

EALING, HAMMERSMITH, AND WEST LONDON COLLEGE FE CORPORATION

Meeting	SEARCH AND GOVERNANCE COMMITTEE		
Date	10 May 2022	Time	18.00
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.	<p>Apologies for Absence Ian Comfort had sent his apologies that he will join later at 18.30.</p> <p>Phillip Kerle agreed to Chair the meeting. He welcomed everyone to the meeting. The Chair congratulated Callum Anderson on being successfully elected as the Councillor for South Acton in Ealing Council. Callum had subsequently tendered his resignation from the Board but will not leave until July 31, 2022.</p>
2.	<p>Declarations of interest Phillip Kerle declared that he is a governor at Orbital Colleges South and a Director of Capital Talent Box Limited. Callum Anderson declared that he is now a councillor at Ealing Council after the election on 5 May 2022.</p>
3.	<p>Minutes of the meeting held on 17 January 2022</p> <p>AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED THAT THE MINUTES OF THE MEETING HELD ON 17 JANUARY 2022 WERE A TRUE AND ACCURATE RECORD.</p>
4	<p>Matters arising All items from the January 2022 meeting were complete.</p>
5	<p>Membership</p> <p>I. Vacancies and recruitment There will be three vacancies on the Board at July 31 2022. The Committee discussed the skills and diversity required for the new members. Finance and teaching and learning are the two key areas of focus.</p>

Karen Redhead has contacted two recruitment agencies in the sector to put in place a campaign to invite expressions of interest. An external campaign will seek at least two strong candidates to join the Board.

The Search panel had interviewed a candidate with finance expertise and qualifications, Mustafa Sami, directly before this meeting and Karen Redhead recommended his appointment to the Board.

ACTION: RHB TO CIRCULATE A RECOMMENDATION THAT MUSTAFA SAMI BE APPOINTED TO THE BOARD VIA ELECTRONIC RESOLUTION.

Phillip Kerle suggested that he knows a strong finance candidate and will contact him to ascertain his interest. It was suggested that a strong Audit chair from another College might be approached to act as a co-opted Chair for a limited period of time and be a coach to potential chairs.

ACTION: PK TO CONTACT CANDIDATE WITH FINANCE AND AUDIT EXPERTISE AND ADVISE THE COMMITTEE VIA EMAIL

The College has also been contacted by an Education specialist who has expressed an interest in joining the Board and this is being pursued.

It was suggested that short exit interviews should be carried out for departing governors.

ACTION: RHB TO ARRANGE EXIT INTERVIEWS

II. Board Chair and Vice Chairs

The departure of Callum Anderson will leave a vacancy for a Vice Chair. The Committee discussed the necessity of having two Vice Chairs and agreed that given the College's position in intervention, it is useful but not essential. The Committee agreed that the Board should operate with one Vice Chair over the summer period and review the position in the next academic year.

III. Committee Chairs

The Committee agreed that the Committee membership and their chairs should remain as they are as many have recently been appointed. There was discussion about a replacement Chair for Remuneration Committee, and it was agreed that Phillip Kerle be appointed.

Ian Comfort joined the meeting at 18.45

IV. Committee terms of reference

The Committee agreed the terms of reference should remain the same but noted that there may be changes due to the Audit Code of Practice 2022.

ACTION: RHB TO ADVISE IF ANY CHANGES ARE NEEDED TO THE AUDIT COMMITTEE TERMS OF REFERENCE TO THE SEPTEMBER 2022 MEETING.

Callum Anderson left the meeting at 19.00

V. Board cycle of business

This has been reviewed and should be recommended to the June 2022 Board meeting for ratification.

AGREED: THE SEARCH COMMITTEE AGREED TO RECOMMEND THE BOARD CYCLE OF BUSINESS FOR 2022/23 TO THE BOARD MEETING ON 28 JUNE 2022.

6 Governance self-assessment

Item 6.i - The Committee reviewed the set of self-assessment activities at its January 2022 meeting and agreed they are appropriate; it was subsequently approved by the Board. The Committee noted that it already includes the new requirement of the recently passed Skills and Post-16 Education Act 2022¹ as the College benefitted from being a pilot in the DfE/ETF pilot for the external reviews. The matrix of activities includes:

Activity	Format	Timing	Reported to
Review of prior year attendance	Paper	September	Search and Board
Annual Board effectiveness survey online	Online survey Paper	September	Search and Board
Review of Chair's performance	Online survey Paper	June	Search and Board
Review of Head of Governance performance	Online survey Paper	June	Search and Board
Individual Governors' annual review meetings with Chair and Vice Chairs	In person meeting Summary	May/June	Search and Board
Governors' skills survey	Online survey Paper	July	Search and Board
End of meeting feedback	Online survey Minutes	Throughout year	Each following meeting
Committee annual effectiveness reviews	Online survey Paper	July	Search and Autumn meeting
Internal audit of Governance	Audit firm report	As	Audit Committee
External Board review outcomes – action plan and monitoring	Paper	Continuous	Search and Board

¹ [Skills and Post-16 Education Act 2022 - Parliamentary Bills - UK Parliament](#)

Item 6.ii Review of actions against external Board review

Rob Lawson, National Leader of Governance met with Ian Comfort and Ra Hamilton-Burns on 3 May 2022 to review the process of the external Board review and to assess the College’s progress against the action plan. A report will be sent to Ian Comfort to share with colleagues in the next week.

