



THE CORPORATION OF WALTHAM FOREST COLLEGE

SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

MINUTES OF THE MEETING HELD ON 29 NOVEMBER 2022

MEMBERS OF THE COMMITTEE

Youness Abidou (Chair)	present
Alison Morris	apologies
Paul Butler	present
Renatta Nzomono	present
Gary Davies	present
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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36. WELCOME AND APOLOGIES FOR ABSENCE

The Chair welcomed everyone to the meeting. Apologies for absence were received from Ms Morris, due to the rescheduled date of this meeting clashing with a long-standing commitment.

37. DECLARATION OF INTERESTS

Ms Nzomono advised that she knows the applicant for the Independent member of the Audit & Risk committee in a professional capacity – it was agreed Ms Nzomono could participate in the interview and decision process.

Mr Davies declared an interest as the proposed targets 2022-23 for the Principal includes working with HE and LMU.

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.

38. MINUTES OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE MEETING HELD ON 6 OCTOBER 2022

The Minutes of the meeting held on 6 October 2022 were approved by the Committee as a true record.

39. MATTERS ARISING:

None.



40. CORPORATION 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 appointments, the current composition of Corporation membership numbers is 18 Governors which includes 14 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. INDEPENDENT MEMBER TO THE AUDIT AND RISK COMMITTEE

The Principal and Director of Governance met recently with Mr Deschenes, who was introduced to the College by Ms Nzomono, as a possible independent member of the Audit and Risk Committee. The Principal and Director of Governance agreed Mr Deschenes has suitable skills and expertise to be put forward to the Committee for interview to consider him for appointment as the independent member of the Audit and Risk Committee

Mr Deschenes then joined the meeting for a formal interview with members of the Committee.

Following the interview, the Committee discussed and agreed, that Mr Deschenes, would be a good candidate as an independent member of the Audit and Risk Committee he will bring a skill set needed to provide an additional layer of scrutiny and advice to the rest of the Committee.

iii. Succession Planning

The Committee discussed the succession planning arrangements for when the Chair of the Corporation steps down. In March 2022 it was agreed that the Chair would step down in July 2023 and the Chair designate would shadow him from the beginning of this academic year leading up to then. Due to work commitments of both members this arrangement has not been possible.

It was agreed therefore to delay the whole process by an initial 6 months (to be reviewed) to allow a smooth handover from March 2023 and to ensure the continuity and stability of the College. Mr Butler agreed he would be happy to stay on as required to support the College, SLT and the handover process.

The Committee agreed to

- **Recommend to the Corporation that Mr Deschenes is appointed as the independent member of the Audit and Risk Committee**
- **Recommend to the Corporation that that the proposed updated succession plan is approved**
- **Recommend to the Corporation that Mr Butler's appointment as Governor and Chair of the Corporation be extended initially to 31 July 2024 to accommodate the updated succession plan.**
- **Note the current membership composition**

41. GOVERNANCE ISSUES - DRAFT GOVERNANCE ACTION PLAN

The Director of Governance spoke to the report and advised that since it was circulated she has added the following actions - that Chairs will lead on reports from Committees - and the following outcome – that the Governor Hub, if fully utilised, would be a useful source of evidence for Ofsted.

The Committee discussed the governance action plan and asked that it be populated with target dates. The Committee also agreed that the identified areas for improvement should be used as a springboard for

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reflection and further discussion by each Committee and also at the strategy day

The Committee Agreed

- **To Recommend to the Corporation that that the Governance Action Plan is approved with the amends agreed above**
- **To Note the updated Annual Governance Report**

Minutes 42-43 recorded under part 2.

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