

College of West Anglia
Minutes of
The Search and Governance Committee
8 February 2022
11.30 am
Remote Meeting – Microsoft Teams

Present	Sharon Cambridge	Governor (Chair)
	David Pomfret	Governor (Principal)
	Gill Rejzl	Governor
	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

Interests were noted for Sharon Cambridge and Gill Rejzl for the items and discussion during the meeting relating to succession planning and the membership of the Board and its committees.

3 Minutes of the previous meeting – 6 October 2021

The minutes of the meeting held on 6 October 2021 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. The Chair asked for an update on the Skills Audit carried out in the Summer of 2021 where a governor had indicated they had no skills or knowledge in respect of Safeguarding. The Clerk confirmed that he had spoken with the individual concerned who explained that they had incorrectly answered the question and considered that they had “Good” skills and knowledge in this area; the Clerk added that he had updated the graphical report accordingly to reflect the amended response.

5 Board Structure

- i. Current board and committee structure – The Clerk highlighted the recent resignation from the Board of Rebecca Hamilton who had served previously on the Audit Committee and more recently on the Employment Policy Committee.
- ii. The Clerk reported that there were currently 2 vacancies on the Board, which would increase to 4 during the year following the retirements of Sharon Cambridge in May 2022 and Gary Webb in October 2022 and advised that consideration should be given soon to finding new governors. The Chair asked if there had been any recent interest from prospective governors via the online websites used previously. The Clerk reported that Inspiring Governance had identified 3 potential candidates in the

autumn term all of whom, it appeared after follow-up, were looking for school governor roles. The College had also previously had a presence on the Volunteer Norfolk website, but this had generated no interest at all. The Committee discussed various avenues to explore in identifying new prospective governors, emphasising the need to look for those individuals with the skillset and knowledge most needed by the Board at the current time, that being accountancy/finance and audit.

Governors suggested that in the press notifications of Sharon Cambridge's retirement from the Board in May 2022 that the report makes mention of the College's continued need to find outstanding individuals to serve on the Board. Governors also asked for the College's social media fora to be utilised in the search for prospective new governors. Further, Governors suggested contacting the Partnership & Funding Officer at the Borough Council of Kings Lynn & West Norfolk who would be able to help in communications with strategic partners across the Borough.

ACTION-CLERK

- iii. Membership of the Committees – from the report, the Clerk highlighted that both the Search & Governance Committee and the Remuneration Committee currently had vacancies. In addition, the Clerk advised that the membership of the Remuneration Committee ought to be increased to 4. This was discussed with various governors suggested as being appropriate to be asked to join the 2 committees. It was agreed to defer this matter to the summer term when the new Chair was in position and when possibly new members had joined the Board.

ACTION-CLERK

- iv. Committee Chairs – *This item was deemed "Confidential – Restricted."*

The report was noted.

6 Governor Attendance – Mid-Year Review

The Chair advised the committee that it was appropriate and considered best practice to review the attendance levels of governors both during the year and at the year end, and to be able to identify at an early stage any possible signs of poor attendance emerging with individual governors.

The Clerk reported that there were no specific concerns to raise regarding attendance, both for individuals or within the committees. The Clerk highlighted the Risk Workshop held in September 2021 where the attendance level was at 50% and compared this to the Training Morning held in November 2021 where the attendance level achieved 94%.

The Clerk noted that there had been 4 instances of governors being absent from meetings without apologies having been given and assured the committee that in most cases these absences were followed up by the Clerk with the individuals concerned.

For all absences and apologies, from the reasons noted the Clerk advised that there were no indications that individuals would have then attended their respective meetings if the forum of the meeting had been changed from on-campus to remote, or vice-versa, suggesting that governors had no issues with the selection of meetings being held remotely so far during the year.

The report was noted.

7 Equality & Diversity Review

The Clerk reported that the recent update of EDI data for governors had been forced by the ESFA's survey on board composition in October 2021. The Clerk considered that it may

become necessary to update this data for governors on a more regular basis, suggesting that biennially could be appropriate.

Governors reviewed the data displayed within the report. Governors were mindful of the need to address equality and diversity in the recruitment of new governors but accepted there were difficulties in trying to identify and engage with suitably qualified individuals from all ethnic backgrounds. The Principal reminded the committee of the campaign led by Peridot Consultants in 2021 which identified that eastern Europeans tended not to engage with voluntary activities.

