



## THE CORPORATION OF WALTHAM FOREST COLLEGE

### SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

#### MINUTES OF THE MEETING HELD ON 14 MARCH 2023

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

Youness Abidou (Chair)	<i>Apologies</i>
Alison Morris	<i>present</i>
Paul Butler	<i>present</i>
Renatta Nzomono	<i>present</i>
Michael Eichhorn	<i>Apologies</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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#### **50. APOLOGIES FOR ABSENCE**

Ms Morris agreed to Chair the meeting in Mr Abidou's absence as he had sent apologies due to work commitments. Mr Eichhorn had also sent his apologies due to work commitments. The Chair welcomed everyone to the meeting.

#### **51. DECLARATION OF INTERESTS**

Ms Morris and Mr Butler recorded their interest in the item recorded at minute 56 due to their work with ETF ad AoC. 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.

#### **52. MINUTES OF THE SEARCH COMMITTEE MEETING HELD ON 26 JANUARY 2023**

The part 2 Minutes of the meeting held on 26 January 2023 were approved by the Committee as a true record.

#### **53. MATTERS ARISING:**

None

#### **54. CORPORATION MEMBERSHIP – UPDATE**

##### **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 includes 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 6 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.
- Recruitment of new external members is ongoing to plug skills sets needs across the board, namely in education, finance, legal, property/capital.

The Principal and Director of Governance then reported on progress with recruitment efforts. Ms Morris agreed to share the LinkedIn advertisement on her personal LinkedIn to seek someone with Education expertise.

## **ii. Extension of Members' Appointments**

The Director of Governance reported that Mr Seyyad was appointed in March 2022 for an initial term of one year. Mr Seyyad has attended and participated fully in all the Board and Committee meetings and has shown commitment to the College.

The Chair of the Corporation reported that he had recently met one-to-one with Mr Seyyad and confirmed that there were no areas of concern on either part. Mr Seyyad has demonstrated exemplary attendance and participation at meetings, and his commitment to the College. The Chair advised that Mr Seyyad had said he would like to explore the quality and curriculum part of the College's business side and it was agreed to offer him the opportunity to carry out a learning walk, meet with the DPCQ, DoTLA and DoSfS as well as observing a Curriculum and Quality Committee meeting.

## **iii. Appointment of Co-Opted Member**

The Director of Governance reported that the recent resignations have impacted particularly on the membership of the Audit and Risk Committee so there is a need to strengthen this as it presently comprised 3 members which is the minimum number for quoracy. The Committee considered the proposal to appoint Mr Graham Woolnough as a co-opted member of the Audit and Risk Committee. Mr Woolnough served on the Corporation for some time, latterly as Vice Chair of the Corporation and Chair of the Audit Committee, before stepping down in July 2021. He attended the recent strategy day where he gave some good comments which demonstrated that he feels interested in the College.

## **iv. Review of The EPPWG Monitoring and Reporting Structure**

The Director of Governance reported that further to the recent resignations, the current membership of the EPPWG comprises Paul Butler, Darren Talbot and Janet Gardner. As the capital works are about to start, there is a need to ensure there is a monitoring and reporting structure in place. The current arrangement is that the EPPWG meets, then reports to the Finance and Resources Committee who in turn report to Corporation.

Given half of the membership of the Finance and Resources Committee sits on the EPPWG, the Committee considered the proposal to stand down the EPPWG and add Capital Projects as a standing agenda item to the Finance & Resources Committee meetings, which will be a more effective use of Governors' time as it will streamline the reporting structure.

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

- **Mr Seyyad's appointment is confirmed for the full four-year term.**
- **Mr Woolnough is appointed as a co-opted member of the Audit and Risk Committee and as with other co-opted members that the appointment is reviewed on an annual basis.**
- **The EPPWG is stood down.**

## **55. GOVERNANCE MATTERS**

The Director of Governance spoke to the report and advised that good progress has been made against the Governance Action Plan and all is in line with deadlines.

A discussion ensued around streamlining of reports and the need for presentations being more succinct. It was agreed that there needs to be a balance to ensure transparent reporting and presenting with sufficient information provided to make decisions

**The Committee noted the good progress being made with the Governance Action Plan.**



## **56. Commissioning of External Governance Review**

The Director of Governance reported that in line with the AoC Code of Good Governance and FE Governance Guide Boards are required to carry out an external review of governance every three years. The last Board review was carried out in 2020/21. The Principal and Director of Governance put forward three people who had been recommended to carry out the review. Having discussed the individuals concerned the Committee decided that for a number of reasons none of them would be suitable.

It was agreed that the Principal and Director of Governance will seek further candidates, from the ETF and AoC, to carry out the review and bring a report back to the June meeting with a view to start the review in the Autumn term.

**The Committee agreed as above.**

## **57. AoC Governance Code consultation**

The Director of Governance reported that the Governors' Council now renamed the AoC National Chairs' Council had committed to review the 2019 version of the code after three years, so this consultation is fulfilling that commitment.

The new code is a draft for consultation. The National Chairs' Council are consulting widely on the document within the FE sector, with governance professionals, Chairs, governors, and senior post holders. It is also consulting with our external stakeholders and regulators.

The consultation process will run for 4 weeks from 6 March until 6 April 2023.

It was agreed that the consultation document will be uploaded to the Governor Hub for the attention of all Governors, who will be asked to provide their individual feedback, if any, to the Director of Governance who will prepare a collective response to the AoC on behalf of the Corporation. The Director of Governance will prepare an initial response and share with all members.

**The Committee agreed as above.**

## **58. Any other business**

- The Director of Governance advised that Ms Hume is due to go on parental leave May – November 2023. It was agreed that the Principal and Director of Governance will discuss options with Ms Hume with the Committee's preference being that Ms Hume takes a six month leave of absence rather than step down.
- The Committee discussed the need to be flexible with meetings to accommodate governors' time, as the majority are in full time high level and demanding roles, and as such to retain all committee meetings being held online going forward. It was agreed that meeting in person for Corporation meetings should continue as it was useful for members to meet in person at least once a term.
- The Committee discussed the timing of the annual strategy day and the pros and cons of it being held on a workday rather than a Saturday. Another suggestion would be to hold it over two twilight sessions during the week. It was agreed to put the various permutations to the vote to the members.

**The meeting ended at 18.56**

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