



## THE CORPORATION OF WALTHAM FOREST COLLEGE

### SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

#### MINUTES OF THE MEETING HELD ON 21 JUNE 2022

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

Youness Abidou (Chair)	present
Alison Morris	present
Paul Butler	present
Renatta Nzomono	present
Gary Davies	apologies
Michael Eichhorn	present

#### **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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#### **20. WELCOME AND APOLOGIES FOR ABSENCE**

It was agreed that as Mr Abidou was only able to join the meeting via telephone and was experiencing some connection issues, it would be easier for Ms Morris to Chair the meeting. Ms Morris welcomed everyone to the meeting. Apologies for absence were received from Mr Davies.

#### **21. DECLARATION OF INTERESTS**

Ms Morris declared an interest in item 24iv. 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.

#### **22. MINUTES OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE MEETING HELD ON 9 MARCH 2022**

The Minutes of the meeting held on 9 March 2022 were approved by the Committee as a true record, subject to amending the date for Mr Butler's extended appointment to July 2023.

#### **23. MATTERS ARISING:**

None.



## 24. CORPORATION MEMBERSHIP – UPDATE

### i. **Membership report**

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

- The appointment dates, length of term of office and dates membership will cease for all Corporation members.
- The current determination of Corporation membership numbers is up to 20. The current composition of Corporation membership numbers is 17 Governors. This number includes 13 independent members, the Principal, 1 Staff Governor 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.
- Following the recent resignation of Mr Buist, staff governor, a call for staff governor nominations has been made and one has been received to date. Once the closing date passes this will be formalised and reported to staff and the Board.
- In line with identified skills gap and succession planning the Corporation urgently requires people with accountancy qualifications and finance expertise for both the Finance & Resources Committee and the Audit & Risk Committee as well as candidates with Digital skills, and Property and Capital Builds knowledge and experience. The Corporation is also able to co-opt independent members to the Committees if appropriate. Efforts to recruit suitable candidates via professional bodies and other media are ongoing application.

The Committee discussed the issues with attracting staff governors and ways of promoting the role. A member emphasised that the issues are similar in other colleges and suggested one way to engage potential applicants could be by inviting them to a Corporation meeting as observers.

The Committee discussed the other vacancies and the various recruitment and appointing options to attract applicants. It was agreed that the DoG would circulate to the whole Corporation the role requirements for an independent member of the Audit and Risk Committee asking members if there is anyone in their individual networks who may be interested.

### ii. **Succession Planning**

The Committee discussed the succession planning arrangements for when the Chair steps down in July 2023.

### iii. **EXTENSION OF MEMBERS' APPOINTMENTS**

The following members were appointed in September 2021 for an initial term of one year.

- Paul Douglas
- Andrew Hall
- Susannah Hume
- Gbeminiyi Soyinka

The Committee having considered each member's contribution and the Chair of the Corporation feedback on his one-to-ones with the members, agreed to recommend these appointments for the full four-year term

### iv. **MEMBER RE-APPOINTMENT**

Ms Morris withdrew for this item and Mr Abidou took the chair temporarily.



The Committee was advised that Ms Morris's current term of office ends on 1 October 2022. The Committee having considered Ms Morris's contribution to the Corporation had no hesitation in recommending Ms Morris's appointment for a further term of office of 4 years to the Corporation for approval.

Ms Morris re-joined the meeting.

## **v. REVIEW THE CURRICULUM AND QUALITY COMMITTEE 'S CO-OPTED MEMBER'S TERM OF OFFICE**

The Committee considered the report and Mr Gurman's participation and contribution to the Curriculum and Quality Committee. The Committee agreed to recommend approval of this arrangement to the Board. A member suggested and it was agreed to invite Mr Gurman to observe the Corporation meeting in October and other events so as to provide him with opportunities to engage further with the College.

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

- **The appointments of**

- Paul Douglas
- Andrew Hall
- Susannah Hume
- Gbeminiyi Soyinka

**be extended for the full four-year term (till September 2025).**

- **Ms Morris is reappointed for a further term of office of 4 years (till October 2026)**
- **Mr Gurman continues as a co-opted member of the committee to be reviewed on an annual basis.**

## **25. GOVERNANCE ISSUES**

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

- i. The proposed revisions/ amends to the following documents which are mainly around tidying up and change of titles:
  - a. Instrument & Articles –
  - b. Standing Orders
  - c. All Committees' and Working Party's Terms of Reference

The Committee discussed the proposed changes and suggested some further amends in respect of cross referencing the documents, and consistent use throughout of the Committees' names as per the college's structure.

- ii. The proposed committee membership list for 2022-23 is based on matching skills sets to the remit of each committee /working group. The changes to the current year's membership are that the Chair of the Corporation will join the Finance and Resource Committee, Mr Taylor will join the Audit and Risk Committee and Mr Davies will stand down from the Search, Governance and Remuneration Committee.
- iii. There was a brief discussion regarding the Chair of the Audit and Risk committee, and it was agreed that this be discussed further outside the meeting with a recommendation to be agreed before the July Corporation meeting. The outcome of that decision may also impact on the membership of the Search, Governance and Remuneration Committee.
- iv. The proposed schedule of meetings for 2022/23 has been drawn up in consultation with the



executive team and in line with the College business cycle and statutory and compliance requirements.

The Committee after some discussion agreed that we should continue with the same protocol as this year with Committee meetings being held vitally and Corporation meetings in person.

v. The Business items timetable for the Corporation and Committees.

The Committee agreed this was a very helpful aide memoire.

vi. Good progress is being made with the Board Review Action Plan with one remaining action to be completed by July 2023

#### **The Committee Agreed**

vii. **To recommend the aforementioned revised documents for approval to the Corporation, subject to the agreed amends.**

viii. **To note the Good progress being made with the Board Review Action Plan**

#### **26. COMMITTEE BUSINESS**

The Committee undertook the annual review of the Committee's Terms of Reference and asked that the skills and experience required for membership of this Committee be specified. The DoG will add these criteria and circulate to the committee to agree ahead of these being submitted to the Corporation for approval.

The Committee then reviewed, discussed and agreed the content of the evaluation questionnaire, which members were asked to complete and return outside of the meeting. All responses will be collated, and a grade determined accordingly. Ultimately the responses/outcomes to all the Committees' Evaluation Questionnaires and follow up discussion will be incorporated within the annual Governance Self-assessment

#### **The Committee:**

- **Agreed to recommend to the Committee's Terms of Reference, with the agreed changes, to the Corporation for approval.**
- **Noted the report**

#### **Part 2 recorded in minutes 27-29**

The meeting finished at 18:16

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