

College of West Anglia
Minutes of
The Search and Governance Committee
11 May 2022
9.30 am
Remote Meeting – Microsoft Teams

Present	Gill Rejzl	Governor (Chair)
	David Pomfret	Governor (Principal)
	Gary Webb	Governor

Attending	Stephen Halls	Clerk to the Corporation
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1 Apologies

There were no apologies for absence.

2 Declaration of Interests

There were no declarations of interest.

3 Minutes of the previous meeting – 8 February 2022

The minutes of the meeting held on 8 February 2022 were reviewed and agreed as being an accurate record.

4 Matters Arising

The progress against the outstanding matters from previous meetings was summarised in the report for Item 4.

Item 5, 8/2/22, regarding governor recruitment, the Clerk advised that the Borough Council's Partnership & Funding Officer had issued a notice and the College's recruitment leaflet to those on the Council's circulation list with no responses received as yet. Also, a press release and supporting photograph had been published on 6 May 2022 following Sharon Cambridge's retirement from the Board, noting the search for new governors. This was currently appearing on the Lynn News website and was expected to be printed in the next edition of the Lynn News and also in the Your Local Paper.

Item 8, 8/2/22, regarding external reviews, the Clerk advised that he had not as yet made contact with those colleges involved in the pilot review process but would do so in due course. This item would remain on the Matters Arising listing.

Item 9, 8/2/22, regarding sub-contracting reporting, the Clerk was not able to provide an update to the Committee at this time, although he would be raising the matter at the next regional Clerks' meeting (12 May 2022). The Clerk explained that it was probably considered sufficient for the reports to be reviewed by a delegated committee (for CWA, this would be the Finance & General Purposes Committee) with the annual report on subcontracting being reviewed by the full Board. The Principal added that it was often

difficult to obtain a precise and definitive response from the ESFA when questioning a directive or making an enquiry.

5 Board Structure

- i. Appointments – the Chair was congratulated on her recent appointment as Chair of the Corporation, commencing in post on 5 May 2022.

The Clerk reported that Sally Mitton would be chairing her first meeting of the Employment Policy Committee the following week (18 May 2022) and that a pre-meeting planning session to prepare for this first meeting had been arranged.

- ii. Retirements – the retirement of Sharon Cambridge, Chair of the Corporation, effective 5 May 2022, was noted. Governors and senior managers enjoyed a meal at the Novus restaurant, hosted by Sharon. The Chair asked for the Committee's thanks to be recorded in the minutes for Sharon's service, particularly to this committee as its Chair.

In order to remain in contact with those retiring or leaving the College, the Chair suggested that the College and its Board gave consideration to establishing a 'Friends of the College' group for former staff members, retired governors and supporters of the College. Members could receive newsletters from time to time and be invited to events. For now, it was agreed that this item would be included on the Matters Arising listing for future consideration and discussion. **ACTION-CLERK**

The Chair noted that Gary Webb would be retiring from the Board in October 2022 after 12 years' service and that, because of pre-booked holidays, this particular meeting was likely to be Gary's final attendance at the Search & Governance Committee. The Chair thanked Gary for his input and support to the committee, with the comments supported by the Principal.

- iii. Resignations – the Clerk reported that Roderick Watkins would be stepping down from the Board in July 2022. The Chair noted that Roderick had offered to nominate appropriate colleagues at ARU for the Board to consider as new governors; for now, this offer would be put on hold as the Board considered its overall composition and future requirements. The Chair noted her thanks for Roderick's support of the Board; the Principal added his own positive comments regarding Roderick's valued input to the Board, and particularly to the Performance Review & Quality Committee.
- iv. Vacancies – the Committee reviewed the vacancies across the Board and its various committees. For Finance & General Purposes Committee it was anticipated that, if appointed, a current applicant to the Board would join this committee. Similarly, for the Audit Committee, it was anticipated that one of the College's co-opted non-governors would join this committee, subject to Board approval. For the Search & Governance Committee, it was noted that Gary Webb would retire in October 2022 bringing the number of vacancies to 3. The Clerk was directed to ask Dave Clark and Ray Harding if they would join this committee. The terms of reference specified that the Vice Chair(s) of the Board should also serve on this committee and so both Sam Fletcher and Chris Ashman would be asked if they would be considered also joining the Search & Governance Committee. For Remuneration, the Committee agreed to the Clerk's suggestion that the membership of this particular committee was increased from 3 to 4 members, and that Sally Mitton and Hein van den Wildenberg be asked if they would join this committee. **ACTION-CLERK**

During the review of the membership of the Remuneration Committee, the Chair asked about the guidance and benchmarking data used by members in evaluating

the pay levels for senior post holders and the clerk. The Principal advised that the AoC's salary survey data was used by the Remuneration Committee. The Chair considered that it may be useful for the Remuneration Committee to commission its own external/independent adviser to assist the committee in its review, noting however, that this would be an additional cost for the College and would require Board or appropriate executive approval, as the committee does not have delegated authority to incur costs.

v. Applications

This item was deemed 'Confidential – Restricted.'

vi. Co-opted Non-Governor – Full Board Appointment

This item was deemed 'Confidential – Restricted.'

vii. Audit Committee Chair – The Clerk reported to the Committee that Ray Harding had indicated his interest in taking on this role. Noting Ray's background, experience and his support for the College since joining the Board in 2019 the Committee was supportive of Ray leading the Audit Committee.

