

MEETING OF THE CROYDON COLLEGE SEARCH AND GOVERNANCE COMMITTEE
Wednesday 5 February 2020
3.30pm
Room 422

MINUTES

Present: Tom Hesmondhalgh (Chair) (except item 9)
 Caireen Mitchell (Principal & CEO) (CM)
 Christopher Wright
 Gordon Smith
 Jean Cook

Clerk: Clare Mitchell, Director of Governance (CRM)

No.	Item	Action
1.	Apologies for Absence None received.	
2.	Declaration of Interest TH declared an interest in item 9, stating that he wished to apply for the role of Chair of the Board. It was agreed that TH would withdraw from the meeting for that agenda item.	
3.	Minutes of the Meeting held on 13 November 2019 Minutes agreed as an accurate record, subject to one amendment to state that the Chair “queried the current impact of the governance audits completed by the internal auditors and reported to the Audit Committee” Action: Director of Governance to amend minutes	
4.	Matters arising from the Minutes not on the Agenda <u>Item 5: Update on the Governance Health Check Progress</u> CRM informed the Committee that the new intranet would include an area which Governors would be able to access. This would include reference information. A specification for this area was currently being written and it was hoped that once the site was fully operational, Governors would be able to download their meeting papers from the site. CRM also reported that Deborah Rozansky, who had led the Governance review, would be facilitating a session on improvements to Board packs/papers with the Executive on 10 February.	

<p>5.</p>	<p>Update on the Governance Health Check Progress</p> <p>Members noted the progress on the actions identified in the Governance Health Check.</p> <p>Significant progress had been made and the few remaining actions would be addressed at the June meeting of the Committee.</p> <p>The Committee agreed that no further progress updates were required.</p> <p>CW raised the issue of the student voice on the Board of Governors. There were only two Student Governors, one per campus. Student Governors only served for a year and often finished their courses prior to the July Board meeting. CRM indicated that the trend across FE Colleges was for smaller Boards and that Governors had specific responsibilities, which made sharing the role problematic. It was agreed that the Director of Governance would invite the two Student Governor elects to the Summer Board meeting to try to ensure some continuity.</p> <p>CM stated that she had asked the Coulsdon Principal to establish a Student Parliament similar to the one at Croydon Campus at the Coulsdon Campus. CM stated that she was also planning to review the remit of the Coulsdon LQC to provide more scrutiny on performance and curriculum on that campus and this might include more student representation.</p>	<p>CRM</p>
<p>6.</p>	<p>Assessment of Compliance with the AoC Code of Governance (the Code)</p> <p>Members noted the Director of Governance’s assessment of the College’s compliance with the Code. The College was broadly compliant and an action plan had ben proposed in the areas where further work was required. The area where most work was required related to Section 8 – Equality and Diversity. This section related to staff and the majority of the actions would sit with the new Head of HR. Members asked for the equality and diversity implication of Board and Committee papers to be drawn out more explicitly and highlighted on the cover sheet.</p> <p>A number of policies required updating. It was agreed that the central list of corporate policies should be updated to include governance policies. The Committee asked that the updated list be provided to the Audit Committee as evidence that policies were being reviewed and updated in a timely way</p> <p>Action: Director of Governance to provide a list of governance policies to the Executive Office be added to the central list of corporate policies</p> <p>Action: Director of Governance to include updated list of corporate policies on the agenda for the next Audit Committee meeting</p> <p>In relation to teaching and learning, the Director of Governance stated that it had been difficult to get dates when new Governors in particular were available to come into the College to observe teaching and learning. It was proposed that there should be two Governors’ Days each year; one at Croydon and one at Coulsdon. The dates for these would be set well</p>	<p>CRM</p> <p>CRM</p> <p>CRM</p>

