

EALING, HAMMERSMITH, AND WEST LONDON COLLEGE FE CORPORATION

Meeting	SEARCH AND GOVERNANCE COMMITTEE		
Date	18 January 2022	Time	17.00
Venue	Virtual Meeting using zoom		
Chair	Ian Comfort		

Members: Ian Comfort; Callum Anderson; Phillip Kerle; Karen Redhead.

In attendance: Ra Hamilton-Burns –Governance Advisor

No.	ITEM
1.	Apologies for Absence No apologies were received.
2.	Declarations of interest Phillip Kerle declared that he is a governor at Orbital Colleges South.
3.	Minutes of the meeting held on 7 October 2021 AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED THAT THE MINUTES OF THE MEETING HELD ON 7 October 2021 WERE A TRUE AND ACCURATE RECORD.
4	Matters arising Ra Hamilton-Burns offered the following updates. All items from the September meeting were complete but the following are still ongoing from the prior meeting: Item 3. Ra Hamilton-Burns and Karen Redhead still have to review board pack solutions and costs and will bring a report to a future meeting. RHB has now researched and collated a list of suppliers used in FE. There was a discussion about the Board software and Karen Redhead suggested that Terry Stephens be consulted and invited to any demonstrations. He can then consider any technical requirements and also advise on access to the Governor KPI dashboard at the same time. She expressed concern that the College should not buy features that they do not need. ACTION: RHB to meet with TS and involve KR to scope and discuss Board paper solutions Item 5. Karen Redhead and the team are still investigating technology for effective hybrid meetings. Ra Hamilton-Burns told the Committee that this had been a subject of a long discussion at the AoC London Governance Professional’s meeting and people had reported with technology to ensure full participation of all attendees.
5	Review of Board roles, distribution, and expectations Review of the distribution of workload for Board members – the Committee reviewed the distribution of workload amongst the governors and noted that most governors attend 2 or 3 ‘meetings’ but that the Chair, Vice Chairs and CEO attend the most meetings (4 each). It was agreed

that this is commensurate with their roles.

Review of Board structure – The Committee reviewed the Board and Committee structure which is the traditional committee model used commonly throughout FE. It was noted that the College had moved away from the Carver model when Karen Redhead joined the College. The delegation and scrutiny of matters to Committees is working to make Main Board meetings effective. Phillip Kerle requested that a time-limited, task and finish, working group be established to manage the exit from Park Royal. It was agreed that this would most appropriately be a working group and not a committee.

Action: RHB and PK to draft the TOR for the Estates Working Group

The Committee discussed the **membership of the committees**. It was agreed that there is a need to identify a new member for the Curriculum and Standards Committee either as a full Board or co-opted member. Karen Redhead reminded the Committee that it would be advantageous to recruit someone with Teaching, Learning and Assessment expertise perhaps from a secondary school. It was noted that the Board had lost the gender balance with recent resignations. The recruitment panel will be mindful of all diversity considerations. It was suggested that the Clerk write to local headteachers, and Karen Redhead added that the College has strong links with Headteachers and the Education Dept in Ealing which might also be a potential contact.

Action: RHB and KR to discuss the most appropriate way to recruit appropriate TLA experience on the C&Q Committee.

Student Governors – it was noted with regret that Najia Jamali had resigned due to conflicting demands on her time. Ra Hamilton-Burns is in discussions with Chris Nixon about a student election and has met with a candidate to discuss the role. Once the new student governor has been elected, an induction, buddy and appropriate training will be arranged.

Committee membership – In order to balance membership of committees, Ra Hamilton-Burns was asked to contact Debbie Stephenson to ask her to consider moving to Audit Committee. It was recognised that she had been asked to join Finance and General Purposes for a time-limited period and may prefer to revert to only one Committee.

Senior Independent Director/Governor – Ra Hamilton-Burns explained that some colleges are appointing SIDs to reflect practice recommended for corporations by the Higgs review and most recently adopted by the HE Code of Governance. The Committee discussed the role and decided that:

- The Board is constituted mainly by independent governors already
- The current Board structure allows for any conflicts or disputes to be managed effectively
- That there is no need currently for a SID to be appointed

Action: RHB to contact Debbie Stephenson re membership of the Audit Committee.

