses which do not have rooms set up for such meetings. It is also not practical when combining with in-person training sessions, tours and Learning Walks.</p> <p>5.3. On a more important note, the reasoning behind moving all Committee meetings online was to provide more focused visits for Governors, rather than making (for some Governors) long journeys for short meetings at the Enfield House where no other staff or student interactions are possible. Hence, the Full Governing Body meetings are an opportunity for Governors to meet staff and students (particularly at the spring and early autumn meetings via Learning Walks) and to bond with their fellow Governors and members of SLT.</p> <p>5.4. It was highlighted that two Governors were recruited from outside of London (Ralph Luck and Heather Marks), on the understanding that most of their interactions would need to be online.</p> <p>5.5. By reducing the number of Governors who join remotely, the risk is reduced that if, for example, technology failed, that it would not affect the quorum of the Governing Body discharging their principal responsibilities.</p> <p>5.6. The Committee agreed that hybrid facilities (where room layout makes it possible) would only be provided for the two long-distance Governors at Full Governing Body meetings, as required, with no other exceptional circumstances.</p> <p><b>Heather Barrett-Mold joined the meeting.</b></p> <p><b>Resolved to</b></p> <p>5.7. <b>Recommend to the Governing Body that all future Full Governing Body meetings are in-person only, apart from for the two long-distance Governors (where facilities allow).</b></p> <p><b><u>External Review</u></b></p> <p>5.8. Due to the new Principal and Chair both due to be in post at the beginning of the summer 2023 term, it was agreed to conduct the External Review in autumn 2023. The selection of a reviewer would be made in May/June 2023.</p> <p>5.9. Terms of Reference for the external reviewer, as required by the DfE guidance, were presented to the Committee.</p> <p>5.10. It was agreed to realign the issues to be addressed with the current needs, to include how the Board can improve its triangulation of College issues to improve transparency and challenge. This will be circulated to the Committee by email for final approval.</p>	<p></p> <p><b>A: Governing Body</b></p> <p><b>Clerk (Completed)</b></p>
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<p>5.11. As this was the College's first review, and the corporate and individual providers services have not yet been assessed publicly, the Committee agreed to seek tenders from the AoC, ETF and Governance4FE, who were all involved in the pilot reviews.</p> <p><b>Resolved to</b></p> <p>5.12. <b>Agree the Terms of Reference for the external review, including the timetable, once the issues to be addressed have been approved via email.</b></p> <p>5.13. <b>Agree to the three companies to take part in the tender exercise.</b></p> <p><b><u>Annual Review of the Board Management System</u></b></p> <p>5.14. A cost/savings exercise has been carried out for the last 3 years which demonstrates an average saving of approximately £1.3k and 4.5 trees per annum.</p> <p>5.15. The Clerk had undertaken further research to assess that the selected system (Decision Time) remained fit for purpose compared to other available packages. The systems in the same price range were comparable but with their own styles, pros and cons.</p> <p>5.16. 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 did not appear to be a significant reason to trial and adopt a new system.</p> <p>5.17. Decision Time had retained the same cost per licence as for the previous year, at £200, with an annual cost of £5,000.</p> <p><b>Resolved to</b></p> <p>5.18. <b>Recommend to the Governing Body that the licences for the Decision Time paperless board management system are renewed for 12 months from 1 April 2023.</b></p> <p><b><u>Chair's Action</u></b></p> <p>5.19. No Chair's Actions had been made since the previous Governing Body meeting on 14 December 2022.</p> <p><b><u>College Seal</u></b></p> <p>5.20. The College seal had not been applied since the previous Governing Body meeting on 14 December 2022.</p>	<p><b>B: Governing Body</b></p>
<p><b>6. Governing Body Membership (Decision)</b></p> <p><b><u>Terms of Office</u></b></p> <p><b><u>Beryl de Souza</u></b></p> <p>6.1. Beryl de Souza's exceptional term of office is due to end on 29 March 2023.</p>	

