

Minutes of Search and Governance Committee

(All resolutions passed were the unanimous decision of the Search Committee members present unless otherwise stated)

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| Meeting Title | Search and Governance Committee | | | | | | | | | | | | | | | | | | | | | | |
| Date | 18 September 2019 | | | | | | | | | | | | | | | | | | | | | | |
| Members Attending | Mr G. Allen Dr J. Brumwell Cllr S. Gordon - Mr P. Mayhew-Smith - Mr G. Willett | - | Chair Group Principal / CEO | | | | | | | | | | | | | | | | | | | | |
| Attendees | Mrs H. Meredith - | - | Head of Governance | | | | | | | | | | | | | | | | | | | | |
| Items for discussion | | | | | | | | | | | | | | | | | | | | | | | |
| 1.1 | <p>WELCOMES, APOLOGIES AND DECLARATION OF INTEREST Members were welcomed to the meeting. There were no apologies-all members were present.</p> <p>DECLARATION OF INTEREST Members confirmed that they did not have any pecuniary or other interest in any agenda item.</p> | | | | | | | | | | | | | | | | | | | | | | |
| 2. | MINUTES OF LAST MEETING 10 JUNE 2019 AND MATTERS ARISING | | | | | | | | | | | | | | | | | | | | | | |
| 2.1 | <u>Accuracy.</u> The minutes of this committee of 10 June 2019 were accepted as an accurate record and were signed by the Chair. | | | | | | | | | | | | | | | | | | | | | | |
| 2.2 | <p><u>Matters arising</u> The Action Log was reviewed and the following updates noted.</p> <table border="1"> <tr> <td>Disabilities should in future be added to the Skills Audit Form</td> <td>HoG</td> <td>March 2020</td> <td></td> </tr> <tr> <td>The Committee directed the College to put a Student Governor election process in place for September 2019.</td> <td>PM-S</td> <td>Sep 2019</td> <td>Election taking place October 2019</td> </tr> <tr> <td>Governance Improvement Plan to be written including: • Policy on Governor Recruitment to attract younger Governors; • Offering a mentor to new governors and making opportunities for Governors to step up to chair committees; • Development of a Governor Performance Development Review process</td> <td>HoG</td> <td></td> <td>Actioned – as part of Governance Compliance Review against DfE Guide to College Governance Summer 2019</td> </tr> <tr> <td>Session on Board Behaviours to be included at October 2019 Corporation including looking at the Ten Characteristics of a Well Run College</td> <td>HoG</td> <td>Oct 2019</td> <td>Corporation Conference 16 October 2019 to include a session led by RF on the most important issues for governors for the GB to function properly. Governors to be asked to suggest one example of good governance practice and one bad practice. Suggested also use the session to remind governors of Code of Conduct, Role description for governors inc Nolan principles, governors' motivations and how they interact with each other</td> </tr> <tr> <td>Invite LB Wandsworth to nominate a governor</td> <td>HoG</td> <td>June 2019</td> <td>Actioned- see Agenda Item 4</td> </tr> </table> | | | Disabilities should in future be added to the Skills Audit Form | HoG | March 2020 | | The Committee directed the College to put a Student Governor election process in place for September 2019. | PM-S | Sep 2019 | Election taking place October 2019 | Governance Improvement Plan to be written including: • Policy on Governor Recruitment to attract younger Governors; • Offering a mentor to new governors and making opportunities for Governors to step up to chair committees; • Development of a Governor Performance Development Review process | HoG | | Actioned – as part of Governance Compliance Review against DfE Guide to College Governance Summer 2019 | Session on Board Behaviours to be included at October 2019 Corporation including looking at the Ten Characteristics of a Well Run College | HoG | Oct 2019 | Corporation Conference 16 October 2019 to include a session led by RF on the most important issues for governors for the GB to function properly. Governors to be asked to suggest one example of good governance practice and one bad practice. Suggested also use the session to remind governors of Code of Conduct, Role description for governors inc Nolan principles, governors' motivations and how they interact with each other | Invite LB Wandsworth to nominate a governor | HoG | June 2019 | Actioned- see Agenda Item 4 |
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| | Invite RBK to nominate a governor - the Group Principal will speak to the Chief Executive and leader of the Council. | PM-S | June 2019 | Spoken to CEO and leader of council but no nomination yet |
| | Group Principal to talk to Mr Gilbert about being appointed as a skills-based governor | PM-S | June 2019 | Actioned See Item 5 |
| | Ask permission to hold a prospective governor's details until the next governor vacancy arose. | HoG | June 2019 | Actioned and brought back Agenda Item 5.2 |
| | Ask Mr Willett to join the Search and Governance Committee. | HoG | July 2019 | Actioned |
| | Group Principal / CEO to review Link Governor allocations in line with EIF | PM-S | Sep 2019 | Actioned See Agenda Item 6 |
| 3. | ELECTION OF CHAIR AND VICE-CHAIR OF SEARCH AND GOVERNANCE COMMITTEE 2019-20 | | | |
| 3.1 | Election of Chair: Cllr Gordon was elected to serve as Chair for the year. | | | |
| 3.2 | Election of vice-chair: Dr Brumwell was elected to serve as Vice-Chair for the year. | | | |
| 4. | GOVERNOR APPOINTMENT | | | |
| 4.1 | The Committee noted the nomination as a governor of Cllr Jonathan Cook by LB Wandsworth and reviewed his CV noting that he is Deputy Leader of LB Wandsworth Council and Cabinet Member employment, skills & training; and community safety. Through these positions the nomination strengthens the College's link with the local community and skills needs in the LB of Wandsworth. | | | |
| 4.2 | The Committee resolved to recommend the appointment, without interview, to the Corporation of Cllr Jonathan Cook as a skills based governor for a term of office from 16 October 2019 until 31 July 2023 and to invite him to join the Audit Committee. | | | |
| 5. | CURRENT GOVERNOR VACANCIES AND UPDATE ON RECRUITMENT STRATEGY TO FILL VACANCIES | | | |
| 5.1.1 | The committee noted current vacancies for a Student Governor and four Skills Based governors. Cllr Cook will fill one vacancy and one is for a governor nominated by RBK. The Committee discussed the informal arrangement for inviting the four Boroughs to nominate governors and resolved not to recommend any change to this policy so long as it is functioning for the Group. | | | |
| 5.1.2 | The Committee discussed a skills gap for forensic financial scrutiny arising from the recent resignation of the Chair of the FP & R Committee. Following advice from the FE Commissioner ¹ that " <i>Boards of governors MUST include two financially qualified members, who are able to offer support and challenge to the Principal/CEO and FD</i> " the committee resolved to use one of the vacancies to appoint a financially qualified governor. The Corporation currently has one other financially qualified governor (Mr Ratnavel). | | | |
| 5.1.3 | The Head of Governance had advertised the governor vacancies and approached contacts in a number of organisations including: <ul style="list-style-type: none"> • Boardappointments.co.uk • Governors for Schools • ICAEW (Institute of Chartered Accountants in England and Wales) volunteers • Inspiring Governance • NEDonBoard • Women On Board • STCG websites • TES online • the Partners and Directors at PWC | | | |

