

MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE
Wednesday 24 November
6.00pm
Virtual Meeting

MINUTES

Present: Catherine Boyd-Maunsell (Chair)
 Caireen Mitchell (Principal & CEO)
 Frederick Law
 Nasim Jivani Hemani
 Tony Stevenson

Clerk: Clare Mitchell, Director of Governance

Minutes: Nichole Sansome, Executive Office – Business Manager

No.	Item
1.	<p>Apologies for Absence</p> <p>No apologies received.</p>
2.	<p>Declaration of Interest</p> <p>No declarations received.</p>
3.	<p>Minutes of the Meetings held on 30 June 2021</p> <p>The minutes of this meeting were agreed as an accurate record.</p>
4.	<p>Matters arising from the Minutes not on the Agenda</p> <p>The Committee noted the updated action list, and that action 10 marked “superseded” referred to the previous Chair of the Committee, Tom Hesmondhalgh. The current Chair offered to share strategies to encourage Governors to undertake online training with the DoG.</p> <p>Action: Committee Chair to share strategies to encourage Governors to undertake online training with the DoG</p>
5.	<p>Governance Policies and Procedures</p> <p>i <u>Governor Review Meetings</u></p> <p>The DoG outlined the proposed Governor Review process and timeline. The Committee discussed training and development in some detail including the types of training available, and how resources could be best allocated. The DoG proposed that new Governors should be given preference for external training as the budget was limited. There was also a new requirement on Audit Committees to ensure that their members were appropriately trained.</p>



	<p>The Committee asked for clarity on the training options, and agreed to recommend the process and timeline for individual Governors to the Board.</p> <p>Action: DoG to issue a list of available training via ETF with suggestions on Governor suitability according to Committee membership and other measures.</p> <p>ii <u>Search Committee Annual Report</u></p> <p>The DoG outlined the draft annual report and sought agreement for it to go to the Board for information, the Committee agreed.</p> <p>The Committee discussed Governor recruitment and which methods of advertising vacancies had proved most successful. The DoG confirmed the DfE would issue revised guidance on Governor recruitment in Spring 2022.</p>
<p>6.</p>	<p>Annual Board Effectiveness Review 2020/21</p> <p>The DoG presented the Annual Board Effectiveness Review based on the mechanism agreed at the Search & Governance meeting held on 29 June 2020. The Committee was asked to comment on the outcomes of the review, approve a draft statement on the Corporation’s performance, and note that the final version of the review paper would be presented to the Board in December.</p> <p>The DoG highlighted two areas where work was still required to ensure full compliance with the AoC Code of Governance:</p> <ul style="list-style-type: none"> • New Governors to observe Teaching & Learning in practice within twelve months of appointment – to be satisfied by observed Teaching & Learning sessions arranged for the Governors Day on 8 December 2021 and further sessions during 2021/22 • Establish an Expenses Policy for Governors – there had been no requests for expense compensation in 2020/21 (Covid restricting movement, and other events/CPD being arranged centrally reduced the opportunity for Governors to incur expenses). To be established during 21/22. <p>The DoG mentioned that detail on Governor Engagement (Item 5 of paper) would be more important going forward as face to face engagement increased post pandemic and the ESFA had introduced a new requirement to report on governor training in the Annual Report and Financial Statements from 2021/22. There appeared to be an incomplete record for TS.</p> <p>Action: TS to provide a complete list of engagement to DoG.</p> <p>The draft statement on the Corporation’s performance was agreed.</p> <p>The Committee discussed including a comment reflecting the continued effectiveness of the Corporation despite the changes caused by the pandemic. The Committee went on to discuss future plans for Governor meetings and how they should be held (virtually, face to face, or ‘hybrid’). TS confirmed that Governing Body meetings would continue to be held face to face. The DoG reminded the Committee that the Board had agreed that the decision to hold Committee meetings online would be reviewed at the end of the Spring term (Easter 2022). The P&CEO emphasised the need to consult on any changes as to how meetings would take place.</p>



