

**The College of West Anglia
Minutes of
The Search and Governance Committee
2 June 2021
8.30 am
Remote Meeting – Microsoft Teams**

Present	Sharon Cambridge	Governor (Chair)
	Andrew Cave	Governor (Vice Chair)
	David Pomfret	Governor (Principal)
	Gary Webb	Governor
Attending	Stephen Halls	Clerk to the Corporation

1 Apologies

There were no apologies for absence.

2 Declaration of Interests

The Chair and Vice Chair noted their respective interests in Item 5 – Board Structure.

3 Minutes of the previous meeting – 3 March 2021

The minutes of the meeting held on 3 March 2021 were reviewed and agreed as an accurate record.

4 Matters Arising

The progress against the outstanding matters from previous meetings was summarised in the report for Item 4. The Chair noted that the item relating to the Skills Audit would be discussed under Item 7 on the agenda. The item relating to the re-appointment of Sam Fletcher to the Board had been actioned. The two remaining items were for future action and would be carried forward.

5 Board Structure

i. Board & Committee Structure

The Clerk referred to the Board & Committee Structure at Appendix 1 and considered that the Board was very strong with a membership of 20. The 3 governors appointed in March 2021 had all completed their induction sessions with the Clerk. Two of the new governors would be attending the AoC's new governor induction course on 14 June 2021 with the remaining governor to attend the course at a later date. Hein van den Wildenberg had also been attending the AoC's Finance Masterclass workshops (10 sessions) in preparation for becoming Chair of the Finance & General Purposes Committee in December 2021 when Andrew Cave would retire from the Board. The Principal added that Andrew Tyley, Deputy FE Commissioner and presenter of the Finance Masterclass workshops had noted Hein's attendance at the sessions.

The Clerk reported the recent resignation of Lucy Nethsingha from the Board, following her appointment as Leader of Cambridgeshire County Council. Lucy had served on the Audit Committee and indeed had acted as its Chair on a temporary basis prior to the appointment of Gill Rejzl in 2019. The Clerk advised that he had had an informal meeting with a prospective new governor who would be ideal as a member of the Audit Committee and that following the informal chat an application to join the Board had been received. The Clerk would arrange an interview with the prospective governor in due course.

ii. Governor Applications

This item was deemed 'Confidential.'

iii. Succession Planning – Chair of the Corporation

The Chair advised that following the Board's approval on 17 March 2021 of the process to search for a 'Chair-Elect' one nomination had been received, namely Gill Rejzl, Chair of the Audit Committee and member of the Board since October 2019. The Board would be asked to approve the appointment of Gill Rejzl as 'Chair-Elect' at its next meeting on 30 June 2021, noting that the Board would still need to make the formal appointment to Chair at the meeting prior to the current Chair's retirement. The Chair-Elect would work with the current Chair and Clerk over the coming months in training for the role and to ensure a smooth transition.

iv. Committee Chairs

The Chairs of the various committees were reviewed. With regard to the Remuneration Committee and in light of the retirement of Andrew Cave in December 2021 it was considered appropriate for a new chair to be appointed in advance of the Committee's next meeting. Governors considered that Chris Ashman, as Vice Chair of the Board and as a member of both the Remuneration and Employment Policy Committees, he was most suitable to chair the Remuneration Committee. The Chair would discuss this possibility with Chris Ashman prior to the next Board meeting when the Committee Chairs would be approved.

ACTION-CHAIR

The Committee agreed to the proposed listing of committee chairs, subject to the change to the Remuneration Committee noted above and would recommend the approval of the Committee Chairs to the Board.

6 Remote Meeting Survey – May 2021

The Clerk explained that this survey had been undertaken to gauge governors' views on the continued use of remote meetings for Board and committee meetings in the next academic year. The responses to the survey were listed in Appendix 1. The Clerk summarised the general views received that Governors enjoyed the benefits of remote meetings; the use of technology was not generally a concern; governors considered that remote meetings worked well, that the College business was appropriately discussed and considered and that the standard of governance had not declined due to meetings being held remotely. Governors did however miss the interaction with other governors and college managers and not visiting the campuses. For 2021/22 the responses received supported the proposal from the Clerk that ALL board meetings would be held on campus, whereas for individual committee meetings, these would alternate between on campus and remote, via Microsoft Teams. The Clerk had supplied a suggested schedule of which meetings would be held on campus and those to be held remotely in Appendix 2.