¹ Letter FE Commissioner 7 May 2019 to FE College Chairs and Principals

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| 5.1.4 | <p>The Committee re-considered its previous decision not to use a professional recruitment agency and resolved to exhaust these approaches (above) first. The Chair suggested approaching the other ‘big four’ accountancy firms if the other approaches are unsuccessful. The Chair offered to approach contacts for the financial vacancy and the RBK nominated role and suggested asking other governors to approach suitably qualified contacts.</p> |
| 5.2 | <p>SHORTLISTING OF PROSPECTIVE GOVERNORS FOR INTERVIEW</p> <p>The Committee reviewed a number of CVs, profiles and covering statements from prospective governors and resolved</p> <ul style="list-style-type: none"> • to invite three of the candidates to interview as prospective governors; • to ask permission to retain the details of one candidate with an educational background to approach again when the next vacancy for that skills set arises; • to decline the other applications; • subsequently to arrange separate interviews for the vacancy for a financially qualified governor when suitable candidates with that skills set have been identified. |
| <p>6.</p> <p>6.1</p> <p>6.2</p> <p>6.3</p> <p>6.4</p> <p>6.5</p> | <p>REVIEW OF COMMITTEE AND LINK GOVERNOR MEMBERSHIPS FOR 2019-20</p> <p>The Corporation approved Committee Memberships for 2019-20 at its July 2019 meeting. However a governor resignation and new Corporation Chair necessitated revisions to these. The Committee reviewed these noting:</p> <ul style="list-style-type: none"> • The end of term of office of Mr Gilbert left a vacancy on the F, P and R Committee; • The resignation of Mr Hick as a governor with effect from 4.9.19 leaving a vacancy for Chair of the Committee and member of the Remuneration Committee. • That, following the election of Mr Foulston as Corporation Chair, Mr Allen stepped down from the Remuneration Committee, Search and Governance Committee and Estates Sub-committee. • There are two current vacancies on the Special Committee. <p>After discussion the Committee resolved to recommend to the Corporation:</p> <ul style="list-style-type: none"> • To appoint Mr Ratnavel to Chair the Finance, Planning and Resources Committee and Estates Sub-Committee for the interim until suitably qualified governors can be recruited to take on these roles. Mr Ratnavel to move from the Audit Committee; • To appoint Ms Driver to Chair the Audit Committee. • To invite Cllr Jonathan Cook to join the Audit Committee; • To appoint Mr Foulston to the Remuneration Committee, Search and Governance Committee and Estates Sub-committee; • To approve the revised Link Governor Protocol and new link governor allocations; • To encourage Link Governors to carry out termly visits to their linked areas. <p>Subject to the Head of Governance securing the agreement of the governors detailed below it was resolved to recommend that the Corporation make the following appointments:</p> <ul style="list-style-type: none"> • To appoint Ms Driver and Ms McSherry to join the Special Committee; • To appoint Ms Driver to join the Search and Governance Committee; • To appoint three new Link Governors to fill the vacancies for 19+ adult (suggested Mr Stone), Personal development (suggested Cllr Cook) and Careers (suggested Mr Allen). <p>It was resolved to recommend these changes as set out in the attached revised matrix to the Corporation:</p> <p>It was resolved to note the Report.</p> |

