

EALING, HAMMERSMITH, AND WEST LONDON COLLEGE FE CORPORATION

Meeting	SEARCH AND GOVERNANCE COMMITTEE		
Date	26 November 2020	Time	18.00
Venue	Virtual Meeting using zoom		
Chair	Ian Comfort		
Members: Ian Comfort; Phillip Kerle; Karen Redhead (CEO); Ros O'Garro. Vacancy			
In attendance: Ra Hamilton-Burns – Interim Governance Advisor			

No.	ITEM				
1.	Apologies for Absence Phillip Kerle had sent apologies.				
2.	Declarations of interest There were none.				
3.	<p>Minutes of the meeting held on 29 September 2020 – TO APPROVE Members reviewed the minutes of the meeting held on 29 September 2020 and agreed that they were accurate.</p> <p>Correction: The spelling of Ros O'Garro's name needs to be corrected.</p> <p>AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED THAT THE MINUTES OF THE MEETING HELD ON 29 SEPTEMBER 2020 WERE A TRUE AND ACCURATE RECORD.</p>				
3.1	<p>Matters arising – TO NOTE Ra Hamilton-Burns offered the following update on matters arising from the September Committee meeting:</p> <table border="0"> <tr> <td style="vertical-align: top;"> <p>1. The Committee agreed that the governance position paper, audit of governance and mapping of the college and Board activities against the AoC Code of Good Governance for English Colleges should be further developed and reported as outlined to the November meeting of the Search and Governance Committee</p> </td> <td style="vertical-align: top;"> <p>This was noted and the updates are on the agenda of this meeting.</p> </td> </tr> <tr> <td style="vertical-align: top;"> <p>2. The Committee noted Membership report and agreed to recommend to the Board at its October 22, 2020 meeting, that the following members be</p> </td> <td style="vertical-align: top;"> <p>These members were appointed for a four-year term by the Board at its meeting of 22 October 2020.</p> </td> </tr> </table>	<p>1. The Committee agreed that the governance position paper, audit of governance and mapping of the college and Board activities against the AoC Code of Good Governance for English Colleges should be further developed and reported as outlined to the November meeting of the Search and Governance Committee</p>	<p>This was noted and the updates are on the agenda of this meeting.</p>	<p>2. The Committee noted Membership report and agreed to recommend to the Board at its October 22, 2020 meeting, that the following members be</p>	<p>These members were appointed for a four-year term by the Board at its meeting of 22 October 2020.</p>
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	<p>reappointed for a four-year term for the dates specified</p> <ul style="list-style-type: none"> . Phillip Kerle to 20 October 2024 . Peter Chapman to 20 October 2024 . Callum Anderson to 20 October 2024 . Ian Comfort to 20 October 2024 <p>3. The Committee discussed Vice-Chair roles and agreed to recommend to the Board at its meeting on 22 October 2020 that it creates two roles of Vice-Chair in order to strengthen support to the College and succession planning.</p> <p>4. The Committee discussed the Template for GDPR and agreed that this template would form one of the Boards required annual returns.</p> <p>5. The Committee agreed to recommend that the Corporation of Ealing, Hammersmith, and West London College resolves to adopt the Eversheds' Code of Conduct for its members and require them to complete the return annually</p> <p>6. The Committee reviewed the Protocol for meetings in Autumn term 2020 and agreed to ask the IGA to write to Board members to explain that for the foreseeable future, meetings will take place remotely</p> <p>The Committee noted that all actions had been completed.</p>	<p>The Board created two roles for Vice Chair at its meeting of 22 October 2020.</p> <p>This was agreed and the IGA circulated this return with the Code of Conduct.</p> <p>The Board adopted the Eversheds' Code of Conduct at its meeting of October 22 2020. The IAG circulated this return.</p> <p>The IGA had informed all members that meetings would remain remote until further notice in the briefing of October 12 2020.</p>
4	<p>January Strategy Day</p> <p>Karen Redhead said that there is a good chance that the White Paper will be delayed. However, the College is expecting that the IBR will be ready for this meeting and the Board response to this will be one possible session.</p> <p>Members agreed that the Board might receive a presentation on the IBR followed by a session on the implications and the College's response to it.</p> <p>Action: KR to agree best approach with ESFA who have commissioned the IBR</p> <p>Karen Redhead suggested a session on the College for the Future¹. RHB had circulated the English final report to the Board in the second November Board briefing. The Committee discussed who might be invited to facilitate this item and Karen Redhead suggested Lewis Cooper or Ian Diamond.</p> <p>Ros O'Garro agreed that a session on the College for the Future would be extremely useful.</p>	

¹ <https://www.collegecommission.co.uk/final-report-uk>

Action: RHB to contact possible presenters for the College of the Future item.