<p>6.2. Beryl had expressed a keen interest to continue to remain involved with the College in any suitable way.</p> <p>6.3. Roger McClure confirmed that he would make a short speech at the end of the Full Governing Body meeting to honour Beryl.</p> <p>6.4. The Principal agreed that Beryl should be made an Honorary Fellow of the Patron.</p> <p><b>Resolved to</b></p> <p>6.5. <b>Agree that Beryl de Souza is made an Honorary Fellow.</b></p> <p><u>Heather Barrett-Mold</u></p> <p><b>Heather Barrett-Mold temporarily left the meeting.</b></p> <p>6.6. Heather Barrett-Mold's second term of office is due to end on 29 March 2023. It had been agreed that the Committee will recommend that Heather serves an exceptional Term of Office.</p> <p>6.7. Heather's skills include: Academic, Quality Assurance/Improvement, Sustainability, links with the industry, knowledge of the industry, experience of having been a Principal. Heather is currently Vice Chair of Governors and Chair of the Academic and Strategy Committees.</p> <p><b>Resolved to</b></p> <p>6.8. <b>Recommend to the Governing Body that Heather Barrett-Mold serves an exceptional Term of Office of 4 years from 29 March 2023.</b></p> <p><b>Heather Barrett-Mold returned to the meeting.</b></p> <p><b><u>Chair of Governors Designate</u></b></p> <p>6.9. The post of Chair of Governors will be relinquished in July 2024.</p> <p>6.10. A Chair of Governors panel has been formed with Stephen Way chairing and Guy Jones-Owen and Sarah Seery being members.</p> <p>6.11. The panel selected FE Associates to appoint a new Chair in 2023 and the advert will be shared with Governors once it is live.</p> <p>6.12. Any current Governors who are interested in applying for the post should do so via the FE Associates.</p> <p>6.13. The process will launch on 14 February, with interviews taking place the week commencing 17 April.</p> <p><b><u>Chair of Finance and Resources succession</u></b></p> <p>6.14. The post of Chair of Finance and Resources is expected to be relinquished in December 2023.</p> <p>6.15. Roger McClure agreed to liaise with the current Chair of Finance and Resources to ascertain the next steps.</p>	<p><b>C: Governing Body</b></p>
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<p><b><u>People/HR Governor</u></b></p> <p>6.16. James Bryan agreed to issue a further advert for a People/HR Governor via the Livery companies.</p>	<p><b>HR</b></p>
<p><b>7. Annual Report of Skills, Training, Equality and Diversity 2022-23 (Decision)</b></p> <p><b><u>Training and compliance</u></b></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>7.3. Attendance at 77% is slightly lower than the previous year at 82%. This may be due to the previous year's presentations being delivered mainly online. Governors are encouraged to attend the Full Governing Body meetings in-person to ensure that they do not miss out on training that cannot be delivered in a hybrid fashion.</p> <p><b><u>Skills Audit 2023</u></b></p> <p>7.4. The latest biographies for the Governing Body can be found <a href="#">here on the website</a>.</p> <p>7.5. Governors were asked to score their knowledge of 32 areas within: Business and Finance; Land Based; Student Services; Education and; College campuses/regions.</p> <p>7.6. Two key indicators have been used to analyse the skills base of Governors. Green areas indicate that no action is currently required, where amber and red areas call for actions to improve knowledge with the Governing Body.</p> <p>7.7. <b>Indicator A</b> - this assesses the <u>breadth of cover</u> across all the areas of strategic interest and Campuses, calculated as the number of Governors who self-assess as having a high knowledge. Breadth of cover can reveal when new Governors with specialist skills are required.</p> <p style="padding-left: 40px;">a) There were no red or amber areas which demonstrates a good breadth of knowledge currently on the Governing Body.</p> <p>7.8. <b>Indicator B</b> - this assesses the <u>depth of cover</u> as a calculated average of Governors' self-assessment of their knowledge. Depth of cover can reveal where further training is required.</p> <p>7.9. There were 13 amber areas:</p> <p style="padding-left: 40px;">a) <b>Business and Finance:</b> Fundraising; IT and; Legal Services.</p> <p style="padding-left: 40px;">b) <b>Land-based:</b> All areas: Animal Care, Veterinary and Zoology; Saddlery and the Leather Centre; Agriculture,</p>	

