

APPROVED BY THE CHAIR

THE CORPORATION OF EALING, HAMMERSMITH & WEST LONDON COLLEGE

Meeting	Search, Governance & Remuneration Committee
Date and time	5.30 pm, Thursday 13 June 2024
Venue	Online
Members	Adrien Ong (Chair); Ian Comfort; Phillip Kerle; Rachael Fisher
In attendance	Karen Redhead (CEO/Principal); Richard Ward (Director of Governance).

No.	Item
1	<p>Attendance</p> <p>Apologies had been received from Robin Ghurbhurun.</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 14 March be approved.</i></p>
4	<p>Matters arising</p> <p>The Chair noted that all of the four outstanding matters arising had been completed.</p>
5	<p>Membership update</p> <p>The Committee discussed the quoracy of committees and noted that the meeting of the Audit Committee had been rearranged at short notice earlier in the week. The Committee noted that there were vacancies on the Audit Committee and Finance and General Purposes Committee, and agreed that these should be the focus of the next round of governor recruitment activity as agreed in outline earlier in the year. The Committee discussed the reconsideration of the EDI link governor role and whether further steps could be taken to fill it from within the Board's current membership.</p> <p>Action: Details of membership and quoracy to be added to the summary of committee memberships (<i>Director of Governance</i>).</p>

	<p>The Chair noted that the terms of office of the Chair, Vice Chair and Chair of the Curriculum & Quality Committee were set to expire in early 2025. He reminded the Committee that the Vice Chair had indicated that he would be willing to serve a further term of two years, subject to Board approval. The Committee noted that interviews for the role of an additional Vice Chair had taken place earlier in the day. The Director of Governance advised that it would be helpful to have plans in place at the start of the new academic year.</p> <p>The Committee noted that staff and student governor elections would take place at the beginning of the new academic year. The Director of Governance reported that he had discussed the College's student governor arrangements with the Assistant Principal (Quality and Learner Experience). The CEO/Principal suggested that targeting the opportunity for students in the first year of a two year programme could be beneficial.</p>
<p>6</p>	<p>Governance improvement action plan</p> <p>The Chair noted that the governance improvement action plan had been significantly updated since the March meeting, and the Committee noted the strong direction of travel from Amber to Green. The Committee discussed the outstanding actions, in particular relating to student governor arrangements (as discussed under item 5).</p>
<p>7</p>	<p>Committee structure options</p> <p>The Committee received a further paper on its structure and composition, following its request in October and earlier consideration in November. The Committee noted that of the comparator colleges set out in the paper, the majority operated separate committees for Search & Governance and Remuneration business. The Committee discussed the potential challenges in operating separate committees, and whether there had been benefits in terms of efficiency and the quality of decision-making in combining the previous committees.</p> <p>The Committee discussed the process and reasoning underpinning the Board's decision to combine the committees, and asked for a summary of the papers and minutes to be provided. The Chair of the Corporation recalled that improving efficiency and utilisation of the governing body's time had been factors influencing the decision. The CEO/Principal noted that one consequence of formally combining the committees had been that she was no longer a member as a result of the stipulations of the AoC's SPH remuneration code, which the College had adopted.</p> <p>The Chair of the Audit Committee proposed that one potential solution would be to revert to having separate committees, but on the basis that they met successively and that the memberships were the same, with the CEO/Principal resuming her membership of the Search & Governance Committee. The Director of Governance confirmed that such an arrangement would be consistent with the College's obligations under the SPH remuneration code.</p> <p>Action: Director of Governance to prepare a further paper summarising the process by which the Committee was formed, and how a reversion to separate committees could be given effect.</p>

8	<p>Admission of non-members</p> <p>The Committee continued its consideration of the process for handling requests to observe meetings of the governing body, following earlier discussion at its previous meeting. The Committee discussed the means by which any requests would be judged, and the importance of preserving the Board’s ability to have uninhibited discussions of important matters when the occasion arose.</p> <p><i>Resolved, That the proposed policy on attendance of non-members at meetings of the Board be recommended for approval.</i></p>
9	<p>Draft schedule of meetings and cycle of business for 2024/25</p> <p><i>Resolved, That the draft schedule of meetings and cycle of business for 2024/25 be approved.</i></p>
10	<p>Procedural aspects of SPH performance management</p> <p>The Committee discussed a paper prepared following its request in November, which set out options for potential changes to the process of SPH objective setting and appraisal. The CEO/Principal commented that she would welcome greater engagement with the Committee on her own objective setting and appraisal. The Chair of the Corporation suggested that the CEO/Principal’s role was of a different nature to the other SPHs, and could be considered separately. The Committee endorsed the second proposed change, agreeing that the substance of its conclusions on SPH performance should be captured within appraisal forms.</p>
11	<p>SPH performance against 23/24 objectives and draft objectives for 24/25</p> <p><i>This item was deferred.</i></p>
12	<p>Committee evaluation</p> <p>The Committee commented that the papers had been easy to read and thanked the Chair for facilitating effective discussions on the topics under consideration.</p>
13	<p>Any other business</p> <p>Nil.</p>
14	<p>Next meeting</p> <p>Thursday 7 November at 6.00 pm.</p>