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| <p>7.</p> <p>7.1</p> | <p>DRAFT GOVERNANCE SAR</p> <p>This was not ready in time for the meeting and the Head of Governance agreed to circulate this to the committee for comment following the meeting. The draft will be copied to the Corporation for the board discussion on 16th October when input from governors will be gathered.</p> |
| <p>8.</p> <p>8.1</p> <p>8.2</p> | <p>REVISED CODE OF CONDUCT FOR GOVERNORS</p> <p>The committee reviewed a Revised Code of Conduct based very closely on a Code drafted by Eversheds solicitors and revised to reflect updated legislation, including GDPR and updates to the College ESFA Funding Agreement.</p> <p>After reviewing the revised Code it was resolved to recommend that the Corporation should adopt this without amendment and that this should be circulated to the Corporation with the papers for 16 October.</p> |
| <p>9.</p> <p>9.1</p> <p>9.2</p> <p>9.3</p> | <p>CONFLICTS OF INTEREST POLICY</p> <p>The committee reviewed a Conflict of Interests Policy drafted by Eversheds solicitors.</p> <p>After reviewing the Policy it was resolved to recommend that the Corporation should adopt this without amendment.</p> <p>The Head of Governance is to send out the annual declarations and Register of Interests forms for all governors to complete and return on 16th October (if not before).</p> |
| <p>10.</p> <p>10.1</p> <p>10.2</p> | <p>GOVERNOR TRAINING</p> <p>The Committee discussed training topics for the November, January and May governor training sessions.</p> <p>It was resolved to use the November session to invite students to give a presentation on a project with the Rape Crisis South London combined with an update on Safeguarding and Prevent.</p> |
| <p>11.</p> <p>11.1</p> | <p>TERMS OF REFERENCE AND SELF ASSESSMENT OF WORK OF COMMITTEE</p> <p>Terms of Reference Members considered the committee's Terms of Reference which had only been reviewed at the last meeting when the remit of the committee was extended to include Governance.</p> <p>Planned Business for the Year It was resolved to agree the Planned Business for the year as attached to these minutes.</p> <p>SELF ASSESSMENT OF WORK OF COMMITTEE FOR 2018-19 The Committee considered a checklist of questions to prompt their self-assessment of the committee's effectiveness for 2018-19.</p> <p>A number of change were made to the membership of the committee during the last year to fill vacancies and bring the necessary skills and experience to this. In addition it was agreed to invite Ms Driver to join the Committee.</p> <p>It was resolved to recommend the Terms of Reference and the proposed work plan (attached to these minutes) to the Corporation for approval.</p> |
| | <p>NEXT MEETING</p> <p>The next scheduled meeting is on Tuesday 28 January 2020 @ 6:30pm at Kingston College. An interview panel for shortlisted governor applicants is to take place as soon as this can be arranged.</p> |

The meeting closed at 7:00pm

Signed..... Date.....

| ACTION LOG | | Responsible | Deadline | Signed off |
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| 1. | Disabilities should in future be added to the Skills Audit Form | HoG | March 2020 | |
| 2. | The Committee directed the College to put a Student Governor election process in place | PM-S | Oct 2019 | |
| 3. | Session on Board Behaviours to be included at October 2019 Corporation | RF / PM-S | Oct 19 | |
| 4. | Invite RBK to nominate a governor - Group Principal to speak to the Chief Executive and leader of the Council and Chair to speak to RBK contacts. | PM-S SG | Nov 2019 | |
| 5. | Recruitment of a financially qualified governor- ask other governors to approach suitably qualified contacts. | HoG / Governors | Nov 2019 | |
| 6. | Invite shortlisted prospective governors to interview | HoG | Oct 2019 | |
| 7. | Invite governors to fill Committee and Link Governor vacancies as per Item 6.3 | HoG | Oct 2019 | |
| 8. | Annual declarations and Register of Interests forms to be sent to all governors to complete and return on 16 th October (if not before). | HoG | Sep 2019 | |
| 9. | November governor training - Invite students to present on project with the Merton Rape Crisis centre combined with Safeguarding / prevent update | HoG | Oct 2019 | |

