



MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE
Wednesday 20 November 2024
6.00pm
Room 422, 4th Floor, Croydon Campus

MINUTES

Present:	Michael Cutbill (Chair) Caireen Mitchell (Principal & CEO) Ian Valvona – not items 5 and 6 Louise Cretton Frederick Law Maria Glasscock
Clerk:	Clare Mitchell, Director of Governance
Minutes:	Nichole Sansome, Business Compliance Manager

No.	Item
1.	Apologies for Absence <ul style="list-style-type: none"> No apologies were given.
2.	Declaration of Interest <ul style="list-style-type: none"> The Chair of the Governing Body declared an interest in items 5 and 6 and was not present when these agenda items were discussed. Frederick Law had an interest in item 8 on the reappointment of existing Governors. However, he did not leave the meeting for this item as the Committee would not be making a reappointment recommendation until 2025.
3.	Minutes of the Meeting held on 26 June 2024. <ul style="list-style-type: none"> The minutes of this meeting were <u>approved</u> as a correct record.
4.	Matters arising from the Minutes not on the Agenda <ul style="list-style-type: none"> The Committee <u>noted</u> the completed actions. #2 – the DoG reported that an internal audit of the College's compliance with the financial handbook was taking place. This might result in a recommendation that amendments were made to the Standing Orders.
5.	Term of Office of the Governing Body <ul style="list-style-type: none"> The Committee discussed a paper setting out options for extending the term of office of the current Chair of the Governing Body. The current Chair (Ian Valvona) had been



	<p>appointed for one year with the flexibility to extend his term. Ian's initial one year term of office ended on 12 December 2024 and the Board would need to take a decision on whether his term of office should be extended at its meeting on 11 December 2024.</p> <ul style="list-style-type: none"> The Committee noted that both the FEC and the DfE were keen to see Ian's term of office extended until 31 July 2025 when the College was due to exit Post Intervention Monitoring (PIMS). This would provide continuity during the PIMS period. The FEC had also suggested that the Board should use this time to go out to external recruitment for a substantive Chair so there could be a handover period when both Ian and the Chair elect would be on the Board. Ian, and any other External Governor on the Board, could apply for the Chair role along with external candidates. Members were in favour of extending Ian's term of office and discussed a number of options relating to the length of the extension. The Committee noted that Ian was in favour of an extension to his term of office until 31 July 2025. The Committee also discussed whether Ian should continue to be paid during any extension. Ian's expectation was that he would continue to be paid during any extension to his term. The DoG reminded the Committee that Charity Commission approval would be required to make any further payments to Ian. The authority to pay a trustee previously granted to the College had lapsed when the College exited FEC intervention on 7 November 2024. The DoG reported that while the exact number of Colleges with paid Chairs was not known, by far the majority of College Chairs were not paid. However, while there was no obligation to continue to pay the current Chair as the College had exited intervention, continuing to do so during any extension to his term would assist with continuity. After further discussion, the Committee agreed to recommend that there should be an extension to the term of office of the current Chair of the Governing Body until at least 31 March 2025 and at the latest 31 July 2025. The current Chair would be given four weeks' notice in the event that a new Chair was appointed prior to the 31 July 2025. Furthermore, the Committee was recommending that, subject to Charity Commission approval, the current Chair of the Governing Body should continue to be paid at the current rate until the end of the extension to his term of office (whether that be 31 July 2025 or sooner). This recommendation would be discussed with the Committee Chairs as proposed in the paper before being incorporated into a paper for the Board meeting on 11 December 2024. <p>Action: DoG to arrange a meeting of the Committee Chairs to discuss the term of office of the Chair of the Governing Body</p> <p>Action: DoG to draft a paper on the term of office of the Chair for the Board meeting on 11 December 2024</p>
6.	<p>Chair Recruitment</p> <ul style="list-style-type: none"> This discussion was linked to the paper for Item 5 above. An external recruitment process would need to take place for a substantive Chair. Existing External Governors, including the current Chair, would be able to apply. An agency would need to be appointed in line with the financial regulations and this would be an unbudgeted cost.



	<ul style="list-style-type: none"> The Board would need to decide whether the substantive Chair role should be advertised on a voluntary basis or whether payment should be offered, subject to Charity Commission approval.
7.	<p>Governance Policies and Procedures</p> <p>i. <u>Search Committee Annual Report 2023/24</u></p> <ul style="list-style-type: none"> The Search and Governance Committee was responsible for the selection and nomination of new Governors for the Board's consideration. The annual report provided an update on the recruitment of new Governors in 2023/24 and the underpinning recruitment policy and practices. In addition to the recruitment of new External Governors, a formal selection process had taken place for the two Student Governors for the first time in 2023/24. <p>The Committee approved the Search Committee Annual Report for 2023/24, which would be included on the Board agenda for information at its December 2024 meeting.</p> <p>ii. <u>Link Governor Review</u></p> <ul style="list-style-type: none"> The DoG provided an overview of the feedback received on the link governor scheme, which had been implemented at the start of 2023/24. Link governors had been allocated to key functions within the College and to specific curriculum areas. The FEC had recommended the establishment of a link governor scheme and had provided positive feedback on its implementation. The Chair of the Board emphasised the need for link governors to collaborate, particularly when raising issues with the Board that had both financial and quality dimensions. The Committee's view was that the link governor scheme was working well and that there should be no changes to the existing link governor roles/remits at the current time. However, thought should be given to creating a link governor role for public affairs/stakeholder engagement once it was clear how this role would align with the new Executive structure. <p>The Committee reviewed the link governor scheme</p> <p>iii. <u>Vice Chair Role Description</u></p> <p>The current Chair and Vice-Chair had requested some limited changes to the Vice-Chair role description to reflect the breadth of this key role. The proposed changes were set out in Appendix A as follows:</p> <ul style="list-style-type: none"> the Vice-Chair may lead ad hoc pieces of work at the request of the Chair; the Vice-Chair would facilitate communication between Committee Chairs to enable Committees to co-ordinate their response to strategic issues. <p>Each Chair and Vice-Chair would have their own ways of working, but the core role description needed to remain appropriate for future postholders.</p>



