

MINUTES – Approved by the Chair 09-10-23

THE CORPORATION OF EALING, HAMMERSMITH & WEST LONDON COLLEGE

Meeting	Search, Governance & Remuneration Committee		
Date	Tuesday 3 October 2023	Time	18.00
Venue	Virtual meeting		
Members	Adrien Ong (Chair); Ian Comfort; Phillip Kerle; Rachael Fisher; Robin Ghurbhurun		

In attendance: Karen Redhead (CEO/Principal); Richard Ward (Director of Governance).

	ITEM
1	<p>Attendance</p> <p>No apologies were received.</p>
2	<p>Declarations of Interest</p> <p>Karen Redhead declared an interest in item 8.</p> <p>Phillip Kerle declared that he was a governor at Orbital South Colleges.</p>
3	<p>Minutes</p> <p><i>Resolved, That the minutes of the meetings of the Search & Governance Committee held on 27 September 2022 and of the Remuneration Committee held on 14 September be approved.</i></p>
4	<p>Matters arising</p> <p>The Chair noted that the matters arising from the last meeting of the Search & Governance Committees had been actioned. The CEO/Principal clarified that attempts were made to organise a twilight session on staffing turnover and that she had held discussions with the Chair, the Vice-Chair and the then Chair of the Audit Committee.</p>
5	<p>Membership update</p> <p>The Director of Governance reported that campaigns being run with support from the Department for Education by Peridot Partners had identified three strong candidates, two of whom had responded to the Curriculum & Quality role and another to the Audit role. The Audit candidate had withdrawn their application, so further work with Peridot on that campaign was now required.</p> <p>The Committee discussed:</p>

	<ul style="list-style-type: none"> • the vacancy on the Audit Committee, and the need to ensure that the Corporation continued to be supported by governors and co-opted committee members with a strong understanding of audit and risk issues; • options for bridging a gap in the permanent membership of the Audit Committee ahead of the November cycle of meetings; • the importance of conducting a new skills audit in the autumn once new appointments had been made; and • the Corporation’s approach to governor recruitment and retention, agreeing that a wider range of means should be adopted to identify strong candidates. <p>Action: Director of Governance to request that Peridot Partners identify further candidates as part of the Audit campaign.</p> <p>Action: Director of Governance to draft a paper on governor recruitment and retention strategy for the November meeting of the Committee.</p> <p>Resolved, That Carole Kitching and Maddalaine Ansell be recommended for appointment to the Corporation and Curriculum & Quality Committee for terms of four years from 17 October 2023 to 16 October 2027.</p>
6	<p>Designation of senior post holders</p> <p>The Committee received a paper from the CEO/Principal proposing the designation of the role of Deputy Principal (Planning, Performance and Projects) as a senior post.</p> <p>The Committee considered the impact of a post being designated as senior for these purposes, and noted the responsibilities of the Corporation in respect of senior post holders under Article 3 of the Instrument and Articles of Government.</p> <p>Resolved, That the post of Deputy Principal (Planning, Performance and Projects) be recommended to the Corporation for designation as a senior post holder role.</p>
7	<p>Senior post holder remuneration policy</p> <p>The Committee considered a revised senior post holder remuneration policy, taking account of the requirements of the Association of Colleges’ Senior Post Holder Remuneration Code and relevant benchmarking data published by the AoC and Department for Education. The Committee noted proposed changes to the policy which took account of the reclassification of FE colleges. The Committee noted that the annual statement on SPH remuneration would be brought to the next meeting in November.</p> <p>Resolved, That the Senior post holder remuneration policy be recommended to the Corporation for approval.</p>
8	<p>Senior post holder appraisal and objective setting</p> <p><i>This item was taken confidentially.</i></p>

<p>9</p>	<p>Governance overview</p> <p>The Director of Governance presented an overview of the College’s governance arrangements, which covered:</p> <ul style="list-style-type: none"> ● Membership ● Diversity ● Succession planning ● Attendance ● Effectiveness <p>The Committee also received a copy of the College’s Governance Improvement Action Plan, each element of which had been reassessed. The Committee noted that the action plan would be revised in line with the new version of the Association of Colleges’ Code of Good Governance.</p>
<p>10</p>	<p>Governing documents review</p> <p>The Director of Governance presented a paper setting out proposed amendments to the Corporation’s Instrument & Articles of Government and Standing Orders. Amendments to the I&As were proposed throughout to correct cross references and update or remove provisions which were no longer required or where external requirements had changed.</p> <p>The Director of Governance drew the Committee’s attention to the proposed revisions to Standing Orders, which were more extensive, with only clear operative provisions being retained. The Director of Governance suggested that a narrative guide to the College’s governance arrangements could supplement the revised documents if governors would welcome one, and noted that there were some residual policy issues and procedures to be developed.</p> <p>Action: Director of Governance to provide a ‘clean’ version of the governing documents, as revised.</p> <p><i>Resolved, That the revised versions of the Instrument & Articles and Standing Orders be recommended to the Corporation for approval.</i></p>
<p>11</p>	<p>External governance review</p> <p>The Director of Governance explained the background to external governance requirements, the pilot scheme for which the College had participated in during May 2021. The report from that review had provided much of the outline of the College’s Governance Improvement Action Plan. Since the pilot, triennial external reviews of governance had been made a requirement for all colleges. The College needed to commission an external review to be conducted in the Spring with view to reporting before the end of the Summer term.</p> <p>Phillip Kerle noted that the other College group of which he was a governor had recently undergone a thorough external governance review conducted by the AoC. Ian Comfort suggested that the Chartered Governance Institute might be able to provide a service.</p> <p><i>Resolved, That the proposal on the scope and process of the external governance review be recommended to the Corporation for approval.</i></p>

12	<p>Governor expenses policy</p> <p>The Committee received an updated governor expenses policy, and noted that the only expenses that the College paid were in respect of care of a dependant or travel and subsistence, the latter category by analogy with the rates payable for College staff.</p> <p>Action: Director of Governance to add detail from the relevant College policy on the detail of what can be claimed by governors on travel and subsistence.</p> <p><i>Resolved</i>, That the Governor expenses policy, as amended, be recommended to the Corporation for approval.</p>
13	<p>Terms of reference</p> <p>The Committee received terms of reference, which proposed two substantive amendments, one to clarify the Committee’s role in making recommendations on appointments to the Corporation and another on the appraisal process.</p> <p>The Committee discussed the nature of the newly-amalgamated Committee, and considered whether reversion to the previous practice of maintaining separate Committees would serve the Corporation better.</p> <p>Action: Director of Governance to draft a paper on options for the Corporation to revert to having separate Search & Governance and Remuneration Committees.</p>
14	<p>Cycle of business</p> <p><i>Resolved</i>, That the cycle of business for 2023/24 be adopted, with the addition of extra items of business to the November meeting as agreed.</p>
15	<p>Committee evaluation</p> <p>The Committee congratulated the Chair on a well conducted first meeting.</p>
16	<p>Any other business</p> <p>Nil.</p>
17	<p>Next meeting</p> <p>Thursday 23 November at 6.00 pm.</p>