	in advance. The days would provide an opportunity for Governors to observe teaching and learning, meet with students and staff.	
7.	<p>Governance Review and Board Development Plan</p> <p>The Director of Governance introduced the paper and members discussed the proposals for further development in the three areas identified as follows:</p> <p><u>Developing the Board's leadership capability</u> The proposals above to introduce two Governors' Days a year, should improve Governors' exposure to teaching and learning.</p> <p><u>Improving Governors' skills, knowledge and behaviours</u> There was a general agreement that the membership of the Board needed to be more diverse to reflect the student population. CM reported that the need for diversity among the candidates for the chair role had been emphasised to the recruitment agencies. Members noted that there were currently three BME headteachers at Croydon secondary schools, who could be potential governors. The new appointment to the Head of HR role would also be key to improving diversity among staff. Development workshops could be included as part of the Governors' days.</p> <p><u>Governance capacity – structures and processes</u> The Director of Governance reported that Deborah Rozansky would be facilitating a session with the Exec to review Board packs/papers on 10 February.</p> <p>It was agreed that an update would be sent to Governors enclosing the report an explaining the actions that would be taken over the next few months.</p> <p>It was also agreed that the Chair, Jean Cook and Nigel Dias (who had previously volunteered), would form a virtual task and finish group to review plans to stream line Committee and Board agendas, review the annual business cycle and provide input into the development of the Governors section of the new intranet.</p>	<p>CRM</p> <p>CRM</p>
8.	<p>Update on the use of the SCIF Funding</p> <p>The Director of Governance gave a verbal update on the use of the £15K SCIF funding for the Governance workstream. A full report would be present to the June meeting.</p>	CRM
9.	<p>Selection of a new Chairman of the Board</p> <p>[confidential]</p>	
10.	<p>Needs for Future Governors and Co-optees</p> <p>The Director of Governance reported that Nasim Jevani-Hemani's (NJH) CV had been received since the last S&G meeting. NJH had an accountancy qualification and had come highly recommended. NJH had</p>	



	<p>been interviewed for the Governor role by GS and CM and was recommended for appointment. However, NJH was not yet considered sufficiently experienced to take on the role of chairing the Finance and Resources Committee (FRC).</p> <p>Members agreed to recommend NJH to the Board for appointment as a Governor and as a member of the Finance and Resources Committee at the meeting on 26 February 2020.</p> <p>Members also agreed to recommend Andrew Lowe, another financially qualified member, for appointment as Chair of the FRC.</p> <p>Members were informed that Ros Liard, Chair of the Audit Committee, had very recently resigned from the Board. It was agreed that a new Governor with the skills to Chair the Audit Committee should be sought. CM and GS would pursue a number of contacts. If this proved unsuccessful it was agreed that Peridot should be approached to recruit a new Chair of the Audit Committee alongside the recruitment of the Chair.</p> <p>Members agreed to recommend that Tom Hesmondhalgh should be appointed as interim Chair of the Audit Committee while a replacement was recruited.</p>	<p>CRM</p> <p>CRM</p> <p>CM/GS/ CRM</p> <p>CRM</p>
<p>11.</p>	<p>How can we improve Self-Evaluation of Committee Effectiveness</p> <p>The Chair indicated that he had added this to the agenda and that he would like to see an item on each agenda where the Committee had the opportunity to look in depth at an issue that would improve governance at the College.</p> <p>GS reported that in the past at Croydon College, Committee members had been asked to complete a questionnaire on committee effectiveness at the end of each meeting. However, this had not provided particularly useful feedback.</p> <p>Following discussion, the general view was that self-evaluation of committee effectiveness, should be built into the wider self-evaluation of Board effectiveness and would be made up of a number of different mechanisms.</p> <p>The wider self-evaluation of Board effectiveness should include an appraisal of the Chair of the Board following feedback from all Governors. This feedback and the 1-2-1s between the Chair and Governors would contribute to the self-assessment of committee effectiveness. It was important that the Board and its committees could evidence the impact that they had had, as well as compliance with terms of reference. There should be a link between Board effectiveness performance against the KPIs.</p> <p>Members noted that proposals for self-evaluation of Committee and Board effectiveness for 19/20 were due to come to the next meeting.</p>	



12.	<p>Removal of a Governor</p> <p>Members agreed to recommend the amendments to the policy and procedure for removing a member of the corporation to the Board for approval.</p>	CRM
13.	<p>Dates of Future Meetings</p> <p>Members noted that a further Search and Governance Committee meeting would need to be arranged once the recruitment of the new Chair had taken place, so the Committee could review the recommendation from the selection panel and make a recommendation on the appointment to the Board.</p> <p>Action: CRM to arrange a further S&G meeting at the end of the recruitment process for the new Chair</p> <p>Members noted that it might be necessary to change the date of the S&G and Remuneration Committee meetings scheduled for 24 June as they had been scheduled for the same date as the Finance and Resources Committee meeting.</p>	CRM CRM
14.	<p>Other Business</p> <p>No matters recorded.</p>	

Signed Chair

Date: