

**College of West Anglia
Minutes of
The Search and Governance Committee
10 May 2023
8.30am
Remote Meeting – Microsoft Teams**

Present	Dave Clark	Governor (Chair)
	Gill Rejzl	Governor
	Ray Harding	Governor
	Hein van den Wildenberg	Governor
	Sam Fletcher	Governor
	Sally Mitton	Governor
	David Pomfret	Governor (Principal)

Attending	Jules Bridges	Head of Governance
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No.		Action
1	<p>Apologies Apologies for absence were received from Chris Ashman.</p>	
2	<p>Declarations of Interests It was noted that the Chair knows and recommended the applicant, Malcolm Pearson, discussed under agenda item 5.v. of the meeting.</p>	
3	<p>Minutes of the previous meeting – 1 February 2023 The minutes of the meeting held on 1 February 2023 were reviewed and agreed as being an accurate record of the meeting.</p>	
4	<p>Matters Arising The progress arising from the previous meeting were summarised in the progress report and all actions reported had either been resolved or, where appropriate, an update had been provided on progress elsewhere on the agenda.</p> <p>It was noted that the action to consider governor appraisals is not a priority at this time but will be carried forward with a revised completion date.</p> <p>The HoG confirmed that the alumni governor list has been gathered and contact will be made with former members as/when to keep them involved with the college.</p> <p>The completed items are to be removed from the table.</p>	HoG HoG
5	<p>Membership Review</p> <p>i Resignations There were no resignations to report.</p> <p>ii Reappointments The corporation has two governors whose term of office is due to expire by the end of the academic year, David Clark, and Ray Harding, both who have expressed that they wish to stand again for a second term. Excluding both from the discussion, the Chair of Governors took the Chair for this item where it was resolved that the committee will propose the reappointments to the corporation at the meeting to be</p>	HoG

held on 5 July 2023. The Chair of the committee resumed the role of the Chair for the remainder of the meeting.

It was noted that the terms of office of three other governors, two independent, Gill Rejzl, Chair, and Lee Smith, and one staff member, Scott Leadley, are all due to expire in October 2023. Gill and Lee are both eligible to stand for a second term but the term of office for Scott Leadley will complete in October as he has served two terms of office and is not eligible to stand again. A recruitment campaign will start in September 2023 to find his successor. It was noted that this staff governor has been a particular asset to the Board over the years and his skillset valued. There is no indication of who will succeed his role as staff governors are nominated and elected by the staff body. The HoG will ask Scott for a testimonial about the personal and professional benefits to help promote the role to prospective nominees.

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Confidential/Restricted item under Instrument 17.2(d)

iii Vacancies and Committee Structure

The maximum membership for the corporation is 21 governors, although the current target composition is 20 governors, to include the Principal, 2 staff governors and 2 student governors. Currently there are 17 governors in post.

The board size and composition of four other regional colleges has been researched and it was found that all adopt the committee structure of governance with comparable membership numbers to CWA. Two colleges have fewer independent members but require more co-opted members to populate their committees. The committee agreed that fewer independent members at Board level could expose the college to criticism and certainly some vulnerability around the ability to approve and make strategic decisions so this was a riskier approach that CWA would not choose to adopt. The HoG was asked to look at the size and composition of City College Norwich for comparison also and share this with the committee.

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R Harding joined the meeting at 8.40am

The Chair mentioned that there were a few link governor gaps and if these were being addressed. The HoG has mapped the governor links and is working with the VPC&Q to secure links with both business support and curriculum areas. It was noted that some governors have more than one link so we will look to take a more balanced approach. The committee agreed that governor links provide valuable insight for governors, but it was recognised that the link must also be beneficial to the faculty/area.

iv Vacancies

The corporation currently has 3 vacancies: 2 independent and 1 student governor. The Finance and General Purposes Committee has 2 vacancies, and the Audit Committee has a vacancy for a co-opted member. The committee discussed the recruitment priorities for the Finance and General Purposes Committee which included clear financial acumen and someone with general business management and/or a commercial background.

The appointment is to be covered under the next agenda item, but the Chair mentioned that he felt the skillset of Malcolm Pearson may be a better fit for the Finance and General Purposes committee, rather than membership on the Audit committee. The Chair of Governors agreed that she felt his skills maybe better placed with the Finance and General Purposes committee where we can put his knowledge, experience, and expertise to better use. The Principal suggested approaching Carolyn Rand, member of the Audit committee, to move across onto the Finance and General Purposes committee as she has the financial acumen

needed. The HoG will approach Carolyn Rand and contact Malcolm Pearson to discuss joining the membership of the Finance and General Purposes Committee. This will then leave one independent member and one co-opted member vacancy on the Audit committee. Bearing this in mind, Sally Mitton, will see if there is interest among PWC employees to join the board. The HoG will provide some background and promotional information about the role.

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v Applications

Further to the committee considering the CV of Malcolm Pearson, self-employed consultant, and former Chief Officer with Norfolk Special Constabulary, it was arranged for the Chair of Governors to meet with Malcolm for a discussion about the role. This took place on 28 April 2023. The Chair of Governors reported that Malcolm has valuable skills and is currently involved in delivering training to Special constables with the Police. He has live apprenticeship links with CITB and a great network of contacts. He genuinely wants to be involved with the college and is excited about a co-opted role, but he is open to seeing how this goes with a view to becoming a full independent member in the fullness of time.

As discussed above he will be approached to join as a co-opted member to the Finance and General Purposes Committee and this appointment will be recommended to the Corporation at the meeting to be held on 5 July 2023.

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The Head of Governance reported that she had met with Edward Rowe on 26 April 2023, an A level student studying business, history, and media. He is really interested in the role but is unsure whether he will continue his studies with CWA next year as he has applied for A level economics with a local Sixth Form College. It has been agreed that contact with each other will be made before the summer to discuss Edward's future intentions and if he will continue with CWA next year.

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6 Review of Committee's Performance, Terms of Reference, and Annual Business Agenda

The committee considered the prepared review and concluded that it provides a fair and accurate summary of the committee's performance during the year. The Chair of Governors suggested to keep the 'suggestions regarding how reports, meetings etc might be improved' box under review to capture ideas as they arise.

The amendments to the Terms of Reference were considered and it was concluded that these remain fit for purpose. Reference to the 'Clerk to the Corporation' will be amended to the 'Head of Governance' and in accordance with the Instrument and Articles of Government agendas and papers, where possible, will be distributed at least seven calendar days in advance of the meeting. The word 'monitor' in item (j) will be amended to 'monitoring' and the words 'reporting to the board by exception' added to point (j) recognising that the approval and acceptance of the accountability agreement lies with the Corporation. Finally, it was suggested that point 4(b) should read 'The independent member of the Committee, not already designated as a committee Chair'. Subject to these amendments the committee **agreed** the terms of reference.

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Similarly, the annual business cycle was considered, and it was agreed that the business items covered in the year would enable the committee to fulfil its responsibilities. It was agreed that the committee will meet four times in the year. Since the Chair's meeting group has been disbanded and its membership transferred into this committee, the Chair questioned if the terms of reference of that group would now be overseen by this committee. It was agreed that the strategic updates from the Principal and committee Chair's rounded view of what's happening should be an agenda item for all at future meetings. As discussed above,

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this would be added as an improvement area to the committee's performance review template.

The Principal mentioned two brief strategic updates for the committee; 1) that he is not yet able to make an annual pay settlement recommendation and a report to this effect will be taken to the Employment Policy Committee; and 2) we are experiencing some unwanted visitors to the King's Lynn campus which is posing some security and safety risks at the site. We are in communication with the Police and security on site has been increased.

7 Review Committee Members and Chairs for 2023/24

The committee reviewed the membership of the committees and its Chairs for the next academic year.

The Vice Chair roles are elected annually by the relevant committee although it was noted that the Vice Chair role of the Finance and General Purposes committee is vacant further to the resignation of Tony Kenber. As reported above, this committee currently holds two vacancies although given the discussion noted above, and agreed, it was proposed that Carolyn Rand, if she transfers from Audit to Finance and General Purposes, could take up the role of Vice Chair.

Further to review and discussion the committee resolved to recommend the committee membership and its Chairs for the next academic year to the corporation at the meeting to be held on 5 July 2023.

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8 Framework for seeking and replacing new governors

The governor recruitment procedure is published on the college website. It was noted that this was last approved by the Corporation in March 2012 and last updated in June 2016. Whilst the document remained relevant it was proposed that this is replaced with the Governor Recruitment and Succession Planning Policy, received by the committee in draft form for consideration.

The committee commented that our recruitment procedure is linear and not particularly helpful when needing to confirm appointments swiftly. Improving board diversity was another area that governors felt should be reflected. It was agreed that the committee would consider all appointments, determine the skillset needed, and then get on with the interview process. Governors felt that the policy should not stipulate who the 'panel' should consist, other than including the Head of Governance. It was proposed that if the appointment were for a particular committee, then the Chair of that committee could be a panel member and that the policy should state that the panel would comprise of up to three. These amendments are to be incorporated into the draft and brought back to the committee for further consideration.

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9 External Governance Review

The corporation gave delegated authority (at the meeting held in March 2023) to the committee to lead on the external governance review, develop the scope and oversee the process.

The project plan is on track for the external review to take place in the spring term 2024 and currently we are at stages 2 and 3 of the project plan. The HoG has approached six external reviewers and presentations of the four available to conduct the review were shared with the committee for consideration.