	<p>Action: DoG to consult on whether Committee meetings should be held online on face to face in the Summer term 2022</p> <p>The Chair commented that Committees had not had the opportunity to come together over a period that has seen significant change to the corporation, but appreciated the convenience factor of meetings being held online.</p> <p>The Chair asked whether recruitment of a new Governor with cyber security skills/experience, a gap highlighted in the most recent skills audit (item 7 of paper), was still a priority. The P&CEO outlined internal progress in that area which generated discussion around best practice. The Committee were satisfied with the progress made. A new skills audit would be undertaken in early 2022.</p> <p>Action: DoG to circulate a new skills audit questionnaire to Governors in early 2022</p> <p>The Committee noted that the Croydon College LQC was seeking the appointment of an external co-opted member, potentially from a local employer, to boost its external membership. This would be addressed in early 2022.</p> <p>Action: DoG to address the recruitment of an external co-opted member onto the Croydon College LQC in early 2022</p>
7.	<p>Board Development Plan 2020/21</p> <p>The Committee discussed the proposals for whole Board and individual Governor development in 2021/22. The DoG commented that whole Board development would always be a challenge due to the time commitment required from volunteers</p> <p>There was some concern that the options available for individual Governor development via the ETF would be overwhelming. The Chair commented that this issue could be addressed during the individual Governor reviews.</p> <p>The Committee discussed whether enough information was available to Governors for them to feel comfortable that they were well informed and appropriately engaged with students and teachers, including potentially having access to the full College intranet. The DoG reiterated the need for the Governors' Portal to be separate. NJH commented that Governors should not have access to everything, relevant updates could be sought from other channels such as the College's social media. The P&CEO suggested reviewing key information that could be useful to include on the Governors Portal, the DoG suggested the Governors' Induction Pack could be published for reference.</p> <p>Action: DoG and P&CEO to review what could be informative to include on Governors Portal.</p> <p>The Committee recommended the Board Development Plan for 2021/22 to the Board for approval</p>
8.	<p>Programme for Governor Day 8 December 2021</p> <p>The DoG asked for feedback on the proposed agenda for the Governors Day. The Committee were happy with the agenda as proposed.</p> <p>The Chair suggested hosting informal drinks after the Board meeting for Governors.</p>



	<p>Action: DoG to suggest informal drinks following the meeting on the 8th.</p>
<p>9.</p>	<p>Areas for Discussion (verbal)</p> <p>i. <u>Attendance of Members' Policy</u></p> <p>The DoG reported that this policy revision has not been completed yet, but the majority of requirements were in the Standing Orders which were reviewed in June 2021, and approved by the Board in October. The revised policy would be brought to the next meeting.</p> <p>Action: DoG to bring revised Attendance of Members' Policy to the next meeting of the Committee</p> <p>ii. <u>Updated AoC Code of Governance</u></p> <p>The DoG reported an updated Code of Governance had been published by the AoC in September, which the College would be required to report against for the 22/23 academic year.</p> <p>The update included changes around Environmental Sustainability and EDI – two areas the College was already working on. As a result, the DoG expected that the College would remain broadly compliant. The DoG confirmed an audit of the changes would happen in early 2022, with the results brought to the next S&G meeting.</p> <p>The DoG highlighted that a further review of the Code would take place once the Skills for Jobs Bill had been passed by Parliament, with the aim of developing a more accessible and streamlined code for the FE sector.</p> <p>Action: DoG to bring audit of compliance with the amended AoC Code of Governance to the next meeting of the Committee.</p> <p>iii. <u>Additional Governance Requirements</u></p> <p>The DoG outlined a number of additions to the ESFA Contract for 2021/22:</p> <ul style="list-style-type: none"> • Governing bodies, making an appointment of a clerk/head of governance, must ensure the candidate selected has a qualification relevant to the role or equivalent experience. • The Governing Body must report on activities undertaken over the year to develop governors and clerks/heads of governance in its annual report. • The Governing Body must conduct an annual governance self-assessment and must have an external governance review at least once every three years, based on the governance code(s) used by the Governing Body. • The ESFA could request to see the review and the outcomes should be published on College website. <p>The Committee discussed implications of these additions and noted the requirement for an external review during the 22/23 academic year (three years following the external Board review held in 2019/20).</p>



10.	<p>Committee Self-Assessment</p> <p>The Committee discussed the outcomes of the self-assessment, noting that the Committee was now meeting on a regular basis and had a clear calendar of business.</p> <p>CBM commented that the ratings do not suggest any cause for concern. There was some brief discussion but no further comments to note.</p> <p>The Committee agreed that its performance was good.</p>
11.	<p>Dates of Future Meetings</p> <p>Wednesday 23 February 2022 Wednesday 6 July 2022</p>
12.	<p>Any Other Business</p> <p><u>Under 18 Student Governors</u></p> <p>The DoG raised ongoing discussions between the DfE/Charity Commission and the AoC's lawyers around the standard Instrument and Articles (used by the College) and subsequent implications for the responsibilities of student governors who were under the age of 18. The College might be required to change its Instrument and Articles dependant on the outcome.</p> <p>Action: DoG to monitor progress on discussions and report back to next meeting.</p>

Approved as an accurate record by the Search and Governance Committee at its meeting on 22 February 2022

*Clare Mitchell
Director of Governance*