









Published Minutes

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Search, Governance and Remuneration Committee Minutes

Meeting Time and Date	0900 on 19 October 2023
Meeting Location	Zoom Online
Members	Roger McClure (Chair)  Stephen Way (Vice Chair)  Heather Barrett-Mold OBE  Joanne Roxburgh  Peter Brammall (Principal) 
Observer	James Bryan (HR)
Minute Taker	Joanne Coffey (Clerk) 
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	Action
1. Apologies 1.1. Apologies were received from James Bryan. 1.2. Joanne Roxburgh was welcomed to the Committee.	
2. Declaration of Interests 2.1. None.	
3. Minutes (Decision) Resolved to 3.1. Agree the minutes of the Search, Governance and Remuneration Committee meeting held on 7 June 2023 as a correct record and authorise the Chair to approve them.	
4. Matters Arising 4.1. No matters arising from the minutes were discussed.	
5. External Review of Governance (Decision) 5.1. The College's External Review of Governance took place during the summer term of 2023 and was carried out by independent reviewer, Rachel Nicol, via the Association of Colleges. 5.2. The report concluded that 'There is evidence the Board is proficient and has some impact on college strategy, effectiveness, and outcomes.' 5.3. It should be noted that this summary statement was not deemed as a measurable judgement as the external review is developmental, rather than used for comparative purposes.	

<p>5.4. Rachel had voiced to the Chair of Governors that she had been impressed with the challenge from Governors to the executive, that she witnessed during the meetings she observed at.</p> <p>5.5. The Committee felt that the report was a fair summary of current Governance at the College.</p> <p><u>Action Plan and KPIs 2023-24</u></p> <p>5.6. A new draft Action Plan made up from the recommendations in the report was presented to the Committee, along with the current Governance KPIs.</p> <p>5.7. The new actions will move to the KPI list, once achieved, as appropriate. There may also be scope to merge this with the new AoC Code of Governance checklist in 2024.</p> <p>5.8. One of the recommendations had been to use cover sheets for papers. As this could involve unnecessary repetition, it was agreed to, instead, reduce all papers to two pages maximum. This would be trialled from spring 2024.*</p> <p>5.9. It was also agreed that a draft outline of what will be included in papers would be shared with the Chairs of the Committees, whilst there was time to change the content. This could either take place during agenda setting (beginning of term) or, as the papers were being reduced to two pages, an early draft of the paper may also suffice. This will also be tested during spring 2024.*</p> <p>5.10. The Governance KPI's were amended as follows:*</p> <ul style="list-style-type: none"> a) The KPI on Appointments to '<i>Seek to achieve a satisfactory balance</i>' rather than just improve. b) Removal of reference to the Strategy Committee. c) To raise attendance as per Minute 7.12. <p>Resolved to</p> <p>5.11. Agree the Action Plan and KPIs for 2023-24 and recommend them to the Governing Body for additional input/adoption.</p> <p>5.12. Publish the External Review of Governance on the College's website.</p>	<p>*Clerk/SLT (Feb 2024)</p> <p>*Clerk/SLT (Feb 2024)</p> <p>*Clerk (Completed)</p> <p>A: Governing Body (Appendix I, II)</p>
<p>6. Governing Body Membership (Decision)</p> <p><u>Joanne Laban</u></p> <p>6.1. Governor, Joanne Laban, will be retiring from the Governing Body at on 13 December 2023. The Chair and Governors will give their thanks to Joanne at the end of the Board meeting.</p> <p><u>Peter Doble</u></p> <p>6.2. Peter Doble has kindly agreed to be recommended to serve an additional one year of his second Term of Office as Chair of the Finance and Resources Committee.</p>	