The Committee agreed to recommend the appointment of Ray Harding as Chair of the Audit Committee to the Board at its next meeting on 6 July 2022.

viii. Annual Review of Committee Chairs – The Committee reviewed the chairs of each of the committees.

The Committee agreed that it would be recommending no changes to the Committee Chairs for 2022/23 to the Board at its next meeting on 6 July 2022.

ix. AoC Network Groups – the Committee noted the various AoC network groups attended by staff and governors of the College. The Clerk reported that the new group for chairs of curriculum and performance committees would be commencing on 19 May 2022 and that Sam Fletcher would be attending. The Clerk was awaiting details of the launch of the finance & audit chairs' group.

The Chair noted that the previous Chair, Sharon Cambridge, had valued the support from the Chair's network group. The Chair would look for opportunities to network and communicate with chairs of other colleges.

ACTION-CHAIR

x. Link Governors – the current listing of link governors was reviewed. The Committee was concerned that the position for English & Maths remained vacant. It was considered that the Chair had the appropriate skills and knowledge to take on this role, however, the College would continue to benefit if the Chair remained as link governor for Safeguarding. Due to a change in the management and operational structure of the College, the Committee considered that there was no longer a need for governors to remain in close contact with the Learning Practice and therefore this particular link governor role could be dissolved.

It was agreed to ask Sam Fletcher to take on the role of link governor for English & Maths, with her current role overseeing the Learning Practice being dissolved.

ACTION-CLERK

6 Review of Performance, Terms of Reference and Future Business Agenda Plan

The Committee considered the review proforma as prepared by the Clerk and concluded that it provided a fair and accurate summary of the Committee's performance during the past year.

The Chair referred to Section 1a regarding the framework for seeking and replacing new governors where the current procedure was last reviewed in June 2017. The Chair asked for this procedure to be reviewed at a future meeting of this committee. **ACTION-CLERK**

The Chair added that it may prove beneficial for the College to engage with senior executives of local businesses to promote the benefits of serving on the Board in the development of their own skills, knowledge and responsibilities. The Chair suggested that this could perhaps form a national campaign that could be taken up by the AoC. The Clerk would pass on this suggestion to the AoC. **ACTION-CLERK**

The Principal said that he would review his contacts and associates with a view to identifying any potential governors. **ACTION-PRINCIPAL**

The Chair asked for the report regarding the diversity of the Board which was reviewed at the February 2022 meeting to be noted in the review proforma. **ACTION-CLERK**

The Chair commented that all governors should regularly be on the look out for potential new governors from their own circle of colleagues and associates.

Under Section 1h regarding the self-assessment process, the Chair asked that it be noted under the Comments/Action section that the Audit Committee had been asked to include an internal audit review of governance within its plan of future audits. **ACTION-CLERK**

The Committee reviewed the current terms of reference and performance. It was agreed that a new responsibility be included to reflect the need for oversight of the Board's triennial external review of governance. **ACTION-CLERK**

No changes to the proposed future business agenda plan were required.

The report was noted.

7 Any Other Business

The Chair reported that the Clerk had recently advised that he would be retiring from the College on 31 December 2022. The Committee expressed its regret, noting that it would be a real challenge for the college to find a successor of the high calibre of the current incumbent. Plans for a recruitment campaign for a successor were underway. Noting that it was the responsibility of the Board to appoint its clerk, the Chair advised that it may become necessary to call a special meeting of the Search & Governance Committee as the recruitment process progressed.

The Chair asked for the business agenda plan for 2022/23 for the Committee to include an item for the clerk's recruitment campaign. **ACTION-CLERK**

8 Chair's items for briefing to Corporation

- Membership of Committees and Link Governors – the Clerk will make contact with those governors being invited to join other committees or take on new responsibilities as link governors;

- Clerk's Retirement – noting that this would be effective 31 December 2022 with plans for a recruitment campaign for a successor currently being developed.

9 Date and time of next meeting

Wednesday, 5 October 2022, at 12.00 noon.

The meeting closed at 10.30 am