The Clerk asked for the Committee to consider the suggestion received in the survey that governors be able to attend remotely for a meeting being held on campus. The Clerk added that currently the College only had the required technology for this in the smaller meeting room used for committee meetings. The Chair commented that she did not support mixed

meetings, noting the difficulties of trying to manage members both in the room and on screen and the risks of giving remote attendees either too much or too little attention during a meeting. The Principal added that mixed meetings were occasionally used for College Leadership Team meetings, although tended to provide a poor experience for the manager attending remotely.

The Principal asked the Committee to consider if all committee meetings should be held remotely, adding that attendance had been particularly high as a result of meeting in this fashion. The Clerk commented that the College, as part of its climate change/environment strategy should consider how best to hold meetings in the future and perhaps not expect governors to drive to the campuses for each meeting. Governors commented that when they visited the campuses for meetings they would occasionally also book in a Link Governor meeting with their respective College manager or undertake a learning walk. The Chair commented on the benefits of being able to chat informally with governors and managers before and after a meeting which helped to develop good working relationships, especially for those new to the Board.

Governors commented on the low response rate to the survey of 52%. The Clerk considered that the survey was not too onerous and that those who did not respond may have considered that they had no particular view as to how future meetings should operate.

The Committee noted the responses from the survey and agreed the proposed schedule of meetings (some of which to be held remotely) for 2021/22.

7 Governors' Skills Audit Questionnaire – Review of Proforma

The Clerk explained that the Skills Audit Questionnaire was used for both new applicants and those already on the Board (via a biennial update) to ascertain the current skill levels of the board membership, and to identify any particular skill areas that were not sufficiently covered by the existing membership.

During the last update, the question regarding members' knowledge or skills in the law or legal expertise was poorly answered, and it was considered that most members, due to their professional positions, would have had more experience than was conveyed in the audit questionnaire responses.

The biennial update for all members would be due this summer. In order to accurately reflect members' skills and knowledge, the Clerk had proposed that this question be revised and had offered some possible alternatives in the report.

After discussing the various options, and other suggestions, the Committee agreed that the question be re-worded as follows:

... level of knowledge/expertise:

'Legal matters in relation to your work or any voluntary roles'

The Clerk would amend the questionnaire accordingly prior to the summer survey being issued.

ACTION-CLERK

The report was noted

8 AoC Code of Good Governance Review

The Clerk reported that the AoC issued a consultation exercise on 21 April 2021 on proposed changes to the Code of Good Governance with the closing date for responses being 7 May 2021. The Clerk had contacted the AoC to advise that the short time frame did not allow

sufficient time for governors to review the proposals and respond to the consultation. Further, in the feedback received from the AoC, it was reported that a much larger consultation process was planned for 2022 when a more significant transformation of the code would commence. The updated guide from the recent review would be issued by the AoC in due course.

The Clerk highlighted the 2 main changes in the current proposals: the introduction of a section regarding environmental sustainability and the widened responsibilities for equality, diversity and inclusion. The Chair commented on the need for the Board to receive an update from managers on the College's current progress with regard to its environmental strategy. The Clerk advised that Sue Brown, the Energy & Environment Officer was scheduled to give a briefing to the Board at its meeting on 13 October 2021.

The Committee accepted that the consultation period had closed and therefore there was no requirement to respond to the AoC, although governors hoped that the major consultation planned for 2022 would allow sufficient time for governors to consider any new proposals and make a response if necessary.

The Chair noted her frustration that there seemed to be endless guidance notes being issued to governors from various sources (ESFA, FEC, AoC), citing the recent directive from the ESFA calling for greater governor scrutiny over subcontractor activity (4 March 2021) and that it was sometimes difficult to triangulate the requirements from governors noted in every directive.

The report was noted.

9 Any Other Business

There were no items of other business.

9 Chair's items for briefing to the Corporation

- AoC Code of Good Governance - Update

13 Date and time of next meeting

Wednesday, 6 October 2021 at 12.00 noon.

The meeting closed at 9.16 am