



MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE
Wednesday 4th October 2023
6.00pm
Virtual Meeting

MINUTES

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

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 5 July 2023.</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 ongoing actions were briefly discussed by the committee:</p> <p>Action #2 – the DoG sought agreement for this action to be removed due to concerns that an additional application procedure could become a barrier to potential governor candidates applying. The Committee agreed this point should be removed from the actions list.</p> <p>Action #3 & 6 – these actions were linked to Audit Committee membership. The DoG updated that once appointed Jonathan Brookes would be asked to join the Audit Committee to meet required quoracy levels (6). The DoG suggested a co-opted member would not be required in addition (3).</p> <p>The Committee noted the remainder of the updated action list.</p>



5. Governance Policies and Procedures

i. Update on new AoC Code of Governance

The report provided by the DoG outlined changes to the AoC Code of Governance which the Board would be required to formally adopt prior to 1st August 2024.

The DoG noted continued discussions regarding the relevance of the Corporate Code to Colleges and the College Financial Handbook which is due to be published in March 2024, taking effect from 1 August 2024, which may also impact on the new code.

In the meantime, the college would continue to assess its compliance against the existing code.

The committee discussed how the new code may link the development of the new Strategic Plan for the college. The Chair of the Board shared that Sarah Cowley had been appointed to work with the college to facilitate development of the new Strategic Plan with a key stakeholder event scheduled to take place the following day to kick off the process prior to calls with Committee Chairs to form views of the strategy.

The Strategic Plan would become a substantive item for the Governors Day agenda.

The Committee **noted** the changes to the AoG Code of Governance, and the need for the Board of Governors to formally adopt the code during summer 2024.

Action: DoG to include Strategic Plan Development as a substantive item for the Governors Day 13 December 2023.

ii. Update on External Governance Review

The DoG shared that the college had received a draft outcome report from the external governance review. A feedback session had been scheduled, following which a further draft would be available prior to the Board meeting on 18 October. The report would be discussed in detail at that Board meeting with a view to determining agreed actions with Board buy in.

The Chair of the Board shared a recommendation linked to replacing committee minutes with a risk-based update, and ensuring the Board receive strategic rather than operational risks. The P&CEO updated on plans to redesign the risk register with risks sitting under broad themes. This was being undertaken by the VPF&R and would be in place for Autumn Term Committee meetings.

The Committee **noted** the update.

iii. Link Governors

The report provided by the DoG outlined a proposed Link Governor structure following scheme approval from the Board in March 2023. The proposed structure adds a second group of Governors linked to curriculum areas, in direct response to a recommendation from the FE Commissioner following an intervention visit in June. The DoG sought feedback from the committee on whether the right areas had been identified.



	<p>The P&CEO highlighted that there would be two link governor roles connected to Rob Bates (VPYP&HN), the first covering ESOL, English and maths, the second covering SEND.</p> <p>The committee discussed having one link governor for Coulsdon, rather than having the campus split by pathway. The P&CEO explained that Coulsdon’s study programme was very different than Croydon with multiple subjects studied by students alongside English and/or maths, versus one subject studied alongside English and/or maths at Croydon – which meant a single link governor would cover the requirement for Coulsdon. The Chair of the Board suggested changing the language of the post to “Study Programmes at Coulsdon” to show the intention was not to review the entire college.</p> <p>The DoG confirmed the next step would be to share the role descriptions and link governor guidance with the Board for approval.</p> <p>Subject to the adjustments discussed to separate roles linked to the VPYP&HN the Committee recommended appendices A-C to the Board for approval.</p> <p>Action: DoG to include Link Governors item on next Board agenda for 18 October.</p> <p>iv. <u>Committee Chair Role Description</u></p> <p>The report provided by the DoG outlined a need for the Committee to consider whether Committees should be asked to formally appoint Vice Chairs per section 4.2.2 of the Standing Orders.</p> <p>The Committee agreed that point 4.2.2 should be removed from the Standing Orders and there should be no requirement to formally appoint Vice Chairs to Committees.</p> <p>Action – DoG to ask Board for approval to amend standing orders.</p> <p>v. <u>Amendments to the Governors’ Privacy Statement</u></p> <p>The report provided by the DoG outlined revisions to the Privacy Statement for Governors which were linked to the collection of EDI data as required by the ESFA.</p> <p>The Chair confirmed she would speak to the Director of HR regarding consent and recording of personal data per the revised statement. Once the Chair had agreed the additions the revised statement would be issued to existing Governors.</p> <p>Action: DoG to speak to the Director of HR regarding the revisions to the Privacy Statement and confirm to the Chair once agreed.</p>
6.	<p>Themes from Individual Governor Reviews 2022-23</p> <p>The Chair of the Board summarised the emerging themes shown in Appendix A.</p> <p>NJH queried the survey Governors had been asked to take earlier in the year. The Chair of the Board confirmed that was a separate process linked to the external governance review commissioned due to DfE requirements. The outputs of that survey would link to the themes of that report which will be seen at the next Board meeting.</p>



