



THE CORPORATION OF WALTHAM FOREST COLLEGE

SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

MINUTES OF THE MEETING HELD ON 1 NOVEMBER 2023

MEMBERS OF THE COMMITTEE

Youness Abidou (Chair)	<i>present</i>
Alison Morris	<i>present</i>
Paul Butler	<i>apologies</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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66. WELCOME AND APOLOGIES FOR ABSENCE

The Chair welcomed everyone to the meeting. Apologies were received from Mr Butler due to last minute work commitment.

67. 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.

68. MINUTES OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE MEETING HELD ON 26 JUNE 2023

The minutes of the meeting held on 26 June 2023 were approved by the Committee as a true record.

69. MATTERS ARISING:

None

70. 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 recruitment of two Governors and the resignation of one, the current composition of Corporation membership numbers is 15 Governors which currently includes 11 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. Report on Interview with Prospective Governor

Further to the recent recruitment drive carried out by Peridot, in partnership with the DfE, three applications were received. All three were high calibre applicants but due to a potential conflict of interest one applicant regrettably had to be excluded. The Principal and Director of Governance met with the other two applicants who they then invited for interview with the Committee ahead of this meeting. However, since then one of the candidates had decided to withdraw their application due to other commitments. Having formally met and interviewed the applicant the Committee agreed, subject to relevant satisfactory checks, to recommend to the Corporation that:

- Ms Remi Iyun be appointed as Governor and to the membership of the Finance and Resources Committee

It was further agreed to recommend that, subject to above, Gbeminiyi Soyinka would move, with his agreement, from the Finance and Resources Committee to the Audit and Risk Committee to bolster its membership.

iii. Appointment Of Student Governors for 2023-24

Following a robust election process the following learners have been elected as Student Governors for 2023-24:

- Sidonia Crisan who is studying Level 2 Certificate in Travel and Tourism
- Kwasi Owusu-Mensah who is studying BTEC L2 First Extended Certificate in IT

Both students are in their first year at the College and their appointment will be ratified at the Corporation November meeting.

iii. Succession Planning

The progress of the succession plan for the Chair of the Corporation will be discussed fully at the next scheduled meeting of the Committee.

The Committee agreed to recommend to the Corporation that

- **Ms Iyun be appointed as above with effect from 9 November 2023 for an initial one-year term.**
- **Mr Soyinka will move from the Finance and Resources Committee to the Audit and Risk Committee.**
- **The Student Governors appointments are ratified.**

71. GOVERNANCE

The Director of Governance presented the revised AoC's Further Education Code of Good Governance and highlighted the following points:

- The Corporation adopted the Code of Good Governance for English Colleges which was issued by the Association of Colleges in March 2015. The Code was last revised in September 2021 and accordingly adopted by the Corporation on 14 December 2021.
- At its meeting on 26 March 2019, Governing Body agreed to adopt the AoC Colleges' Senior Staff Remuneration Code (the AoC Code), complying with 'must' statements and having regard to 'should' statements.
- This revision reflects the AoC's commitment to advancing governance practices in colleges across the sector and ensuring they align seamlessly with the unique challenges and opportunities faced by Further Education institutions. It has come about as the original code at 32 pages with 10 principles and numerous requirements, had become unwieldy, often duplicating information found in other sources
- With this new code, the AoC have taken a different approach:
 - Six fundamental principles form the core of this code, presented in the context of Further Education using sector-specific language.

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- Sources of assurance, both internal and external, are emphasised without it being an audit tool or checklist.
 - It avoids unnecessary complexity, promoting autonomy, and flexibility.
 - This code encompasses the entire organisation.
 - It brings together structures, policies, processes, behaviours, and relationships, recognising their interdependence.
 - It is designed not to duplicate or repeat other documents but to serve as a signpost to relevant sources.
- The new code is centred around six Governance Principles:
 - Determination of organisational aims and strategic oversight.
 - Responsibility and accountability.
 - Leadership and integrity.
 - Collaboration and stakeholder engagement.
 - Regulatory compliance.
 - Board and organisational effectiveness.
- This is a governance code by the sector, for the sector, and it applies to all FE institutions.
 - It aims to elevate governance standards, providing a basis for External Governance Reviews. It offers assurance to stakeholders and fulfils regulatory requirements.
 - The AoC is encouraging every college to embrace this new code and welcomes any feedback as organisations start using it. For any reporting related to the previous academic year, the previous AoC code will remain in place. The AoC hopes that all FE institutions will be using the code for academic year 2024-25.
 - To support the adoption of the new code, the AoC has created a template and will be compiling resources which will be found on their website. They will also be hosting some webinars in the next two months to guide Colleges on how to engage with it effectively.
 - As part of the self-assessment of governance the template will be used to identify any compliance gaps against the principles of the new Code. This along with the outcome of the self-assessment will be fed into the governance action plan for 2023- 24.
 - Both the self-assessment report and governance action plan will be included as part of the annual governance report that will be brought to the next committee meeting ahead of submission to the Corporation's December meeting for approval.
 - At the Corporation December meeting, the Board will be asked to confirm that it is compliant with its current governance code up to 31/12/2023. The annual reports for 2023-24 will need to record that we were compliant with the 2021 Code up to 31/12/2023 and what steps we have taken to ensure compliance with the new Code from 1/1/2024 to the date of signing the 2023-24 annual report and financial statements.

The Committee agreed this was an improved code and will be a useful tool in monitoring and promoting effective and good governance.

The Committee agreed to recommend to the Corporation that The revised code be adopted with effect from 31 December 2023

72. Confidential report recorded as a Part 2 minute.

The meeting ended at 19.36

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