<p>Resolved to</p> <p>6.3. Recommend to the Governing Body that Peter Doble serves an additional year of his second Term of Office (totally two years) until December 2024, as Chair of the Finance and Resources Committee.</p> <p>Darrell DeSouza</p> <p>6.4. Darrell DeSouza requested, via the Governance survey, to be considered to be a member of the Search, Governance and Remuneration Committee.</p> <p>6.5. The Committee were keen to accept Darrell as a new member of the Committee.</p> <p>Resolved to</p> <p>6.6. Appoint Darrell DeSouza as a Member of Observer of the Search, Governance and Remuneration Committee, once his interest is reconfirmed.</p> <p>Sheila Cunningham</p> <p>6.7. Sheila Cunningham requested, via the Governance survey, to be considered to be a member of the Audit Committee.</p> <p>6.8. The Committee agreed that Sheila would make a good addition to the Audit Committee.</p> <p>Resolved to</p> <p>6.9. Recommendations to the Chair of Audit that Sheila Cunningham becomes a member of Audit.</p> <p>Governor Applications</p> <p>6.10. At 13 December 2023, the Governing Body would have 1 available vacancy for a new Governor applications, and a further vacancy in July 2024.</p> <p>6.11. There had been 3 new Governor applications which were of interest but did not cover any urgent areas.</p> <p>6.12. An advertisement to the Livery Companies for an HR Governor had also not yet received any responses.</p> <p>6.13. As the College was losing an Enfield councillor, it was agreed for the Principal to initially pursue interest in the Governor position at Enfield Council.</p> <p>6.14. It was agreed that interviews would then be arranged in January 2024 for all of the existing candidates.*</p> <p>Staff Governor</p> <p>6.15. The Staff Council were currently appointing staff to specific roles. The staff member who is selected to represent Governance would become the new Staff Governor.</p>	<p>B: Governing Body</p> <p>*Clerk (Jan 2024)</p>
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<p><u>Student Governors</u></p> <p>6.16. Student Governors will have been appointed during the week of this meeting being held and the announcement would be shared by email with Governors.</p> <p>6.17. The posts would continue to include Reserve Student Governors to step up when Student Governors were not available.</p> <p>6.18. As the summer Governing Body meeting was outside of the academic term, Student Governors did not usually choose to attend. In order to ensure that the student voice was still included in the summer, options would be considered such as a report to the Governing Body by the Student Governors.*</p>	<p>*Clerk</p>
<p>7. Effectiveness of the Governing Body (Decision)</p> <p><u>Review of compliance against national Governance guidance</u></p> <p><u>New AoC Code of Good Governance</u></p> <p>7.1. A new AoC Code of Good Governance had now been endorsed and “soft launched” on 27 September. This was being viewed as a code by the sector for the sector, and AoC has been advised to “troubleshoot” before the withdrawal of the current code. Hence, for reflections on 2022-23, colleges were still required to use the previous code.</p> <p>7.2. It was agreed that the new Code would be recommended for adoption by the Board in July 2024.*</p> <p><u>Current AoC Code of Good Governance</u></p> <p>7.3. The College remained fully compliant with the previous AoC Code.</p> <p><u>Governance audits</u></p> <p>7.4. The College’s 2022-23 internal audit of Governance agreed by the Board in March 2023, received a Reasonable assurance opinion (3rd highest) by the College’s Internal Auditors’ Scrutton Bland.</p> <p>7.5. The 2023 External Board Review report confirmed that “there is evidence that the Board is proficient and has some impact on College strategy, effectiveness, and outcomes”. The next review was due in 2027..</p> <p><u>Governance performance</u></p> <p>7.6. The Governors’ 2022-23 key performance indicators had all been met.</p> <p><u>Compliance of annual returns</u></p> <p>7.7. Declarations of Interests, the Annual Membership and Automatic Disqualification declarations had been completed by all Governors for 2023-24.</p> <p><u>Attendance</u></p> <p>7.8. The Governing Body had continued to surpass its performance targets for Committee attendance in 2022-23 but fell short on Corporation attendance by 13%.</p>	<p>*Clerk (May 2024)</p>

