











Minutes

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Search, Governance and Remuneration Committee

Minutes

Meeting Time and Date	1400 on 8 February 2024
Meeting Location	Zoom Online
Members	Roger McClure (Chair)  Stephen Way (Vice Chair)  Heather Barrett-Mold OBE  Darrell DeSouza OBE  Joanne Roxburgh  Peter Brammall (Principal) 
Observer	James Bryan (HR) 
Minute Taker	Joanne Coffey (Director of Governance) 
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	Action
1. Apologies 1.1. Apologies were received from James Bryan.	
2. Declaration of Interests 2.1. None.	
3. Minutes (Decision) 3.1. Minute 6.6 corrected to read that that Darrell DeSouza was to be appointed as <i>a member</i> of the Search, Governance and Remuneration Committee. Resolved to 3.2. Agree the minutes of the Search, Governance and Remuneration Committee meeting held on 19 October 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. Governance Action Plan (Decision) <u>Future Chair of Search, Governance and Remuneration Committee (Issue 17)</u> 5.1. For greater independence, it was recommended that the Chair of Corporation should not Chair the SG&R Committee in the future, following the current Chair of Governor's retirement. 5.2. The Committee discussed whether the current status did, indeed, affect independence. Although Governors felt that the	

<p>other voting members of the Committee would prevent any imbalance in power between the Chair and Principal, they recognised that it could affect recruitment decisions.</p> <p>5.3. Members of the Committee were invited to submit their interest prior to the next meeting. If there was more than one candidate, the Committee would vote on which candidate to recommend to the Governing Body.</p> <p>Resolved to</p> <p>5.4. Consider interest in becoming Chair of SG&R from 10 July 2024 and advise the Director of Governance prior to the next Committee meeting on 23 May 2024.</p> <p><u>Finance and Resources Committee: Staff/Student Governor attendance (Issue 19)</u></p> <p>5.5. It was considered whether the Staff Governor, and potentially the Student Governors, should attend the Finance and Resources Committee meetings, to extend the staff and student voice.</p> <p>5.6. The Committee felt it would be helpful to have a staff perspective on the College's finances.</p> <p>5.7. They also noted that Student Governors should have the same access as other Governors, but recognised that some access restrictions would be occasionally required.</p> <p>Resolved to</p> <p>5.8. Recommend to the Chair of Finance and Resources that the Staff and Student Governors attend the Finance and Resources Committee meetings as either members or observers/participants.</p> <p><u>Exceptional Terms of Office (Issue 20)</u></p> <p>5.9. The criteria for Governors to serve exceptional terms of office (beyond 8 years in total), were that it:</p> <ul style="list-style-type: none"> i. is in the best interests of the Corporation; ii. affords preservation of an expressed talent or skill not otherwise available; iii. has the unanimous support of those of the Governing Body present (when the proposal is part of the meeting). <p>5.10. Although the Committee recognised that exceptional terms of office impacted on refreshing skills of the Board, they agreed that the criteria remained sufficient.</p> <p>5.11. It was also noted that exceptional terms could be less than a full 4 year term, to suit the Governor and the Board.</p> <p>Resolved to</p> <p>5.12. Retain the criteria used to assess a potential exceptional Term of Office and recommend this to the Governing Body.</p>	<p>A: Governing Body</p>
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<p>6.12. As the investigator had chosen not to respond, it was suggested to add a disclaimer, alongside Stephen Way's post report note, that would reflect that all opinions, including those that related to the previous member of staff, were solely those of the investigator, based on interviews with staff and Governors that did not include the previous member of staff.</p> <p>Resolved to</p> <p>6.13. For the Committee to recommend the above disclaimer to the Governing Body, to clarify that the opinions of the report were not those of the College.</p> <p><u>Chair's Action</u></p> <p>6.14. No Chair's Actions had been made since the previous Governing Body meeting on 13 December 2023.</p> <p><u>College Seal</u></p> <p>6.15. The College seal had not been applied since the previous Governing Body meeting on 13 December 2023.</p>	<p>C: Governing Body</p>
<p>7. Governing Body Membership (Decision)</p> <p><u>Sheila Cunningham</u></p> <p>7.1. Sheila Cunningham's first term of office is due to end on 27 March 2024 and she has expressed a preference to serve a second term of office.</p> <p>7.2. Sheila is Vice Chair of the Academic Committee and the Link Governor for Apprenticeships.</p> <p>Resolved to</p> <p>7.3. For the Committee to recommend to the Governing Body that Dr Sheila Cunningham serves a second Term of Office until March 2028.</p> <p><u>Governor Applications</u></p> <p>7.4. At 27 March 2024, the Governing Body would have 1 available vacancy for a new Governor, and a further vacancy would arise in July 2024.</p> <p>7.5. There had been 6 Governor applications, including the 3 which were considered (and put on hold) in autumn 2023.</p> <p>7.6. The Committee agreed that Joanne Roxburgh, Heather Barrett-Mold and Peter Brammall would interview 3 of the applicants who had Finance, Arboriculture and Forestry and Saddlery skills.</p> <p>7.7. The outcome to be reported back to the Committee by email.</p> <p>Resolved to</p> <p>7.8. For the Committee to take forward 3 of the applications to the interview stage.</p>	<p>D: Governing Body</p>

