

MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE
Wednesday 21 February 2024
6.00pm
Via Teams

MINUTES

Present: Catherine Boyd-Maunsell (Chair)
 Caireen Mitchell (Principal & CEO)
 Ian Valvona
 Louise Cretton
 Nasim Jivani Hemani

Clerk: Clare Mitchell, Director of Governance

Minutes: Nichole Sansome, Business Compliance Manager

| No. | Item |
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| 1. | <p>Apologies for Absence</p> <p>Apologies were received from Frederick Law.</p> |
| 2. | <p>Declaration of Interest</p> <p>No declarations received.</p> |
| 3. | <p>Minutes of the Meeting held on 15 November 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 Committee noted the update to the matters arising. The Committee asked that the assessment of the College's compliance with the new AoC Code of Governance, which had been delayed, be circulated to members by mid May for comment.</p> <p>Action: DoG to circulate the assessment of the College's compliance with the new AoC Code of Governance to members by mid May.</p> <p>The DoG reported that the Chair of the Committee had decided not to seek reappointment. Her term of office ends on 3 June 2024.</p> |
| 5. | <p>Governance Policies and Procedures</p> <p>i. <u>EDI targets for the Board of Governors</u></p> <p>The Committee discussed the paper, which sought consideration on the following issues:</p> <ul style="list-style-type: none"> • Should the EDI characteristics of the Governing Body be measured against the Croydon College student body or the Croydon population as a whole or both? |



- Should numeric EDI targets be set for Board composition?
- Should the Board should agree a generic EDI statement given its ongoing consideration as part of the recruitment of new Governors?

The committee discussed the merits and challenges of each approach, noting that the DoG had sought guidance from the Governance Network and from received replies there was a roughly equal split between Colleges implementing EDI targets, or having a broad EDI statement.

The Chair of the Governing Body suggested mandating diversity representation on future interview panels for Governor posts. Louise Cretton commented that this practice had been adopted by the NHS and worked very well. Furthermore candidates would be asked to share their experiences of diversity and their understanding of EDI issues as part of the interview process. The DoG shared concerns about the relatively small number of governor colleagues who would be in demand for interviews given the current EDI representation. However, it was agreed that this approach would be introduced for the next recruitment process.

Action: DoG - Candidates for External Governor roles would be asked to share their experiences of diversity and their understanding of EDI issues as part of the interview process

Action: DoG – future interviews for External Governor candidates to include a diverse interview panel

The Committee **agreed** that a statement of intent should be pulled together, which outlined aspirations for the Governing Body to be broadly representative of the college, while still considering skill gaps. The existing Membership Policy Statement from 2011 provided a base, but would need to be reviewed to ensure it reflected the current expectations for FE colleges.

Action: DoG to produce a draft statement of intent linked to EDI representation of the Governing Body to be agreed at the March Board meeting.

ii. Conflict of Interest Policy

The DoG provided a verbal update to the committee regarding an annual review of the Conflict of Interest Policy, noting the college utilises the recommended template from Eversheds Sutherland LLP. There had been no changes to the policy wording, but the DoG confirmed a standard policy coversheet would be added subsequent to its approval.

The Committee **noted** that no amendments were required to the conflict of interest policy

Action: DoG to arrange for a front sheet to be added to the conflict of interest policy

6. Board Development Plan

The DoG outlined the paper which provided updates to the Board Development Plan for 2023/24.

It was noted that Louise Cretton, Vice Chair, would normally complete a Chair Review during this term, but given the recent appointment of Ian Valvona as Chair of the Governing



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| | <p>Body the review would be moved to the summer term. The Chair pointed out that the Chair of the Governing Body would normally complete reviews of other Governors during this term as well. It was agreed that all reviews would be moved to the summer term.</p> <p>Action: DoG to schedule individual Governor and Chair reviews for the summer term.</p> <p>The Committee noted the progress update.</p> |
| <p>7.</p> | <p>External Governance Review Action Plan</p> <p>The DoG outlined the paper which confirmed how the 22 actions from the external governance review had been incorporated into the College's improvement plan, per a request from the Further Education Commissioner (FEC), and how these actions would be monitored going forward.</p> <p>The paper further detailed the 4 external governance recommendations that fall within the remit of the committee:</p> <ol style="list-style-type: none"> 1. Board succession planning 2. Board skills audit 3. Exit interviews for Governors 4. Setting KPIs/EDI principles for the Board <p>EDI principles and the skills audit were on the agenda for this meeting. Exit interviews would be trialled when the Chair of the Committee completed her first term of office and succession planning would be discussed with the Chair of the Governing Body</p> <p>Action: DoG to develop an exit interview template which would be trialled when the Chair of the Committee completed her first term of office</p> <p>Action: DoG to discuss Board succession planning with the Chair of the Governing Body</p> <p>The Committee was satisfied that the work undertaken to incorporate the actions into the college's improvement plan was sufficient to meet the request of the FEC, and noted the report.</p> |
| <p>8.</p> | <p>Reappointment of Andrew Gilchrist</p> <p>The DoG outlined the paper which confirmed Andrew Gilchrist would like to be considered for re-appointment for a second four-year term from 18 May 2024 to 17 May 2028.</p> <p>The Committee recommended the reappointment of Andrew Gilchrist as a member of the Governing Body.</p> <p>Action: DoG to include on the agenda for March Board meeting.</p> |
| <p>9.</p> | <p>Skills Audit Results 2024</p> <p>The DoG outlined the paper which summarised the results of a recent skills audit questionnaire sent to the 11 current External Governors and both Staff Governors. The findings highlighted:</p> |