	<p>The revised Vice-Chair role description was reviewed by Committee and <u>recommended</u> to the Board for approval.</p> <p>iv. <u>Independence of the Governance Professional</u></p> <ul style="list-style-type: none"> The Committee received an update from the DoG on the extension of her role to include responsibility for some operational functions such as complaints and the management of the Executive Office. The Committee discussed this change and noted that it was not unusual for Governance Professionals to have operational responsibilities reporting to the P&CEO in addition to their core role as Clerk to the Board reporting to the Chair. The Committee received assurance that the changes to the DoG's remit would not compromise her independence in relation to her governance role. <p>The Committee <u>discussed</u> the changes to the Governance Professional's role and did not raise any concerns.</p> <p>v. <u>Annual Review of Declarations of Interest for Governors, Co-opted members and the Executive Team</u></p> <ul style="list-style-type: none"> The Committee reviewed the updated register of interests for Governors, co-opted members of Committees and the Executive Team. There were now three related party transactions relating to Governors to be reported in the Financial Statements for 2023/24. The third RPT, which related to Jonathan Brookes directorship of a Community Interest Company that had placed an apprentice at the College, did not result in any direct financial benefit. The full register was available to the public on request. The Chair of the Committee reported that one of his declarations was missing from the register. <p>The Committee <u>noted</u> the updated register of interests for Governors, co-opted members and the Executive team.</p> <p>Action: DoG to update the entry on the register of interests for the Committee Chair.</p> <p>vi. <u>Governing Body EDI Data Return 2023/24</u></p> <ul style="list-style-type: none"> The Committee <u>noted</u> the EDI data return for the Board of Governors as of 31 July 2024. This data was submitted annually to the DfE. The number of females on the Board had decreased since the previous year and the ethnic diversity of the Board needed to improve to more closely reflect the diversity of the student population and the Croydon community. <p>Action: DoG to submit annual Governor EDI data return to the DfE</p>
8.	<p>Reappointment and Recruitment</p> <ul style="list-style-type: none"> The Committee <u>noted</u> that three Governors would complete their first term of office in 2025. The DoG reported that initial discussions indicated that all three Governors would like to be considered for reappointment for a second term. Recruitment of a



	<p>substantive Chair had been discussed earlier in the meeting and there were no Governor vacancies at this time.</p> <p>Following a brief discussion, it was agreed that the reappointment of Frederick Law and Andy Wilson would be considered by the Committee at its February 2025 meeting. Niral Patel's first term was not due to end until October 2025.</p> <p>Action: Committee to consider the reappointment of Frederick Law and Andy Wilson at its February 2025 meeting</p>
9.	<p>Areas for discussion</p> <p>i <u>Induction Programme and Handbook for new Governors</u></p> <ul style="list-style-type: none"> The two recently appointed Governors who were members of the Committee did not recommend any specific improvements. The DoG noted that the induction handbook would need to be updated prior to the appointment of any further Governors. <p>Action – DoG to arrange for the Governor induction handbook to be updated</p>
10.	<p>Annual Review of Committee Terms of Reference</p> <p>The Committee agreed that no amendments should be made to its terms of reference at the current time.</p>
11.	<p>Annual Committee Self-Assessment</p> <ul style="list-style-type: none"> The Committee discussed its performance in 2023/24. While the Committee had generally operated well, the resignation of the previous Chair had resulted in a loss of momentum. This would improve now that a permanent Chair was in place.
12.	<p>Dates of Future Meetings</p> <p>Wednesday 19 February 2025 (online) – now in person Wednesday 4 June 2025 (in person)</p>
13.	<p>Other Business</p> <ul style="list-style-type: none"> The DoG reported that the Board Effectiveness Self-Assessment for 2023/24 would be completed following the LQC meeting on 27 November and circulated to members for comment prior to submission to the Board. <p>Action: DoG to circulate the Board Effectiveness Self-Assessment for 2023/24 to the Committee for comment prior to submission to the Board</p> <ul style="list-style-type: none"> The Committee returned to the discussion on the recruitment of a substantive Chair of the Governing Body under item 6. The current Chair of the Governing Body suggested that the DfE/FEC should have some oversight of the recruitment process for this role.



- The Chair of the Committee raised the possibility of recommending more than one candidate to the Board for appointment, with the Board making the final decision between the candidates. The general view was that this would not be appropriate as it would undermine the selection process which had been agreed by the Board.
- External Governors would be asked to express an interest in becoming a member of the selection panel.
- A paper on the recruitment process for the substantive Chair role would need to come to the Board meeting on 11 December 2024.

Action: DoG to ask External Governors if they wished to express an interest in becoming a member of the selection panel

Action: DoG - a paper on the recruitment process for the substantive chair role would also need to come to the Board meeting on 11 December 2024

Approved as an accurate record by the Search and Governance Committee at its meeting on 5 March 2025

*Clare Mitchell
Director of Governance*