Karen Redhead suggested that the first of the following sessions being prepared for College SLT might be appropriate as an additional strategy day session:-

- Corporate values to drive culture change - Ambition and Accountability
- Corporate values to drive culture change – Integrity and Inclusion
- Climate and Sustainability
- Digital Innovation

There is also discussion of an additional session on wellbeing and mental health for rollout to the College management team. These sessions would then be cascaded to colleagues.

Members agreed that it would be useful if one board member could attend each of these but recognised that may cause an imbalance if many board members attended. Karen Redhead suggested that up to two at each would work well and they could be involved in the breakouts. It was agreed that Ra Hamilton-Burns would invite expressions of interest for each session and explain that there are only two governor places.

Action: RHB to invite expressions of interest for each of the College workshops

5 Membership Review, Terms of office and Succession Planning

Update on new member interviews and recommendations

Curriculum, Quality and Performance Committee (CQP)

Ra Hamilton-Burns reminded the Committee that as a result of the AoC recruitment campaign to find new members for the CQP Committee:

- 11 CVs received from AoC create for CQP candidates
- 2 shortlisted
- RHB has written to [REDACTED] to thank him but let him know that there was a candidate more suited to the skills needed on this occasion. His details will be kept on file
- The Search and Governance interview panel will recommend Hilary Macaulay as a new Board member and member of CQP

AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND HILARY MACAULAY TO THE BOARD FOR APPOINTMENT FOR TERM OF FOUR YEARS.

Peridot search sponsored by DfE

Frances Wadsworth, Deputy FE Commissioner, has kindly recommended that the College be nominated to receive free recruitment support from Peridot Partners. The campaign will target a vice chair for CQP and a co-opted member for the FGP Committee.

- 11 Jan – Search closes
- 15 Jan – Shortlisting

- 22 Jan – Peridot interviews

Vacancy on Search Committee

Members discussed the vacancy on the Committee and Ra Hamilton-Burns informed them that Callum Anderson had kindly agreed to join the Committee. The Committee agreed that it would be appropriate for both Vice Chairs of the Board to be members.

AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND THAT CALLUM ANDERSON IS APPOINTED AS A MEMBER OF THE SEARCH COMMITTEE.

Update on completion on annual returns

- Completion rates have been extremely pleasing
- A few to complete – prevent and safeguarding are being followed up
- HR has now clarified that Fire Awareness, Covid19 and basis DPR are not required.

The Committee noted the report.

ACTION: The Governance team will continue to chase returns

6 Self-assessment and skills surveys

I. Skills audit survey

The Committee received the copy of the report sent to Frances Wadsworth on 22 October 2020. She had commented that the finance skills coverage that the Board has is good. She sought clarification that the Board had sufficient property/estates expertise and had been reassured to be sent Peter Chapman's cv.

Ra Hamilton-Burns reminded the Committee that the profile of the Board has moved on since this report. The Board has already welcomed two new student governors and three new CQP members. The Peridot campaign has the potential to additionally recruit one more CQP member and one additional financially experienced or qualified member.

The Committee reviewed the outcomes of the survey and concluded that the Board has a broad range of appropriate skills and plans for eventual succession are well developed. It was agreed that skills surveys will include all protected characteristics for voluntary disclosure. A review of the membership to ascertain ethnicity will be reported to the January Search meeting. Ian Comfort added that the Board should be mindful of not just physical diversity but also of cognitive diversity. The Committee agreed that this would make an interesting twilight session for Board training and discussion.

Action: RHB to ask if Matthew Syed would be prepared to offer a session on cognitive diversity.

Action: RHB to prepare an update to the January 2020 Search Committee on ethnicity on Board.

Self-Assessment:

Ra Hamilton-Burns outlined the Board's approach to self-assessment which is a matrix of activities which provide ongoing review and development to inform the Search Committee and the Board. These are taken from best practice and include:

- **Skills Survey** – this has taken place and the outcome report is attached to this report.
- **Board effectiveness review** – this has taken place and the outcomes are included in this report.
- **Committee Review of Effectiveness** - WLC Committees can provide an annual review of their effectiveness by mapping the business carried out over the year against terms of reference. This process works well to provide evidence of committee effectiveness and highlights areas for further work.
- **Annual Review of the Chair and Director of Governance** - An anonymous annual survey would be sent to all governors and executive members and a follow up meeting is held to feedback to both individuals by Vice Chairs. An opportunity for governors to meet with the Chair, the Chair and Vice Chair of the Governance Committee is given as part of the survey.

121s with the Chair and Vice Chairs - Meetings with board members can be carried out through the year, either as diarised appointments or on request from the board member to ensure that governors are supported, their skills and experience updated appropriately and they have a chance to feedback.