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| | <ul style="list-style-type: none"> • A significant number of Governors had limited knowledge or experience of the education sector (Question 1). This would be addressed through training; • A lack of expert knowledge and experience in HE and potentially in education leadership management, quality assurance and HR; • There was a vacancy on the Audit Committee that required addressing with only a small pool of existing governors being eligible or having the capacity to join this Committee. <p>The Committee discussed the results and the priority skill gap areas to be considered for upcoming recruitment. The range of skills; audit or associated skills, HR and organisational design, and education leadership and management could require the appointment of additional External Governors. The DoG highlighted that Board agreement would be required if there was to be a temporary increase to the number of External Governors on the Governing Body. The external governor with HR skills should also be able to Chair the Remuneration Committee</p> <p>Action: DoG to ask for three expressions of interest in recruiting new External Governors from External agencies</p> |
| 10. | <p>Recruitment of New External Governors</p> <p>A CV for Stewart Jackson had been provided with the committee papers. The Chair of the Governing Body confirmed Stewart had been recommended by Chris Dearnley of the DfE Place Based Team and encouraged that he be considered for a full term with a review following the first year.</p> <p>The Committee agreed to progress Stewart’s appointment and discussed the composition of an interview panel, to include diversity representation (per Item 05.i). The panel would include Andy Wilson, Caireen Mitchell, Louise Cretton, Ian Valvona and a diversity rep TBC.</p> <p>It was agreed that the recruitment of new external governors should take into consideration the current board diversity and focus on advertising and recruitment channels specifically to address this.</p> <p>Action – DoG to progress arrangements for interview, and ensure diversity representation on the panel for the agreed date.</p> |
| 11. | <p>Governor Days/Board Meetings</p> <p>i. <u>Feedback from Governors on December 2023 Governor Day and Board meeting</u></p> <p>Limited feedback had been received, most of which had been positive. However the need for more time for discussion of topics at Governor days had been highlighted</p> <p>ii. <u>Draft programme for the Governor Day on 27 March 2024</u></p> <p>The Committee discussed the draft programme for the Governor Day on 27 March. The Principal & CEO highlighted the need to spend sufficient time on the Strategic Plan on this day, and suggested pulling the start time forward to facilitate this.</p> <p>The Chair of the Governing Body suggested including the reviewer appointed to undertake the external Governance and Leadership review in part of the day. Louise Cretton</p> |



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| | <p>suggested this would require further discussion, to ensure reviewer attendance would be effective, which should be had once the appointment had been made.</p> <p>Action – IV to discuss reviewer attendance at the Governor Day following reviewer appointment and confirm to DoG.</p> <p>Given time pressure with a submission deadline of 30 June 2024, the Principal & CEO confirmed the Accountability Statement should not be submitted to Board and therefore could be removed from the Governor Day programme.</p> <p>Governors Dashboard and Risk Management could be collapsed together. The Chair of the Governing Body was keen to include a session on Quality Improvement.</p> <p>Action – DoG to redraft the Governor Day programme based on discussion at the meeting</p> |
| <p>12.</p> | <p>Areas for Discussion</p> <p>i. <u>Succession Planning</u></p> <p>The DoG provided a verbal update related to succession planning for the Governing Body.</p> <p>The Chair confirmed a need to implement succession planning to understand the intentions and aspirations of External Governors, and queried the timeline to implement a process. The Chair of the Governing Body confirmed the process should be in place by the end of the academic year – the DoG highlighted reviews would need to have taken place to establish intent. The Chair of the Governing Body committed to completing reviews by the end of next term. Succession planning would then be reviewed by the Chair of the Governing Body and the DoG and would focus on the following roles: Chair, Vice-Chair and Committee Chairs.</p> <p>Action: Chair of Governing Body and DoG to review succession planning following the individual Governor reviews</p> |
| <p>13.</p> | <p>Post Meeting Evaluation</p> <p>The committee <u>agreed</u> the session had gone well, with free and open discussion.</p> |
| <p>14.</p> | <p>Dates Of Future Meetings</p> <p>Wednesday 26 June 2024 (in person)</p> |
| <p>15.</p> | <p>Other Business</p> <p>The DoG verbally updated that Kunal Parkash had previously expressed an interest in joining the Audit Committee as a co-opted member, and reminded the Committee that co-opted members do not count toward quoracy at the Audit Committee.</p> <p>The Committee agreed that Kunal Parkash be reengaged, and should he still be interested his appointment should be progressed.</p> <p>Action – DoG to contact Kunal Parkash and progress accordingly.</p> |



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College



COULSDON
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| | The DoG noted this would be Catherine Boyd-Maunsell's final committee meeting as Chair of the committee, and thanked her for her valued contribution. |
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Approved as an accurate record by the Search and Governance Committee at its meeting on 26 June 2024

Clare Mitchell
Director of Governance