

College of West Anglia
Minutes of
The Search and Governance Committee
4 October 2023
12.00pm
Meeting Room, Principal's Suite

Present	Dave Clark	Governor (Chair)	In person
	Gill Rejzl	Governor	In person
	Chris Ashman	Governor	In person
	Ray Harding	Governor	Remote
	Sam Fletcher	Governor	Remote
	Sally Mitton	Governor	In person
	David Pomfret	Governor (Principal)	In person
Attending	Rachel Nicol (item 6)	Group Director of Governance	Remote
	Jules Bridges	Head of Governance	In person

No.	Action
	Item 6 preceded all other items of the meeting.
1	Apologies Apologies for absence were received from Hein van den Wildenberg.
2	Declarations of Interests There were no declarations of interest.
3	Minutes of the previous meeting held on 10 May 2023 The minutes of the meeting held on 10 May 2023 were reviewed and agreed as being an accurate record of the meeting.
4	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. The Head of Governance has reached out to the network for examples of governor appraisals. This action is to be carried forward as it is not a priority at this time. The governance sections of the college's Governance and Financial Regulations will be separated and presented as the Standing Orders to the Corporation at its meeting to be held in December 2023. Work to then update and refresh the Standing Orders will commence and new iterations of the document will be shared with the committee for consideration. The completed items are to be removed from the table.
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5	Appointment of Vice Chair The chair of the committee proposed to appoint Gill Rejzl as Vice Chair, approved by the committee.
6	External Governance Review Governors have appointed the AoC to conduct its External Governance Review in the Spring term 2024. Rachel Nicol, Group Director of Governance for the Bedford

College Group will conduct the review. She was invited to attend the meeting to introduce herself and provide a brief overview of the external governance review process.

No formal scoping meeting has been set with the AoC yet, but this is likely to take place around November/December 2023. A standard questionnaire for governors to complete will be issued. This enables the AoC to benchmark some data and tease out some potential focus areas for the review. It is helpful to speak to some governors early on and an electronic portal will be used to upload and share documents between the AoC and CWA. The review will include a look at the strategic planning process and observations of committee meetings. The reviewer (Rachel) will keep in touch throughout the process with a nominated governor; the Chair for example, or Chair of this committee, and/or the Principal/CEO as appropriate. Management activity is also an important aspect of good governance so there will be some interaction as part of the review.

There are three core components of the review: 1) Board composition, 2) structure, and 3) interpersonal relationships. There is flexibility to also draw out other areas as part of the review for further analysis.

The aim will be to finalise the report after the Easter break, leaving April and May for governors to digest the report, review, and amend. The Head of Governance will then draft the arising action plan for the Corporation to receive at its meeting to be held in July 2024.

Governors wondered how and if the new Code of Good Governance (recently released) is shaping other college external governance reviews. Rachel commented that in her opinion there is little value in over analysis of the Code. The review for CWA will have regard to it but the review will be used to bring value to the board and provide the opportunity to explore other development areas. It is generally accepted that the three core components of the AoC's structure are covered blended with a nuanced approach to the Code and a framework to follow.

R Nicol left the meeting at 12.15pm

7 Principal's Strategic Update

As the Chair's group was disbanded this agenda item has moved into the terms of reference of this committee, for reporting at each meeting.

The Principal/CEO reported that student numbers are good with optimism for 16-19 study programme growth. The actual numbers will not be known until the census point (around October half term) but there is confidence that this may be in excess of 200 additional learners. There are capacity challenges therefore, particularly around English and maths as these additional learners equate to an additional 800 young people needing English and maths. There is a higher profile of lower-level grade students this year as the government adjusted GCSE grade boundaries resulting in a national swathe of young people not achieving English and maths. Adult recruitment for English and maths has also grown but there are disappointing numbers on mainstream adult programmes.

Retention for last year improved by 4% against a 5% target and achievement improved by 9% compared to the year before. Achievement is below national average, but CWA is nudging closer to the benchmark. Apprenticeship achievement is below national average by 3% at 54% but great strides have been achieved as the cohort of out of funded learners initially was at 845 but it is now down to only 66. There are some legacy performance issues being worked through, but the Performance Review and Quality committee are keeping this in focus.

There are good outcomes for HE students. The NSS (National Student Survey) outcomes show CWA 10% above the national norm and 8% above on ARU. The proportion of good degrees (2:1s or a first) is 79%.

