

MINUTES – AGREED 14-03-24

THE CORPORATION OF EALING, HAMMERSMITH & WEST LONDON COLLEGE

Meeting Search, Governance & Remuneration Committee
Date Thursday 23 November 2023 **Time** 18.00
Venue Virtual meeting
Members Adrien Ong (Chair); Phillip Kerle; Rachael Fisher; Robin Ghurbhurun
In attendance: Richard Ward (Director of Governance)

	ITEM
1	<p>Attendance</p> <p>Apologies were received from Ian Comfort and Karen Redhead.</p>
2	<p>Declarations of Interest</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 meeting held on 3 October be approved.</i></p>
4	<p>Matters arising</p> <p>The Chair noted that the matters arising from the last meeting of the Committee had all been completed.</p>
5	<p>Membership update</p> <p>The Director of Governance reported that further applications for the Audit vacancy had been received from Peridot Partners, and invited feedback from the Committee to inform shortlisting decisions. The Committee discussed the importance of the Board reflecting the student population, and noted that there was some way to go before this was the case. The Committee also discussed the need to appoint a link governor to monitor EDI and allied issues.</p>
6	<p>Governor recruitment and retention strategy</p> <p>The Director of Governance presented a paper on governor recruitment and retention, which proposed five recommendations to improve the College’s approach in this area.</p> <p>The Committee welcomed the paper and reflected on the College’s recent experience as set out in the governance overview paper at the last meeting. The Committee discussed the impact of changing professional and personal circumstances on participation and attendance at meetings. The Chair suggested that increased informal and social engagement by governors might improve the Board’s ability to discuss and act collectively.</p>

	<p>Resolved, That the governor recruitment and retention strategy be approved, and that the following recommendations be implemented:</p> <ol style="list-style-type: none"> 1. Broadening the College’s approach to governor recruitment. 2. Develop a scheme under which a governor could take a temporary ‘leave of absence’. 3. Include a clear statement of time commitment in governor role profiles. 4. Request that the College provides the facility for hybrid Board meetings. 5. Implement regular check-ins between Chairs and members.
7	<p>Senior post holder objective setting</p> <p><i>This item was taken confidentially.</i></p>
8	<p>Annual statement on senior post holder remuneration</p> <p>The Committee received details of the remuneration of senior post holders and considered a draft annual statement on senior post holder remuneration to be made to the Board.</p> <p>Resolved, That the annual statement on senior post holder remuneration from the Committee to the Board be approved.</p>
9	<p>Appointment of external governance reviewer</p> <p>The Committee received and considered in detail three proposals which had been submitted by organisations to conduct the College’s external governance review. The Committee discussed the relationship between the external governance review and the latest self-assessment of effectiveness, the College’s strategic planning process and journey of recovery.</p> <p>Resolved, That Stone King be appointed to conduct the College’s external governance review.</p>
10	<p>New AoC Code of Governance</p> <p>The Committee received and noted an initial assessment of the College’s position as judged against the newly revised AoC Code of Governance. The Committee agreed that proposed actions from the new Code should be integrated in the governance improvement action plan alongside current actions marked as amber or red.</p>
11	<p>Scheme of delegation</p> <p>The Committee received and noted a revised scheme of delegation and associated summary. The Director of Governance explained how the summary would inform induction and refresher materials for new governors and also improve understanding within the College of the relationship between the Board and management.</p> <p>Resolved, That the scheme of delegation be recommended to the Board for approval.</p>
12	<p>Committee structure options</p> <p>The Committee received a paper setting out options for the configuration of the Search, Governance & Remuneration Committee, as requested at the previous meeting. The Director of Governance reminded the Committee that it would be for the Board to decide on any change, should one be recommended by the Committee.</p>

	<p>The Committee discussed the effectiveness of the Committee’s arrangements for setting objectives and conducting appraisals of senior post holders and agreed to monitor the Committee’s business for the rest of the year before taking a view on reverting to a separate Remuneration Committee.</p> <p>Action: Director of Governance to review the Committee’s processes for objective setting and appraisals and produce a paper setting out potential changes.</p>
13	<p>Review of confidential material from 2022/23</p> <p>The Committee reviewed the minutes withheld from publication during 2022/23 and endorsed the recommendations relating to material which should now be published.</p> <p>Action: Director of Governance to arrange for published minutes to be updated.</p>
14	<p>Annual consideration of matters relating to the Governance professional</p> <p>The Committee received and endorsed a paper setting out the professional development activities undertaken by the Director of Governance, and considered the Corporation’s arrangements for ensuring that it had access to independent governance advice.</p> <p>Resolved, That the paper on the professional development and independence of the Governance professional be approved.</p>
15	<p>Process for handling complaints against the Corporation, Board members and the Clerk</p> <p>The Committee received details of the process for handling complaints against the Corporation, Board members and the Clerk, which was due for renewal.</p> <p>Resolved, That the process for handling complaints against the Corporation, Board members and the Clerk be recommended to the Board for re-approval.</p>
16	<p>Committee evaluation</p> <p>The Committee commented positively on the clarity of papers and discussion at the meeting.</p> <p>The Committee discussed the means by which papers were distributed to governors, and noted that other colleges had successfully adopted board portals. The Director of Governance noted that the College’s current processes were labour intensive and did not provide key functionality that either staff or governors would benefit from. Governors noted that some consideration of board portals had been carried out previously by the College.</p> <p>Action: Director of Governance to review the College’s previous consideration of board portals, and produce a report with issues and options.</p>
16	<p>Any other business</p> <p>Nil.</p>

17	Next meeting Thursday 18 January at 6.00 pm.
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