The Committee noted that of the seven actions identified:

Five are **Green:**

- Two recommendations centred on new governors being involved in ownership and driving College strategy The Board held a strategy day scheduled for 24 January 2022. It also reviewed and approved the College strategy refresh at its meeting in October 2021. The governors are also involved in an Estates Working Group which ensures that the strategy to decant from Park Royal is on time and within budget.
- The standing orders and terms of reference were all updated and renewed in July and October 2021.
- One recommendation on reviewing how the Board hears and understands the student voice. The Deputy Principal Curriculum and Quality created a matrix of activities to capture and share the student voice with the Board which was presented to the C&Q Committee. The College also staged a set of Governor College visits on May 3 where governors were able to meet with teachers and learners which was well received.
- One recommendation on updating and managing the Board section of the College website. Many of the out-of-date items were removed and updates posted. The Governance team continues to work with the marketing team to update the design, content, and access to these pages.

Two are **Amber:**

- One recommendation on reviewing and strengthening its student governor arrangements – a great deal of effort has been, and continues to be, made and the actions are outlined. This item is ongoing, and Ra Hamilton-Burns has contacted Chris Nixon to plan effective recruitment for Student Governors for the coming year.
- A recommendation that the Board should investigate investment in an electronic Board paper system. This has been progressed and is Item 8 on these papers.

Item 6.iii – Upcoming Board self-assessment activities

Seeking for the Committee to agree that RHB should put in place as soon as possible:

- Chair’s appraisal survey
- Clerks’ appraisal survey
- Skills survey
- One-to-one meetings schedule planning

ACTION: ESTHER MATO-RIAL TO LIAISE WITH IAN, PHILLIP AND CALLUM AND GOVERNORS TO SET UP MEETING TIMES FOR ONE-TO-ONE REVIEWS.

AGREED: THE OUTLINED SELF-ASSESSMENT ACTIVITIES SHOULD BE CARRIED OUT IN THE SUMMER TERM AND OUTCOMES REPORTED TO THE AUTUMN SEARCH AND GOVERNANCE COMMITTEE.

7 **Good Governance**

7.1 – Good Governance new version 2022/23

AGREED: THE COMMITTEE AGREED TO RECOMMEND THAT THE BOARD ADOPTS THE AOC CODE OF GOOD GOVERNANCE FOR 2022/23

7.2 – WLC Governance Position paper

AGREED: THE COMMITTEE AGREED THE WLC GOVERNANCE POSITION PAPER WAS AN

	<p>ACCURATE REFLECTION OF THE BOARD AND ITS ACTIVITIES</p> <p>7.3 – Governance Improvement Plan The Committee noted the Governance Improvement plan for 2021/22 and noted that a refreshed version will be drafted for review for 2022/23.</p> <p>7.4 – Arrangements for obtaining the views of staff, students and employers AGREED: THE COMMITTEE AGREED TO RECOMMEND THE STATEMENT OUTLINING THE ARRANGEMENTS FOR OBTAINING THE VIEWS OF STAFF, STUDENTS AND EMPLOYERS.</p>
8	<p>Board software proposal The Search Committee discussed the options outlined in the paper and the potential benefits and risks. The current system of Google is working well for some governors and the College is looking at moving to Office 365 in the coming year. There was also discussion about SharePoint as a solution. There was a discussion about where the repository of documents will sit. Karen Redhead expressed concern about the maintenance and access to archived documents. It was agreed that a limited trial of GovernorHub would commence for one committee, Finance and General Purposes and that the Committee would review at a future meeting.</p> <p>AGREED: THE COMMITTEE AGREED THAT GOVERNORHUB SHOULD BE TRIALLED FOR FGP COMMITTEE.</p>
9	<p>Evaluation of meeting</p> <p>ACTION: RHB TO CIRCULATE POST-MEETING EVALUATION SURVEY</p>
10	<p>Any other business</p> <p>The DfE and Charity Commission have reviewed the position of students under 18 in terms of their constitutional right to vote. The review concluded that the clause included in the 2008 Instrument and Articles is not compatible with charity law as it prevents students under 18 fully exercising their role as charity trustees. The recommendation is that Boards should alter their Instrument and articles to remove this clause. The current clause in WLC’s Instrument and Articles reads:</p> <p>Article 13 (8)</p> <p>(1) A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:</p> <p>(a) for the expenditure of money by the Corporation; or under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether Immediate, contingent, or otherwise</p> <p>AGREED: THE COMMITTEE AGREED TO RECOMMEND THAT THE CLAUSE RESTRICTING STUDENT GOVERNORS UNDER THE AGE OF 18 VOTING ON FINANCIAL OR CONTRACTUAL MATTERS BE DELETED FROM THE INSTRUMENT AND ARTICLES.</p>
11	<p>Date of next meeting</p> <p>The next Search and Governance meeting will be held on Tuesday 27 September.</p> <p>The meeting ended at 19.25</p>