

# EALING, HAMMERSMITH, AND WEST LONDON COLLEGE

## MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE

<b>Meeting</b>	<b>SEARCH AND GOVERNANCE COMMITTEE</b>		
<b>Date</b>	27 September 2022	<b>Time</b>	18.00
<b>Venue</b>	Virtual Meeting using zoom		
<b>Chair</b>	Ian Comfort		
<b>Members:</b> Ian Comfort; Phillip Kerle; Karen Redhead, Vacancy			
<b>In attendance:</b> Ra Hamilton-Burns – Governance Advisor			

No.	ITEM
1.	<b>Apologies for Absence</b> There were none.
2.	<b>Declarations of interest</b> Phillip Kerle declared that he is a governor at Orbital Colleges South and a Director of Capital Talent Box Limited. Ian Comfort declared he has an interest in Item 7 as his current term of office ends at the end of February 2023.
3.	<b>Minutes of the meeting held on 17 January 2022</b>  <b>AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED THAT THE MINUTES OF THE MEETING HELD ON 10 MAY 2022 WERE A TRUE AND ACCURATE RECORD.</b>
4	<b>Matters arising</b> All items from the May 2022 meeting were complete.
5	<b>Past year 2021-22 summary</b>
5.i	<b>Governance overview</b> This paper provides an overview of governance for the WLC Board. The document will serve as useful reference guide for Search Committee; as a position paper for external agencies including Ofsted and the FEC and can be added to the website to provide transparency and insight into the Board. It includes background information on: <ul style="list-style-type: none"> <li>• Board membership</li> <li>• Board structure</li> <li>• Statutory compliance</li> </ul>

	<ul style="list-style-type: none"> <li>• Succession planning</li> <li>• Self – assessment</li> <li>• Governor training, development, and engagement</li> </ul> <p><b>AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND THE GOVERNANCE OVERVIEW TO THE BOARD AT ITS MEETING ON OCTOBER 18, 2022.</b></p>
<b>5.ii</b>	<p><b>Board in ‘year at a glance infographic 2021/22</b> This graphic representation of the Board’s activities during the year included the following highlights:</p> <ul style="list-style-type: none"> <li>• Attendance for Board and Committee meetings was 75% and 74% respectively. The combined attendance is 91% which puts the College above the sector average of 83%.</li> <li>• Discussions with those individuals who seemed to be struggling with attendance took place and this will be monitored going forward.</li> <li>• The Board welcomed 8 new members during the year – three of whom were staff and student members.</li> </ul> <p>The Committee noted the report which will be shared with governors in the monthly briefing.</p>
<b>5.iii</b>	<p><b>Annual Board effectiveness review 21/22</b> The Board members completed the annual Board effectiveness survey as part of the self-assessment activities for the year. This is used to inform the Governance Improvement Plan and the training for the coming year.</p> <ul style="list-style-type: none"> <li>• There is an appetite for a Board review of the strategy and for governors to get to know each other more.</li> <li>• Many mention the need to ‘sort out’ the Hammersmith listing situation and to finalise the Estates Strategy</li> <li>• Throughout there is a focus on learning more about the student experience and outcomes.</li> </ul> <p>The Committee noted the report and that it is part of item 5.vi.</p>
<b>5.iv</b>	<p><b>Final report from ETF external Board review report 2021/22</b> The College participated in the DfE pilot programme for external Board reviews that have now been made mandatory under the <u>Skills and Post 16 Education Act</u>. The initial report has been discussed in full and the recommendations and actions are included in the Board Governance Improvement Plan. The summary of the report makes for very positive reading. The report offered positive feedback on many areas of the Board structure, performance and also outlined areas for improvement.</p> <p>An action plan was agreed and is used to inform the Governance Improvement plan which, in turn, also forms self-assessment criteria – see Item 5.v. Progress against the actions is mostly complete and some are, by their nature, ongoing. The DfE/FEC visited the College in May for a follow-up visit and the Committee noted the report.</p>
<b>5.v</b>	<p><b>Governance Improvement Plan update (A)</b> It was noted that this had been most recently reviewed at the May 2022 Search and Governance meeting and would continue to be edited and monitored as input from the Board and external stakeholders is received. The Committee noted that a revised version of the AoC Code of Good Governance for English Colleges is expected and agreed that a review of the Board’s performance should be undertaken once this is available.</p> <p>The Committee noted the report.</p>

**5.vi WLC Board self-assessment summary 2021-22**

The Committee noted that the full set of self-assessment activities had taken place last year and the outcomes have been taken into account in the Governance Improvement Plan.

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	

The Committee noted the report.

**6 Current year 2022/23 coversheet****7 Membership 21/22**

The Committee noted that there is a raft of recruitment activity involving the Board– both by appointment and election, underway.