<p><u>Student Governors</u></p> <p>7.9. As Student Governors were not usually available for the summer Full Governing Body meetings, the Committee agreed that they would be invited to attend remotely.</p> <p>Resolved to</p> <p>7.10. Allow the Student Governors to attend the summer Board meetings remotely.</p>	
<p>8. Annual Report of Skills and Training 2023-24 (Decision)</p> <p><u>Training and compliance</u></p> <p>8.1. Governors took part in 8 training events and 2 online modules.</p> <p>8.2. Governors fulfilled all required compliance declarations including annual membership, trustees' automatic disqualification, register of interests and DBS checks.</p> <p>8.3. One new Governor took part in the Association of College's (AoC) Governor training and Student Governors took part in the Unloc Student Governor Training.</p> <p><u>Skills Audit 2024</u></p> <p>8.4. 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>8.5. No skills or training requirements were currently deemed necessary for areas within Education and Student Services.</p> <p><u>Skills Requirements</u></p> <p>8.6. Land-based skills in Arboriculture and Forestry and Saddlery and the Leather Centre were identified from the survey.</p> <p>8.7. This was in addition to the ongoing need for Human Resources skills, to fulfil the role of the HR Link Governor, and Finance skills, flagged in the External Review of Governance.</p> <p>8.8. A Governor with a broader knowledge of Crystal Palace / South London was also flagged as a requirement.</p> <p>8.9. The Governor advertisement and any other recruitment strategies during 2024-25 will reflect these needs.</p> <p><u>Training Requirements</u></p> <p>8.10. To expand Governors' depth of knowledge, the following identified areas were added to/escalated on the Governance training schedule: Legal Services; Fundraising; Horticulture; Arboriculture and Forestry; Saddlery and the Leather Centre; Agriculture, Farming and Countryside and; Animal Care, Veterinary and Zoology.</p> <p>8.11. More knowledge of the Regent's Park, Mottingham, Crystal Palace and Gunnersbury Park campuses was also identified.</p>	

<p>8.12. It was also agreed to provide links to Governors for AoC training modules, beyond the induction stage.</p> <p>Resolved to</p> <p>8.13. For the Committee to adopt the Annual Report of Skills and Training 2023-24.</p>	
<p>9. Annual Review of Governance Policies (Decision)</p> <p><u>Standing Orders (Appendix I)</u></p> <p>9.1. As advised by the external Governance Review, to make it clear that non-members of Committees could participate, it was agreed to change their reference from Observer/observing to Participant/participating, with the clarification that Participants could not vote.</p> <p><u>Complaints against the Corporation Policy (Appendix II)</u></p> <p>9.2. No changes were required for the Complaints against the Corporation Policy.</p> <p><u>Whistleblowing Policy (Appendix III)</u></p> <p>9.3. No changes were required for the Whistleblowing Policy.</p> <p>Resolved to</p> <p>9.4. Accept and recommend to the Governing Body for adoption:</p> <ul style="list-style-type: none"> i. Standing Orders (revised) ii. Whistleblowing Policy (standing) iii. Complaints against the Corporation Policy (standing) 	<p>E: Governing Body (Appendix I, II, III)</p>
<p>10. AOB: Director of Governance post</p> <p>10.1. The Director of Governance and Company Secretary had recently resigned and would be leaving the College at the end of August 2024 to pursue a different career.</p> <p>10.2. The job specification and recruitment timetable would be shared, initially, with the Chair Designate and then with the Committee or chosen panel.</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 23 May 2024.</p>	

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	23 May 2024
APPROVAL:	Remote confirmation: Approved. Or signed:		