Governors reviewed the current gender make-up of the Board (6 females, 12 males) and noted that this fluctuated each year, dependent on the membership at that time.

The report was noted.

8 Governance – External Review

The Committee reviewed the DfE guidance notes attached as appendices within the report and discussed particularly the need for college boards to undertake a three-yearly external governance review.

This new requirement (3-year cycle) would take effect from the current funding agreement year (2021/22) with the deadline for the first external review being in 2023/24.

The Committee agreed that governance at CWA was strong, as supported by the last Ofsted inspection and the more recent intervention visits by the FE Commissioner and the ESFA, where no concerns were raised on the abilities or competencies of the Board.

Governors noted that there were uncertainties with this new directive across the sector, particularly regarding who colleges should engage with to provide a full and competent review, but at a reasonable cost. For CWA, a new Chair would be appointed in May 2022 and therefore it was considered appropriate for there to be a settling in period before a review of governance was undertaken under the leadership of the new Chair.

The Committee discussed the benefits of reviewing how other colleges were managing this process and noted the responses provided in a recent survey on the Clerks' network. Selected colleges had recently been involved in the pilot review process and it was considered that there would be benefits in contacting those colleges to gain feedback.

ACTION-CLERK

Governors suggested that the Audit Committee considered the commissioning of an internal audit review on governance within its next cycle of activities.

ACTION-CLERK

The Chair and Clerk would continue to monitor the feedback received from other colleges at regional Chairs' and Clerks' meetings regarding external reviews and that this would be reported back to this committee under 'Matters Arising' at future meetings.

ACTION-CHAIR/CLERK

Governors noted their concerns that the increased scrutiny, review, and assessment of Boards may affect the future recruitment of Board members.

It was agreed that plans for an external governance review would be developed during 2022/23 with a view that this was carried out in 2023/24.

9 Meeting Reports

The Clerk reported that 3 areas required additional reporting either at Board or Committee level:

- i. Annual Marketing Plan – this report had previously been reviewed by the Board. The Clerk was proposing that in future it was reviewed by the Finance & General Purposes Committee beforehand, prior to final Board approval. Governors discussed the possibility of forming a task and finish group to work with the Marketing Department as the plan was developed. Governors also noted the need for the impact of the plan, once approved, to be more closely monitored. **ACTION-CLERK**
- ii. Sustainability – Following the training morning held in November 2021 the consensus of the session was that all areas of the college had a responsibility for sustainability. In order to promote this across the college and to monitor progress it was agreed that sustainability would be identified within the strategic plan for 2022-25, to be developed in April 2022, with associated targets set across the activities of the College. The Board would be able to monitor the progress of sustainability through the targets. **ACTION-PRINCIPAL**
- iii. Subcontracting – the reforms published in March 2021 required changes to the frequency and content of reports reviewed by Governors. The Clerk outlined the current reporting cycle of subcontracted activities which included 3 reports to the Finance & General Purposes Committee and then an annual audit report on subcontracting activities to the Audit Committee. The reforms now required quarterly reports which should include at a minimum the specified details as listed in section 1.6 of the reforms. The Committee discussed the need for the existing reports to be broadened to include all of the details required in the reforms, and that one additional report should be presented to comply with the quarterly reporting requirement. The Clerk would check if the reforms required all reports to be reviewed by the full Board or could remain as the delegated responsibility of the Finance & General Purposes Committee. **ACTION-CLERK**

The report was noted.

10 Any Other Business

There were no items of other business.

11 Chair's items for briefing to Corporation

- External Review – this was a new requirement, every 3 years, as per the funding agreement. The Chair and Clerk would begin to monitor how other colleges were managing their reviews. The College would begin preparing for this in 2022/23 with the view that this was carried out in 2023/24.
- Sub-contractor Partnership Reporting – in order to comply with the new reforms an additional report would be presented to the Finance & General Purposes Committee to meet the requirements of quarterly reporting. Each report would contain all of the information required within the reforms, as a minimum, and then any further information as needed by the college's management and governors.
- Attendance – A "Thank You" to all governors for attending Board meetings and their respective committee meetings, where overall attendance at the mid-year position stood at 87%, against the target of 80%.

- Governor Recruitment – Governors are asked to consider any colleagues or associates whom they consider could be prospective future governors, particularly those with an accountancy/finance/audit background and to pass their details to the Clerk for follow-up.

12 Date and time of next meeting

Wednesday, 11 May 2022, at 8.30 am.

The meeting closed at 12.45 pm