- 2 x student governors
- 1 x staff governor
- 1 x Chair of Audit
- 1 x Deputy Principal of Strategy, planning and communication
- 1 x Director of Governance

The Committee discussed the option of confirming the appointments either by electronic resolution or holding an extraordinary Board meeting. It was decided that the electronic resolution process would be the most effective and Ian Comfort will recommend this to the Board at the meeting on 18 October 2022.

**AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND THAT THE BOARD APPOINTMENTS IN NOVEMBER AND DECEMBER BE CIRCULATED BY ELECTRONIC RESOLUTION.**

**Chair of Audit recruitment**

It had been hoped that the DfE would be able to grant the College two free search processes from Peridot Partners, but this has been limited to one. In view of the urgency, the College has elected for the Search to be for a Chair of Audit Committee. The microsite is now live and the campaign has begun.

The panel comprises: Ian Comfort, Phillip Kerle, Karen Redhead and Shawez Mir.

- 8 November am – Shortlisting
- 22 November am – Interviews

### **Update on SPH recruitment – both campaigns are being managed by FE Associates**

#### **Director of Strategic planning and communication**

The panel comprises: Ian Comfort, Phillip Kerle, Robin Ghurbhurun, Andrew Baird, Karen Redhead.  
Dates are:

- 18 October 2022 - shortlisting 10.30 12.00
- 2/3 November 2022 – assessment and interviews.
- IC and PK are both available pm on 2<sup>nd</sup> PK

#### **Director of Governance**

FEA has outlined some dates shortlisting and interviews.

**AGREED: IT WAS AGREED THAT KAREN REDHEAD, IAN COMFORT, PHILLIP KERLE AND RA HAMILTON-BURNS ARE ALL AVAILABLE FOR INTERVIEWS ON 1 NOVEMBER PM.**

### **Vacancies on the Board**

#### **1. Search and Governance Committee**

The Committee discussed the vacancy. The Governance Director suggested that the Committee considers a model used by other colleges which conflates the Search and Governance Committee with the Remuneration Committee, and the members of the Committee are therefore the Chairs of Committees, Chair and Vice Chairs. It was recognised that the Chair of the Board could not Chair this Committee and the CEO would attend as an observer not a member.

**AGREED: THE SEARCH AND GOVERNANCE COMMITTEE WILL RECOMMEND TO THE BOARD THAT THE SEARCH AND GOVERNANCE COMMITTEE AND REMUNERATION COMMITTEES BE CONFLATED TO ONE COMMITTEE.**

**ACTION: RHB to draft a new set of terms of reference.**

#### **2. Curriculum and Quality Committee**

There is a vacancy on this Committee and Robin Ghurbhurun has asked that a campaign to fill this be started as soon as possible.

The Committee discussed this vacancy and the possibility of a co-opted member in the first instance. Peridot Partners has agreed to ask the DfE if it is possible for WLC to fund this second campaign as a 'top up' to their current one for the Chair of Audit.

**ACTION: KR/RHB to report back on the possibility of WLC funding an extension to the current Peridot campaign to include recruitment of a C&Q member.**

#### **3. Vice Chair**

The Committee agreed to continue with one Vice Chair at the current time.

- 4. Andrew Baird** was appointed for an initial period of up to six months to December 2022 and the Committee agreed to revisit this after the recruitment campaign has finished at the end of November 2022.

	<p>5. <b>Chair of Board</b> – Ian Comfort’s second term of office ends on 28 February 2022. He has been interviewed for another judicial position which may impact his ability to continue.</p> <p><b>ACTION: PK to discuss with members of the Board and offer feedback to Ian Comfort who will then consider his position.</b></p> <p>It was agreed that there should be a succession plan. PK will also find if there are any existing members who are interested in the Vice Chair role or are aspiring chairs.</p>
8	<p><b>Skills Survey 2022/23</b></p> <p>12 members completed the survey. The most recent survey before this (December 2021) had been used to inform our recruitment of governors with estates and people management skills in 2022. This survey has been run for completeness, but the Search and Governance Committee had already identified a need for Audit Committee Chair experience and curriculum and quality knowledge which is underpinning the recruitment supported by Peridot Partners.</p> <p>Highlights or worthy of note:</p> <ul style="list-style-type: none"> <li>• 50% of the Board is under the age of 49</li> <li>• 66% of the Board is white</li> <li>• 17% of members declare a disability</li> <li>• There is a spread of experience and knowledge across each of the sectors and areas identified indicating a breadth which has been the deliberate strategy of the Search Committee over the last 36 months</li> </ul> <p>The Committee noted the report.</p>
9	<p><b>Governance development and training</b></p> <p><b>1. Training record for 2021/22</b></p> <p>The Committee noted the new requirement to report the training of governor and CPD of the Clerk in the ACoP (para 30) and the Governor training report for 2021/22 has been sent for inclusion in the annual statements to Anil Nagpal and Maxine Deslandes. The combination of training on Board days and the extensive twilight programme has meant that governors have had extensive and relevant training during the last academic year. This has had a particularly positive impact bringing many new members of the Board up to speed. This practice will continue this year. The Clerk continued with her CPD at pace and the record of this is also attached and has been forwarded to the Finance Team. The impact of this CPD has ensure that the Board is appropriately supported and informed.</p> <p><b>2. Training and twilights for coming term 2022/23</b></p> <p>The Board has already held three twilights this academic year:</p> <ol style="list-style-type: none"> <li>a. Ofsted preparation</li> <li>b. Safeguarding training</li> <li>c. Stakeholder engagement – provision for the community</li> </ol> <p>Ra Hamilton-Burns explained that she is working with the London Governance Professionals to share any relevant external speakers at twilights with other colleges’ governors. These will be added to the plan going forward.</p> <p>College governors are given access to the ETF governance training programme and kept updated on any other suitable training.</p> <p>Karen Redhead would like to invite the views of governors on a couple of topics but these are not really training events.</p>