AGREED: THE COMMITTEE AGREED THAT THE SELF-ASSESSMENT MATRIX OF ACTIVITIES IS APPROPRIATE.

7 Governance review

Ra Hamilton-Burns offered updates for the Committee to discuss and review.

I. Governance position paper

This has been updated and whilst, as a live document, it will need constant updating to reflect new members, and board information it is now complete enough to be shared. The Committee reviewed the document and agreed that it was an accurate reflection of the Board.

AGREED: THE SEARCH AND GOVERNANCE COMMITTEE APPROVED THE GOVERNANCE POSITION PAPER

II. Mini audit

Ra Hamilton-Burns reported that this audit of governance has now been completed.

- There were no major concerns.
- It was recognised that the standing orders require review
- The regularity audit is still underway as part of the annual returns process

	<ul style="list-style-type: none"> Board cycle of business has now been reviewed and updated by the Senior team to ensure all statutory and best practice requirements are met at a time appropriate for the College. <p>AGREED: THE SEARCH AND GOVERNANCE COMMITTEE ACCEPTED THE GOVERNANCE AUDIT FINDINGS.</p> <p>III. Mapping of WLC Board against AoC Code of Good Governance</p> <ul style="list-style-type: none"> The process is now complete Board and College are compliant with most items and there are explanations where not Some items are not due yet in the 'College' calendar <p>The Committee was pleased to note that the Board is compliant with the majority of requirements with only a few still in the amber category. The Committee noted the report.</p>
8	<p>Policies</p> <p>I. Governor succession policy The Committee reviewed the policy and agreed it was appropriate.</p> <p>AGREED: THE SEARCH AND GOVERNANCE COMMITTEE APPROVED THE GOVERNOR SUCCESSION POLICY</p> <p>II. Governor expenses policy The Committee reviewed the policy and asked that it be circulated to members with a reminder that expenses should be claimed when appropriate.</p> <p>AGREED: THE SEARCH AND GOVERNANCE COMMITTEE APPROVED THE GOVERNOR EXPENSES POLICY</p> <p>III. Public Values statement - this is included in the strategic plan² and is therefore already approved but the Committee noted that the College has one in place and this is publicly available.</p>
9	<p>Board job descriptions</p> <p>Ra Hamilton-Burns explained that the College is advised to have role descriptions in place and those being proposed are all standard from the national clerks' network source, governance4fe.</p> <ul style="list-style-type: none"> I. Chair II. Vice Chairs III. Governors IV. Co-opted Governors <p>Action: RHB to circulate approved role descriptions to Board.</p>

² https://www.wlc.ac.uk/images/downloads/publications/Strategic_Plan_FINAL_Jan_2020.pdf

	AGREED: THE SEARCH AND GOVERNANCE COMMITTEE APPROVED THE ROLE DESCRIPTIONS FOR THE CHAIR, VICE CHAIRS, GOVERNOR AND CO-OPTED GOVERNOR
10	<p>Independence of the Clerk</p> <p>Ra Hamilton-Burns reminded the Committee that a review and statement on the independence of the Clerk is a requirement of the regularity audit and the Code of good governance Item 9.3.</p> <p>The Committee was satisfied with the majority of statements but raised the question on the financial limits on the final statement ‘to give authority to seek independent legal advice as required’. It was agreed that a contingency budget for legal advice be agreed with Anil Nagpal as part of the overall governance budget. Ra Hamilton-Burns reminded the Committee that the College subscribes to Eversheds GovernancePlus³ service which offers a legal helpline for many items so the need for a budget for legal advice should be limited.</p> <p>AGREED: THE COMMITTEE AGREED THAT THE STATEMENT OF THE INDEPENDENCE OF THE CLERK IS APPROPRIATE WITH THE ONE CHANGE OUTLINED.</p>
11	<p>Any other business</p> <p>Some members had asked the Committee to consider bringing meeting times forward to 17.00 or 17.30. The Committee discussed this and agreed that, in principle, a change to an earlier start time might be appropriate whilst meetings are taking place online. However it was agreed that once physical meetings resume, members will need time to travel to the college after their working day ends.</p> <p>The Committee asked Ra Hamilton-Burns to conduct a poll to see if members would like meetings brought forward from January 2021 onwards whilst remote board meetings continue.</p> <p>Action: RHB to create and issue a poll seeking members’ views on an earlier meeting time whilst these are online.</p>
11	<p>Date of next meeting</p> <p>The next Search and Governance meeting will be held on Thursday 26 January at 18.00</p> <p>The meeting ended at 19.00</p>

Chair’s signature: _____

Date: _____

Date	26 November 2020
Filename	

³ <https://www.eversheds-sutherland.com/global/en/where/europe/uk/sectors/education/governance-service.page>