A draft plan setting out the purpose of the external review and approach was shared with the committee. This document would inform the scope of the review (stage 6 of the project plan) scheduled to be determined over the summer.

In summary the committee felt that they were not able to decide without further analysis of the presentations received. It was agreed that the HoG will develop a weighted assessment criteria for committee members to score against. The cumulative scores will expose who to potentially invite or appoint and the HoG will present the findings and make a proposal to the committee to progress this stage of the project plan.

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10 **Draft Standing Orders**

In response to the meeting of the committee back in October 2022 it was agreed that the Board should establish Standing Orders to manage poor attendance at meetings. While Instrument 9.2(d) of the Instrument and Articles of Government sets out the process to remove members who have been absent for six consecutive months without the permission of the corporation, it does not deal with poor attendance generally or indeed poor conduct and/or behaviour. The Governance and Financial Regulations also do not stipulate how this is to be managed so it was timely to not only refresh our processes but to also determine the corporation's policy and practice for all its corporate affairs.

The HoG therefore proposed a twofold approach which would a) establish the process to manage poor governor attendance, and b) determine and separate out our governance arrangements from our Financial Regulations by creating Standing Orders of the corporation. Draft Standing Orders were appended to the report for the consideration of the committee, and the proposed separated Financial Regulations of the college.

The committee agreed that it made sense to separate our governance arrangements from our financial regulations and create dedicated Standing Orders but put forward the following amendments/ideas:

- Point 11 – to state that this is the Chair and Vice Chair of the Corporation
- Point 50 – determine/reference how disorderly conduct of the Chair or Vice Chair of the Corporation is dealt with
- Replace reference to 'governing body' with the 'corporation' throughout
- Create a 'governance on a page' for inclusion in the Financial Regulations
- Appendix 6, point 5.5 – replace the Vice Chair of the Search and Governance committee with the Chair of the Search and Governance committee.

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It was agreed that it would be easier to keep the financial regulations separate and under review, as a key control of audit, and the work of the Finance and General Purposes committee to ensure that they remain fit for purpose. The committee resolved to recommend the separation of our governance arrangements from our Financial Regulations to the Corporation and suggested that the HoG works on the governance rules around attendance in the first instance. It was noted that our Standing Orders do not need to be over complex or attempt to cover every eventuality or restrict process or procedure so the Standing Orders will be developed over time in bite size chunks.

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11 **Any other business**

The HoG is planning the 2023/24 schedule for meetings. The committee confirmed that it should meet four times in the year; late September, February, April, and June. The Committee is content to convene the meetings remotely, via TEAMS.

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It was noted that a meeting of the Chairs of the Corporation, Employment Policy committee, and Finance and General Purposes committee, together with the VPCS and the Principal may need to be convened to discuss the annual pay settlement position once the draft budget has been considered by F&GP.

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Finally, the Principal confirmed that he has met with the college leadership team to discuss the arrangements to reduce his hours to part time (3 days a week, effective 1 September). This was followed up with a written briefing which was then issued to the wider college. The topic was also raised at the recent management development day, where the external facilitator invited the group to discuss how they felt this left the team. In summary, there are no immediate concerns. Some comments have been made about setting a precedent; if it's OK for the Principal to work part-time then everyone will be able to do it. The point has been made that anyone can request flexible working and as with the Principal, the request has to be considered. What is in the best interests of the college will be considered by the line manager in consultation with HR, so this is no different to any other request for flexible working. Generally, the announcement has been received with a reassuring response and no concern raised that a part-time role would be disruptive. Some staff feel that this is the 'beginning of the end' of David Pomfret's tenure as Principal/CEO, which in reality, it is. No timeline has been given on when the retirement of the Principal will be, and it was noted that review dates for the Corporation will need to be put in the diary to ensure that these take place.

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12 Chair's items for briefing to Corporation

- To recommend the reappointments of Dave Clark and Ray Harding to the corporation at the meeting to be held on 5 July 2023.
- To recommend the co-opted appointment of Malcolm Pearson to the corporation at the meeting to be held on 5 July 2023.
- To recommend the committee membership and its Chairs for the next academic year to the corporation at the meeting to be held on 5 July 2023.
- To inform the Corporation about the process and the appointment of the reviewer to conduct the external governance review in the Spring Term 2024 at the meeting to be held on 5 July 2023
- To recommend to the Corporation at the meeting to be held on 5 July 2023, that the governance arrangements of the Corporation are separated from the Financial Regulations and are to be held in the Standing Orders which are currently under development.

Vice Chair

Chair

Chair

Chair

Chair

13 Date and time of next meeting

TBC for late September 2023

Meeting ended at 10.05am