<p>7.9. The College's overall average of 82.58% attendance was lower than 85.4% in the previous year and significantly lower than in the two previous years. This also fell slightly under the mean average overall attendance rate at UK colleges of 82.68% (from research conducted by the Clerk's Network of 102 UK colleges for 2022-23).</p> <p>7.10. This could be due to Governors' other commitments rising gradually since the pandemic which, with the combination of online meetings and more working from home, had significantly raised meeting attendance at the College. To make a wider comparison, the 2018-19 overall attendance was, correspondingly, at 83%.</p> <p>7.11. The KPIs were currently 80% for attendance for Full Governing Body meetings and 75% for Committee meetings.</p> <p>7.12. It was agreed to recommend to raise the KPIs to 85% for both Board and Committee meetings to raise aspirations. (Decision in Minute 5.11).</p> <p>7.13. Future reports would include the new Action Plan to provide a more subjective scoring of the effectiveness of the Board.</p> <p>Resolved to</p> <p>7.14. Agree that the Governing Body had remained effective during 2022-23 against the above criteria and recommended the report, and its decision, to the Governing Body.</p> <p>7.15. Confirm that the decision making processes of the Corporation remain fit for purpose.</p>	<p>C: Governing Body (Appendix II: Full Report)</p>
<p>8. Report of the Clerk (Decision)</p> <p>8.1. As College email addresses were shortly to be issued to Governors, it was agreed that all Governance meetings would be sent as calendar invitations.</p> <p>8.2. The Committee considered the raising of financial delegations for the Finance and Resources Committee, which were equal to the Estates Committee at £80k, as per the College's Financial Regulations.</p> <p>8.3. If the Deputy Principal raised the limit on spending then a higher ratio could be considered for the Finance and Resources Committee, in due course.</p> <p><u>Title of Governance Professional</u></p> <p>8.4. Over the last 4 years, it had become common practice in colleges to change the title of the Clerk to Director of Governance or Head of Governance etc., to clarify the type of work that is carried out, whilst also raising awareness of the professional status of the position.</p> <p>8.5. In light of these changes, it was recommended at the annual appraisal of the Clerk, to change the title of the post at the College from to 'Clerk to the Corporation and Company Secretary' to 'Director of Governance and Company Secretary'.</p>	<p>Clerk</p>

<p>8.6. The Committee agreed that the title would help others to understand the nature of the work, and how the role was key to the College.</p> <p>Resolved to</p> <p>8.7. Recommend to the Governing Body a change in the title of the Governance Professional to ‘Director of Governance and Company Secretary’ and amend all policy documents accordingly.</p> <p><u>Chair’s Action</u></p> <p>8.8. No Chair’s Actions had been made since the previous Governing Body meeting on 27 September 2023.</p> <p><u>College Seal</u></p> <p>8.9. The College seal had not been applied since the previous Governing Body meeting on 27 September 2023.</p>	<p>D: Governing Body</p>
<p>9. Review of Governance Policies (Decision)</p> <p>9.1. If approved by the Governing Body, all College documentation to be updated to change the title of Clerk to the Corporation (and Company Secretary) to Director of Governance (and Company Secretary).</p> <p>9.2. In addition to this change, the following policies received an annual review.</p> <p><u>Instrument and Articles</u></p> <p>9.3. No additional revisions were required.</p> <p><u>Standing Orders</u></p> <p>9.4. The Standing Orders to be updated for the following instances:</p> <ul style="list-style-type: none"> a) Removed reference to the Strategy Committee which had been removed. b) Update to Staff Governor appointment process: 7.7. The Staff Governor may be a member of the academic or non-academic staff and will be appointed by the College either by the Executive or as part of an internal nominations process. The Corporation may not decline to appoint any person as a staff governor unless the person is ineligible to be a member of the Corporation by virtue of clause 8 of the Instrument of Government. (Persons ineligible to be members). The Staff Governor will serve a term of office of a minimum of one year. c) Addition of 4 year External Reviews of Governance: 21.1. An External Review of Governance will take place every 4 years. The external reviewer will be independent of the College and its subsidiaries and will have not performed any previous external reviews of Governance at the College. 	

<p><u>Statement of Governance</u></p> <p>9.5. The Statement of Governance to be updated to remove reference to the Strategy Committee and Academic Board, which had been removed.</p> <p><u>Corporation Code of Conduct</u></p> <p>9.6. No additional revisions were required.</p> <p><u>Senior Post Holder Remuneration Policy</u></p> <p>9.7. No additional revisions were required.</p> <p>Resolved to</p> <p>9.8. To accept and recommend to the Governing Body for adoption, the revised:</p> <ul style="list-style-type: none">a) Instrument and Articlesb) Standing Ordersc) Statement of Governanced) Corporation Code of Conducte) SPH Remuneration Policy	<p>E: Governing Body (Appendix III)</p>	
<p>10. AOB</p> <p>10.1. None.</p>		
<p>11. Date of next meeting</p> <p>11.1. The next Search, Governance and Remuneration Committee meeting will take place at 1400 on 8 February 2024.</p>		

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	8 February 2024
APPROVAL:	Remote confirmation: Approved Or signed:		