	<ul style="list-style-type: none"> <li>• <b>Staff survey</b> - the report has gone to FGP. It is difficult to identify any trends. She would welcome the opportunity to discuss this with interested governors. She suggests that the College should produce not a direct-action plan, but what might support better staff morale. The Committee agreed that this would work well as a twilight session. <b>ACTION:</b> RHB to liaise with Martina Joachim for possible dates.</li> </ul> <p><b>Urgent review of strategy to respond to current climate affecting the College</b></p> <ul style="list-style-type: none"> <li>• It was agreed that this would be a single issue, strategic thinking sessions.</li> <li>• There will be a poll to ascertain the most suitable time to invite governors to join these sessions.</li> <li>• It was agreed that these meetings would be paper light and thinking heavy.</li> <li>• The strategic review session will be a physical meeting if possible</li> <li>• RHB will include one option of a Saturday mid-morning session</li> <li>• The meetings will be 'paper light' with only one side of A4 outlining the key topics</li> </ul> <p><b>ACTION: RHB to create a doodle poll to ascertain :</b></p> <ul style="list-style-type: none"> <li>• <b>Dates to attend the meeting</b></li> <li>• <b>If people are willing to attend a physical meeting</b></li> <li>• <b>Including one Saturday option</b></li> </ul>
10	<p><b>DFE workforce review update – to note</b></p> <p>Members had been asked to complete a survey to inform the mandatory governance workforce survey. Ra Hamilton-Burns noted her thanks for the timely and full responses.</p> <p>The survey was a snapshot of the membership at 30 July 2022. The report has now been completed as all 18 members on the Board at that time have completed the survey.</p> <p>Highlights are: A pleasing spread of membership across all age groups</p> <ul style="list-style-type: none"> <li>• 11% of the members declared a disability</li> <li>• 61% of members declared English/Welsh/Scottish/Northern Irish White</li> <li>• 39% from other ethnicities</li> <li>• 44% of members had served less than one year</li> <li>• 39% of members had served 1-4 years</li> <li>• 17% had served 4-8 years</li> <li>• The Board had no vacancy for longer than 6 months</li> </ul> <p>The Committee noted the report.</p>
11	<p><b>Cycle of business</b></p> <p>The committee noted the updated Cycle of Business for September 2022. KR has requested that this have a root and branch review and it has been agreed that this will be conducted with the new Governance Professional.</p>
12	<p><b>Standing orders 2022-23</b></p> <p>These were reviewed thoroughly in October 2021. The version proposed highlights three minor changes:</p> <ul style="list-style-type: none"> <li>• 1.2 – the addition of the Skills and Post 16 Education Act 2022 to the primary sources</li> </ul>

	<p>of guidance</p> <ul style="list-style-type: none"> <li>• 2.12 – the recognition that the Board has adopted the AoC Code of Good Governance for English Colleges</li> <li>• 2.15 – adding the suite of self-assessment activities agreed by the Search Committee to the methods by which the Board assesses its performance</li> </ul> <p><b>AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND THE STANDING ORDERS FOR 2022/23 TO THE BOARD AT ITS MEETING ON OCTOBER 18 2022.</b></p>
13	<p><b>Any other business</b></p> <p>Ra Hamilton-Burns reported that Callum Anderson and Maria Vetrone had attended exit interviews with her. The summary reports had been emailed to members and are on file.</p>
11	<p><b>Date of next meeting</b></p> <p>The next Search and Governance meeting is due on 8 November. It was agreed that this meeting would be cancelled so the next meeting will be January 17 2023.</p> <p>The meeting ended at 19.00</p>