Regarding the emerging audit issues around the single sub-contract partnership compliance with the ESFA funding rules, this has been called in favour of CWA. This could have resulted in significant clawback. The position regarding the full funding audit by PwC however is not as positive, as they are not due to conclude their work until December 2023. This could result in an unadjusted funding claim and external auditors, RSM, unable to conclude the financial statements and year end accounts on time. CWA will make a claim to the ESFA that the timeframe for the full funding audit is unacceptable. The year end accounts are to be published by the end of December so CWA will have to seek permission from the ESFA for the delay imposed upon us. There is also the potential of audit cost creep for the additional work. We have engaged an external consultant to support the wider apprenticeship audit evidence requirements and potential claw-back is now believed to be significantly diminished from the original £250k estimate.

A pay proposal will go to the Corporation next week. This is in addition to the 2% pay award agreed at the meeting held in July after which the government announced a national pay award for the sector. The AoC are recommending colleges make a 6.5% pay award but the CWA recommendation is to make a minimum 5.57% award (including the 2% July award) and make higher adjustments to those at the lower end of the pay bands and for some lecturing staff. The government award is linked to 16-19 funding so the allocation for CWA is £1.4m. Governors commented that as the pay award would be consolidated it was questioned how the college could sustain the increase in future years. The Principal/CEO confirmed that as the award is linked to funding it will continue to be sustained but making additional pay awards will be difficult.

The college has submitted an AoC Beacon Award for employer engagement. The bid showcased the work with Queen Elizabeth Hospital and the CWA School of Nursing. CWA has also submitted an AoC Beacon Award bid for Student Support, focussed on the Hummingbird programme and a Good for ME, Good for FE bid around mental health and community action, centred around the recycle and resell scheme run through the college shop.

Funding for the carbon net zero centre has been secured and an £800K LSIF bid submitted for a green skills construction centre at the King's Lynn campus and a £300K Life Sciences centre at Cambridge. A DLUHC bid for £750K to build a second storey for the School of Nursing has been submitted. The expression of interest has been accepted, and a more detailed business case is now being worked up. In addition, the UoS has offered investment of £700K which would give us the capacity to fully equip the centre with state-of-the-art technology.

CWA has 5 World Skills finalists. This has just grown to 6 as due to a drop out our learner who was first reserve was offered the opportunity to step in. The Novus Restaurant has been shortlisted in the West Norfolk Food and Drink Awards. King's Lynn's best kept secret may get discovered!

8 Membership Review

1. Resignations

Kay Driver notified the Head of Governance that she wished to stand down from the Corporation on 21 August 2023. This creates a vacancy on the Board, and a vacancy each on the Audit and Employment Policy committees. She was also the lead governor for Equality, Diversity, and Inclusion.

Lee Smith has decided to stand down. His attendance has been poor and was challenged by the Chair of Governors. His resignation was received on 12 September 2023.

Due to other commitments, Mark Eastwood, with effect from 1 September 2023, has relinquished his governor role on the Board but continues with CWA as a co-opted member of the Audit Committee.

2. Reappointments

The term of office of Gill Rejzl is soon to expire. The committee will take a recommendation to the Corporation at its meeting to be held on 11 October 2023 to reappoint.

Chair

The term of office of Scott Leadley, Staff governor is also due to complete. He has served on the board since 2011 and is not eligible to stand again. A recruitment campaign to find his successor is soon to commence.

3. Vacancies and Committee Structure

The Corporation currently has six vacancies, 4 independent and 2 student governors. Committee vacancies exist on Audit (2), and Employment Policy (1). A replacement governor lead for equality, diversity, and inclusion is also needed.

The Chair mentioned that absent member, Hein van den Wildenberg, had a contact interested in a co-opted role on the audit committee but it was agreed that three co-opted members within its membership of six would not be viable. The preference is to recruit full independent members.

4. Recruitment

The written resolution to appoint Seb Ivanov has been passed. He has commenced induction and will attend the Corporation meeting to be held on 11 October 2023 where the resolution to appoint will be recorded.

The committee discussed vacancies and where best to place Seb Ivanov. It was concluded that his skillset is better suited to the Audit Committee where there are vacancies, however there was concern that this would not stretch him or necessarily interest him as he has a passion for education and improving the lives of young people so may be a better fit on PR&Q. It was agreed that he should join the membership of audit, learn about the college, and then when/if a vacancy arises elsewhere this could be reviewed, and he is potentially transferred.

Regarding board vacancies the committee asked the Head of Governance to consider advertising in free ad publications with a write up about the college; local college looking for governors. This successfully worked a few years back. The Chair will encourage governors to think about their networks and connections and our newly appointed co-opted members, Sharon Edwards, and Malcolm Pearson would also be asked for any key contacts that could also be approached.