Terms of Reference, Membership and Delegated Authority Search and Governance Committee

Duties

1. To advise the Corporation on the appointment or re-appointment of members of the Corporation (other than the Principal, staff members and student members);
2. To determine selection criteria and procedure to ensure that candidates of appropriate merit are attracted and that due consideration is given to achieving a balance of skills, interests, gender, ethnicity, age and experience amongst the membership;
3. To be responsible for determining the process for, and for nominating candidates for positions on the Corporation;
4. To make recommendations on the induction, training and professional development for governors and the Head of Governance; and
5. To consider and report to the Corporation on matters affecting the determination of the Corporation and the membership of its committees.
6. To ensure that the Corporation is able to communicate effectively with local community and business links and to comply with the Public Sector Equality Duty.
7. To review from time to time the Corporation's Code of Conduct and to ensure that arrangements exist for identifying potential conflicts of interest between Governors' business or private concerns and their responsibilities as a Corporation member.
8. To recommend ways in which the Corporation can enhance its efficiency and effectiveness.
9. To consider the performance of the Corporation's Committees during the preceding academic year, making recommendations to the Corporation as to the content of the Governance element of the College's annual Self-Assessment Report.
10. To be responsible for monitoring and advising the Corporation on its compliance with all Corporate Governance Codes adopted by the Corporation and governance duties and responsibilities required by law or by Regulatory Bodies.

Meetings

The committee shall meet as required with at least one meeting per annum.

Board Assurance & Risk

To provide an annual opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Authority

The Search and Governance Committee makes recommendations to the Corporation, which alone has the power to approve the appointment of a new Governor.

Proposed Membership

The Committee to consist of up to 5 nominated members to include the Chair of the Corporation, Group Principal / CEO and up to 3 other Corporation members.

In addition the Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the process of search and or to verify that the process is independent and free from any form of patronage. In addition, where necessary to enable the appointment process to take place either Vice Chair of the Corporation may be called upon to serve on an appointment panel.

External Advice

The Committee may seek the services of such external advisers as they consider necessary to fulfil their responsibilities.

Chair

The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Procedural Rules

The procedural rules will be those, which govern the proceedings of the Corporation.

Quorum

A quorum of the Committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Reporting Responsibilities

The Chair of the Committee shall report formally to the Corporation on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.

The Committee shall provide an opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Revised May 2019
Next review May 2020

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| <p>September 2019</p> | <p>Governor appointments –shortlisting for interview and setting up interview panel</p> <p>Committee Memberships – review and recommendation for any changes</p> <p>Governance SAR and Governance Improvement Plan</p> <p>TOR review and self-assessment of work of committee</p> <p>Governance policies for review: Code of Conduct , Conflict of interests Policy</p> <p>Governor Training 2019-20 – to discuss topics</p> |
| <p>January 2020</p> | <p>Governance Behaviours work arising from October Conference</p> <p>Governance Compliance Review work:</p> <ol style="list-style-type: none"> 1. Development of a Policy on Governor Recruitment to attract younger Governors to the Board- E.g. using social media, community involvement and CSR in ‘corporates’; 2. Setting up of a governor mentoring scheme for new governors; 3. Development of a Performance Development Review process for individual governors to check that they are integrating and contributing well and to provide an opportunity to thank governors. <p>Compliance review against Code of Governance</p> <p>Update on nomination for new governor by RBK</p> <p>Board Risk Assurance – review of allocated risk areas</p> |
| <p>May 2020</p> | <p>Governance SAR checklist for Governors to complete – for review / updating</p> <p>Governor PDR meetings – planning dates, who carrying these out</p> <p>Governors’ Skills Audit 2020 - Review analysis and recommendations arising</p> <p>Governor Succession planning work for 2020-21 - to replace any retiring governors, based on findings from skills audit</p> <p>Governance policies for review / development : Policy on use of College funds for political purposes</p> <p>Governor training – planning for 2020-21</p> <p>Committee Memberships – review and recommend any changes for 2020-21</p> <p>Board Risk Assurance – review of allocated risk areas</p> |