

# Waltham Forest College



## THE CORPORATION OF WALTHAM FOREST COLLEGE

### SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

#### MINUTES OF THE MEETING HELD ON 26 JUNE 2023

#### **MEMBERS OF THE COMMITTEE**

Youness Abidou (Chair)	<i>present</i>
Alison Morris	<i>present</i>
Paul Butler	<i>present</i>
Renatta Nzomono	<i>present</i>
Michael Eichhorn	<i>present</i>

#### **CLERK TO THE COMMITTEE**

Naomi Shoffman	present	Director of Governance
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#### **IN ATTENDANCE**

Janet Gardner	present	Principal & Chief Executive
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#### **59. WELCOME AND APOLOGIES FOR ABSENCE**

The Chair welcomed everyone to the meeting. There were no apologies.

#### **60. DECLARATION OF INTERESTS**

The Members of the Committee confirmed that there were no other items on the agenda for the meeting in which they had a personal interest.

#### **61. MINUTES OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE MEETING HELD ON 14 MARCH 2023**

The minutes of the meeting held on 14 March 2023 were approved by the Committee as a true record.

#### **62. MATTERS ARISING:**

None

#### **63. REPORT ON MEMBERSHIP**

##### **i. Membership report**

The Director of Governance spoke to the report and highlighted the following:

- The current determination of Corporation membership numbers is up to 20. Following the recent resignations of three external members, the current composition of Corporation membership numbers is 15 Governors which comprises 10 external members, the Principal 2 Staff Governors and 2 Student Governors.
- In order for a Corporation meeting to be to be quorate, the number of members present must be at least 40% (rounded up) of the total number of members (including vacancies). Therefore, to be quorate there must be a minimum of 8 Members present at the meeting.
- The Corporation has agreed that there should be an appropriate balance amongst its membership in terms of gender and ethnic origin in particular.
- The Corporation further believes that the diversity of its membership is important in helping the College meet the needs of a diverse student population within a multicultural society.



## ii. Interview Of Prospective Governors

Further to the recent recruitment drive the Principal and Director of Governance met with several applicants. From these meetings, two potential candidates had each been invited to join the meeting for a formal interview with members of the Committee. Having formally met and interviewed the two applicants the Committee agreed, subject to relevant satisfactory checks, to recommend to the Corporation that:

- Mr Leon Smith be appointed as Governor and to the membership of the Finance and Resources Committee
- Mr Bryan Johnston be appointed as Governor and to the membership of the Curriculum and Quality Committee

## iii. Succession Planning

Notwithstanding the above, there remain several vacancies on the Board and the need for additional expertise in finance, legal, property/capital. To progress this, the Chair, Principal and Director of Governance are due to meet with an external recruitment agency at the end of the week, who will work with the College to recruit suitable candidates. This service is being offered free of charge as part of a DfE initiative to recruit more Governors to sector.

## iv. Resignations and Appointment of Members / Co-Opted Members

The Committee noted the resignation of Mr Talbot from the Board at the end of this academic year. Mr Talbot's work commitment have changed, and he does not feel he will have the time to commit to being a full member of the board. However, he is very happy to stay on as a co-opted member of the Finance and Resources Committee in order to provide his expertise especially around the capital builds.

The Committee is asked to note the resignation of Mr Gurman, co-opted member of the Curriculum and Quality Committee. He has decided to step down as his personal circumstances have recently changed. The Committee noted Mr Gurman's long standing commitment to the college and the invaluable advice and support he provided to the Curriculum and Quality Committee in that time.

### **The Committee agreed to recommend to the Corporation that**

- **Mr Smith and Mr Johnston are appointed as above with effect from 1 September 2023 for an initial one-year term.**
- **Mr Talbot is appointed as a co-opted member of the Finance and Resources Committee and as with other co-opted members that the appointment is reviewed on an annual basis.**

## 64. GOVERNANCE

### i. Commissioning of External Governance Review

As agreed at the March meeting the Chair Principal and Director of Governance considered some candidates, from the ETF and AoC, to carry out the review. They would like to recommend Mr Elton D'Souza to conduct the review in the Autumn term. He would be engaged via the AoC offer and the cost for this will be £5,700 + VAT and any expenses. This will be for 9.5 days. 0.5 is for moderation.

Should the Committee agree to recommend approval to proceed with Mr D'Souza the next steps would be to set up Phase 1 of the review with a scoping meeting with the AoC, key members of the Board and Mr D'Souza. Here they will explain the 7-phase process and give us the opportunity to include any emphases or special aspects unique to our Board, collectively agree timescales and share an activity schedule draft. Mr D'Souza would need to attend 1 full Board meeting in person, with all other meetings, and the desk top review etc. carried out remotely.



## ii. **Grievance Procedures for Senior Post Holders (SPH's)**

The Principal presented the revised Grievance Procedures for SPH's. This has been updated by the Director of HR. The only changes are job titles and the addition of the last section which is the review period for the policy.

## iii. **Governance Documents**

The Director of Governance presented the Corporation's governing and statutory documents which are reviewed on an annual basis to ensure they remain fit for purpose. She advised that the proposed revisions/ amends to the following documents are mainly around the inclusion of the impact of the ONS reclassification on governance processes as relevant, some wording changes for improved clarification and updates in line with agreed changes in our governance practices:

- Instrument & Articles
- Standing Orders
- Scheme of Delegation

## iv. **Committee Membership for 2023/24**

The proposed committees' membership list for 2023-24 is based on matching skills sets to the remit of each committee. The main change to the current year's membership are as follows:

Mr Hall to fill the vacancy of Vice Chair of the Curriculum and Quality Committee.

The Committee discussed the proposed list and agreed staff governors could attend committee meetings as observers, but it would not be mandatory to commit to full committee membership as long as they are full members of the Corporation.

## v. **Review of the Committee's Terms of Reference (ToR's) and work plan - 2023/24**

The Committee undertook the annual review of its Terms of Reference and asked that a clause be added re the Committee having responsibility for carrying out an annual Governance self-assessment as part of the College SAR process. The proposed cycle of business is based on the items covered in this year's plan and the Committee's responsibilities as detailed on the ToR's.

### **The Committee Agreed:**

- To recommend the following revised documents for approval to the Corporation, subject to the agreed amends.**
  - **The revised Grievance Procedure for SPH**
  - **The Corporation's Instrument and Articles, Standing Orders, Scheme of Delegation,**
  - **The Committee Membership- 2023/24**
  - **The Committee's terms of reference and work plan - 2023/24**
- To commission Mr D'Souza to carry out the External Governance Review**
- To note the good progress being made with the Governance Action Plan**

## **65. Any other business**

None

**The meeting ended at 19.56**

**These minutes have been approved by the Committee and signed by the Chair as a correct record.**