<p>Farming and Countryside; Arboriculture and Forestry; Environment and Sustainability and; Horticulture.</p> <p>c) <b>College Campuses/Regions:</b> Regents Park/Central London; Mottingham/South-East London; Crystal Palace/South London and; Gunnersbury Park/West London.</p> <p>7.10. New Governor skills and future training sessions will focus on these areas. Full Governing Body meetings will be taking place at the Gunnersbury Park, Regent's Park and Mottingham this year to improve Governors' depth of knowledge of these campuses.</p> <p><b><u>Equality, Diversity and Inclusion of the Governing Body</u></b></p> <p>7.11. Governors took part in an Equality, Diversity and Inclusion exercise in spring 2023 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 <b>and backgrounds</b> to provide strong governance...'</p> <p>7.12. A diverse workforce is also one of the College's strategic objectives and, as staff diversity grows to match the student body, it is important that Governors also follow the same trajectory.</p> <p>7.13. As sector data currently does not include all nine of The Equality and Human Rights Commission's protected characteristics, this report does not currently include gender reassignment, marital/partnership status, and pregnancy/maternity data.</p> <p><b><u>Gender balance</u></b></p> <p>7.14. The gender gap for Governors has widened in favour of females. This does align with the gender distribution amongst the staff, students and the FE sector, all of which remain slightly female dominant.</p> <p><b><u>Age</u></b></p> <p>7.15. The average age of Governors is continuing to align more closely with College staff.</p> <p><b><u>Length of service</u></b></p> <p>7.16. Governors' length of service is now well balanced and demonstrates the limitation of any exceptional terms of office</p> <p><b><u>Ethnicity</u></b></p> <p>7.17. Diversity in ethnicity of Governors is becoming more closely aligned with staff and students.</p> <p><b><u>Sexual Orientation</u></b></p> <p>7.18. Sexual orientation diversity within the Governing Body is continuing to improve</p>	
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<p><u>Disability</u></p> <p>7.19. As College students have significantly higher disability declarations compared to the sector, this has remained a strong Board requirement. More Governors have now declared a disability</p> <p><u>Religion</u></p> <p>7.20. 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. The report was updated to include some diversity strategies that had been provided by the Clerk at the previous meeting.</p> <p>7.22. It was assessed that an active outreach to potential candidates was currently the most effective method to improve diversity.</p> <p>7.23. Although Human Resources skills on the Board have improved, it was agreed to retain this skill in the Governor advert as a specialist People Governor was required.</p> <p>7.24. It was also agreed to consider approaching ex-Student Governors and alumni.</p> <p><b>Resolved to</b></p> <p>7.25. <b>For the Committee to accept the Annual Report of Skills, Training, Equality and Diversity 2022-23 and recommend it to the Governing Body for adoption.</b></p>	<p><b>D: Governing Body (Appendix I)</b></p>
<p><b>8. Annual Review of Governance Policies (Decision)</b></p> <p>8.1. No changes were required for the Whistleblowing Policy and the Complaints against the Corporation Policy.</p> <p><b>Resolved to</b></p> <p>8.2. <b>Accept and recommend to the Governing Body for adoption:</b></p> <p>ii. <u><b>Whistleblowing Policy (standing)</b></u></p> <p>iii. <u><b>Complaints against the Corporation Policy (standing)</b></u></p>	<p><b>D: Governing Body (Appendix II, III)</b></p>
<p><b>9. Appointment of the New Principal (Decision)</b></p> <p><b>The Principal left the meeting.</b></p> <p>9.1. The Governors were updated on the latest arrangements for the Interim Principal and the new Principal.</p> <p><b>Resolved to</b></p> <p>9.2. <b>Note progress to date in relation to the appointment of the new Principal.</b></p>	

<b>10. AOB</b>  10.1. None.	
<b>11. Date of next meeting</b>  11.1. The next Search, Governance and Remuneration Committee meeting will take place at 1400 on 25 May 2023.	

APPROVED MINUTES			
<b>CHAIR:</b>	Roger McClure	<b>DATE:</b>	7 June 2023
<b>APPROVAL:</b>	<b>Remote confirmation: APPROVED</b>  <b>Or signed:</b>		