	<p>The Committee discussed the themes noting a number had carried over from the previous year, with new themes linked to clearer data for ease of monitoring, and the development of the new Strategic Plan.</p>
<p>7.</p>	<p>Board Development Programme 2022/23 Summer Term Update</p> <p>The DoG presented the report which provided progress against the Whole Board Development Plan 2022/23, and Governance Action Plan 2022/23. Noting plans for 2023/24 would be developed once the findings of the external governance review were known and an action plan agreed by the Board.</p> <p>The Chair commented that recommendations on the volume and length of papers were a recurring theme which brought discussion back to the risk register and other reporting documents. The Chair of the Board confirmed a Quality Improvement Plan, and Single Improvement Plan had been developed to respond to Ofsted observations and FE Commissioner intervention respectively. These documents would be the main source of monitoring and were significantly shorter than the risk register. The P&CEO reiterated earlier comments about the redevelopment of the risk register against broad themes which would include concerns around student safety under safeguarding given recent events at and around the College.</p>
<p>8.</p>	<p>Appointment of New External and Student Governors</p> <p><u>Student Governors</u> Following a recruitment process the DoG confirmed the below Student Governors were recommended to be put forward for formal appointment at the 18 October Board meeting:</p> <p>Nezia De Roche (Croydon) Rajhana (Ocean) McPherson (Coulsdon)</p> <p>The VPYP&HN would engage those applicants who were unsuccessful at interview as part of other college networks.</p> <p><u>External Governors</u> Following a recruitment process the DoG confirmed the below External Governors were recommended to be put forward for formal appointment at the 18 October Board meeting:</p> <p>Martin Bentham – SEND Governor Jonathan Brooks</p> <p>The DoG would circulate their CVs to members of the committee who had not been involved in the interview process.</p> <p>Action – DoG to circulate CVs for external governor candidates to governors prior to appointment at the October Board</p> <p>The Committee recommended the above Student Governor and External Governor appointments be approved by the Board.</p>
<p>9.</p>	<p>Appointment of Co-opted Croydon College LQC Members</p> <p>The DoG confirmed that following an interview process two candidates were recommended to join the Croydon LQC as co-opted members:</p>



	<p>Matthew Sims – CEO of Croydon BID; satisfying an employer co-opt role Kevin Oakhill – originally interviewed as part of SEND Governor recruitment process, but now recommended to join both LQC’s to provide a divergence viewpoint.</p> <p>The Committee recommended the above co-opted member appointments be approved by the Board.</p> <p>The committee discussed a community co-opt role for Coulsdon LQC which the Chair of that committee was keen to appoint to. The DoG noted that a recommendation from the external governance review was to merge the two LQC groups, on merger a community appointment would no longer be required.</p>
<p>10.</p>	<p>Process for Assessing Compliance with the OfS Fit and Proper Persons Test</p> <p>The DoG presented the report which outlined a process through which a Governor who does not meet one or more of the OfS indicators of being a fit and proper person as outlined in the paper, can still be considered a fit and proper person for the role of Governor of the College. Notably, the provider must keep a record of the decision, and the reasons for it, in case the OfS have queries in the future, or if the provider is required to report an event involving the Governor in the future.</p> <p>The Committee recommended the process to the Board for approval.</p>
<p>11.</p>	<p>Committee Membership 2023/24</p> <p>The DoG provided an overview of committee membership for 2023/24, the only vacancy was on the Audit Committee where Terms of Reference allow for any Governor to step in where quoracy may be an issue (quoracy had not been an issue recently). Notably Governors on Finance & Resources could not sit on the Audit Committee.</p> <p>The Committee recommended the structure to the Board for approval.</p>
<p>12.</p>	<p>Areas for Discussion</p> <p>i. <u>Student Voice (FEC Recommendation)</u></p> <p>The DoG emphasised the FEC recommendations around Student Voice, namely:</p> <p>Recommendation 3: The chair, governance professional, and CEO need to develop and implement a strategy for ensuring governors understand what it is like to be a student at Croydon College. This should include developing a link governor system and strengthening student representation at board level. Due by October 2023.</p> <p>The Chair of the Board suggested this should be linked to the enhanced link governor scheme once approved by the Board.</p> <p>ii. <u>Adjustment to Instrument & Articles</u></p> <p>Following written resolution at the July 2023 Board meeting, the DoG raised a debated point linked to Student Governors and sought decision as to whether the Committee would recommend this point be withdrawn from required adjustments.</p> <p>The point referred to Student Governors under 18 and whether they should be involved in key financial decisions for the College. The AoC recommendation was for all Trustees to</p>



	<p>have the same responsibility, however the Chair of the Audit Committee had suggested a transfer of responsibility onto parents where a Student Governor was under 18.</p> <p>The Committee agreed to withdraw the point from the written resolution.</p> <p>Action – DoG to reflect in adjustments to the instrument & articles.</p>
13.	<p>Post meeting evaluation</p> <p>The Committee agreed the session was well run, and noted it was a shame the session had been moved online due to train strikes.</p>
14.	<p>Dates of future meetings</p> <p>Wednesday 1 November 2023 (in person) Wednesday 21 February 2024 (virtual) Wednesday 26 June (in person)</p>
15.	<p>Other business</p> <p>None</p>

Approved as an accurate record by the Search and Governance Committee at its meeting on 15 November 2023

*Clare Mitchell
Director of Governance*