AGREED: The Search Committee agreed:

1. That the Board structure is appropriate to support the College business
2. That the current roles of Board members represent appropriate distribution of workload and influence
3. That the replacements for Najia Jamali and Hilary Macaulay be sought as soon as possible with due regard to EDI
4. That Jake McClure be appointed as joint lead governor for EDI
5. That a SID should not be appointed.
6. To reaffirm that additional link governors are not required for now but to be kept under frequent review

The Search Committee asked Ra Hamilton-Burns to contact governors to ask them if they would volunteer to be a buddy to new governors.

6 Governance self-assessment

The Board had agreed a full matrix of Governance self-assessment activities and Ra Hamilton-Burns reported on two items within this framework.

Review of actions against external Board review

The Committee noted that of the seven actions identified:

Three are **Green**:

- Two recommendations on new governors being involved in ownership and driving College strategy The Board has a strategy day scheduled for 24 January 2022. It also reviewed and approved the College strategy refresh at its meeting in October 2021.
- One recommendation on refreshment of the standing orders and terms of reference. The standing orders and terms of reference were all updated and renewed in July and October 2021.

Three are **Amber**:

- One recommendation on reviewing and strengthening its student governor arrangements – a great deal of effort was made, and the actions are outlined. This item is ongoing and one of the student governors resigned just before this meeting. Ra Hamilton-Burns had met with a candidate standing in the new election to outline the role.
- One recommendation on reviewing how the Board hears and understands the student voice – this has been reviewed by the C&Q Committee, but this item cannot be closed as it is, by its nature, an ongoing focus for the Board.
- One recommendation on updating and managing the Board section of the College website – work is progressing on this. Many of the out-of-date items were removed and updates posted. The Governance team is working with the marketing team to update the design, content, and access to these pages.

One is **Red**:

A recommendation that the Board should investigate investment in an electronic Board paper system. The Committee reviewed a list of the most commonly used Board Portal software being used in the sector. It was agreed that Ra Hamilton-Burns will obtain quotes. The current Google shared drive is not accessed by many governors who use the file created by Esther and circulated. Whilst this is appreciated by some, it represents a great deal of time, leads to different versions being used by governors (as the Google drive is updated) and is a security risk.

- **Agree strategy for Governance Improvement plan –**
 - The Committee agreed that the current improvement plan will remain in place and that a new GIP will be drafted when the Skills and Post-16 Education Bill¹ is finalised.

7 Review of Instrument and Articles – to recommend

Only two changes were advised:

1. to revert to the 'normal' quoracy of 40% as the reduction to 30% has never been needed. The College's Board and Committee attendance has been above the FE sector average throughout the pandemic.
2. Clarification on the meaning of Corporation meeting minutes – the wording will be amended to read 'minutes of the Board of the Corporation'.

Action: Ra Hamilton-Burns to amend the Instrument and Articles as agreed and present to the Board.

AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND THE REVISED INSTRUMENT AND ARTICLES TO THE BOARD.

¹ [Skills and Post-16 Education Bill \[HL\] - Parliamentary Bills - UK Parliament](#)

Reports for noting	
8	<p>i. Governor training, development record and programme Ra Hamilton-Burns reminded governors that this was an in-year report but that a considerable amount of training had been offered through the ETF governance training programme, the twilights and AoC events. A full report will come to the summer term meeting.</p> <p>ii. Report of compliance against statutory returns The statutory returns are still being processed and Esther Mato-Rial is chasing outstanding certificates and forms.</p>
9	<p>Governance self-assessment and succession planning</p> <p>i. Governance attendance</p> <p>ii. Terms of office</p> <p>The Committee noted the reports.</p>
10	<p>Statement of independence of the Clerk</p> <p>The Committee discussed the clause on independent legal advice as required. It was agreed that it was appropriate. Governors focused on the item 'has the authority to seek independent legal advice as required.'. It was agreed that this should be changed to 'has the authority to seek legal advice independently'. It was suggested that a figure of £5k might be appropriate for this in the future governance budget.</p> <p>AGREED: The Search Committee agreed that the statement on the independence of the Clerk was appropriate but looks forward to the governance budget coming to a future Committee meeting.</p>
11	<p>Evaluation of meeting</p> <p>Governors considered that the meeting had been effective, papers informative and that there had been enough time to discuss and debate all matters.</p>
12	<p>Any other business</p> <p>There were no items of other business.</p>
13	<p>Date of next meeting</p> <p>The next Search and Governance meeting will be held on 10 May 2022 at 18.00</p> <p>The meeting ended at 18.15</p>