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The Chair noted that a new Task and Finish Group is proposed to be established to oversee the implementation of a new finance system. The chair raised concern that this group must not be operational. The Head of Governance confirmed that draft terms of reference have been written although the group is very much in its infancy and is yet to meet formally. The group is about oversight, monitoring, support and offering guidance and direction, not operational.

Finally, it was noted that Cllr Stuart Dark is no longer the Borough Council Leader, this is now Cllr Terry Parish. The list will be updated.

HoG

9 Code of Good Governance

The new Code has just been released and was shared with the committee for information. A review of the code will be conducted by the Head of Governance

HoG

over the coming months. It was noted that for any reporting related to the previous academic year, the previous AoC code (revised September 2021), will remain in place. All colleges are to use the new Code for the 2024/25 academic year.

10 Recruitment and Succession Policy

The committee considered the draft Governor Recruitment and Succession Planning Policy at the meeting held in May 2023. The amendments discussed have been incorporated into version 2 for further consideration.

The tracked changes were agreed by the Committee but in addition governors commented that references made around diversity and inclusion were outdated and asked for these to be adjusted. These statements should be more reflective of our EDI good practice and recruitment processes.

HoG

11 Review of Register of Interests

The annual update of the register of interests has been completed. This was carried out in September 2023.

12 Skills Audit Update

The skills audit has been updated and scores colour coded for ease of identifying areas of strength and/or skills gaps for training/development. At a glance, the matrix shows a good balance of skills and experience across all categories and notably there are no areas where governors have indicated that they have 'no/none' experience (red score of 1).

The Head of Governance suggested analysing the skills audit by committee which members thought would be useful. It was recognised that the scoring is subjective as governors 'rate' their perception of how experienced they are. There are also some categories missing, such as HE for example and the committee would like a review of the categories and perhaps even find a better use for this process. On the back of this the Principal/CEO mentioned that HE experience on the board is an area to be explored/recruited.

HoG

13 Governance Attendance – Annual Review

The report was received for information. Overall, the average attendance was 86% and average board attendance at 82% against a KPI of 80%. It was noted that the figure had been pulled down by the poor attendance of one governor, since resigned, but was still above target. Meetings will continue to be held face to face, and hybrid options used to help those who find it hard to attend.

The external governance review will undoubtedly look at board composition and attendance and as mentioned by our reviewer (Rachel) there will be a focus on strategic planning which the records show, are not particularly well attended.

14 Governor Survey – Summer 2023 Review

The review and results were shared with the committee. There was agreement that the process is tired, overused and not a meaningful measure. It appears to have been used as a vehicle to evidence that some form of annual assessment/review of governance has been completed in the year and there was concern that the volume of the questionnaire produced quantity and not quality. The committee would like to see something new possibly shaped around the new Code of Good Governance and certainly linked to the role description/person specification of a governor.

HoG

15 Committee Performance Reviews 2022/23

Members received all the committee performance reviews undertaken. The Head of Governance questioned how helpful it was for the committee to receive these assessments. They are useful to evidence that committees have fulfilled their duties under their terms of reference, but this committee didn't necessarily need to

see each review. This will be considered as part of the reshaping of our annual review of effectiveness, as detailed in the item above. HoG

16 Governance Self-Assessment Summary

This report provides a summary of the whole self-assessment process which involves governors completing another lengthy questionnaire. Some results of which raised concern. This blunt tool asks governors to consider a statement and rate that they 'disagree completely', 'disagree generally', 'agree generally', 'agree completely' or select 'no response'. The report was received and noted however the continuation of this, or not, will be considered as part of the reshaping of our annual governance review of effectiveness. HoG

17 Any other business

There were no other items of business.

18 Chair's items for briefing to Corporation

- The external governance review will start to gain pace around November/December 2023 as we set the scope with the AoC and our reviewer, Rachel Nicol.
- To confirm the resignations received from Kay Driver and Lee Smith.
- To confirm that Mark Eastwood has stepped down but continues as a co-opted member of the Audit Committee.
- Recommend the reappointment of Gill Rejzl.
- Advise the Corporation that the written resolution to appoint Seb Ivanov has been passed. He will join the membership of the Audit Committee.
- To advise that the term of office of Scott Leadley completes and a campaign for his successor is commencing soon.
- The new Code of Good Governance has been released. This comes into effect in the 2024/25 academic year.
- The annual Governance Self-Assessment process is to be reshaped. The current process is tired and overused.

19 Date and time of next meeting

Wednesday, 7 February 2024 at 8.30am

Meeting ended at 1.40pm