**The Corporation of Newham Sixth Form College**

**Governance & Search Committee**

**Unconfirmed Minutes of the Meeting held on 13 November 2023**

**Members**

|  |  |  |
| --- | --- | --- |
| Martin Rosner (Chair) | Independent Member  | Present  |
| Mandeep Gill  | Principal & Chief Executive  | Apologies – ill health  |
| Jane Lofthouse  | Independent Member | Present  |
| Julia Shelton | Independent Member  | Present  |

**Non-Members in attendance**

|  |  |  |
| --- | --- | --- |
| Susanne Davies | Interim Principal  | Present |
| Susanne Datta | Executive Director HR & Organisational Development  | Present  |
| Robin Jones | Head of Governance  | Present  |

**1 MEMBERSHIP OF THE GOVERNANCE & SEARCH COMMITTEE**

The Committee noted that at the meeting on 11 October 2023 the Corporation approved the following membership of the Governance & Search Committee in 2023/24:

* Martin Rosner (Chair)
* Mandeep Gill
* Jane Lofthouse
* Julia Shelton

**2 APOLOGIES FOR ABSENCE**

The Committee NOTED that Mandeep Gill was absent from the meeting due to ill health.

The meeting was quorate throughout.

**3 DECLARATIONS OF INTERESTS**

The Members and the Head of Governance confirmed that there were no declarations of interest to be recorded on this occasion.

**4** **MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 12 SEPTEMBER 2023**

The Minutes of the meeting of the Governance & Search Committee held on 12 September 2023 were AGREED to be a correct record.

**5 MATTERS ARISING FROM THE MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 12 SEPTEMBER 2023**

The Head of Governance reported that the recommendation of the Committee agreed at the meeting on 12 September 2023 relating to items previously designated as being confidential had been presented to and approved by the Corporation on 11 October 2023. The Minute of the Joint Meeting of the Curriculum, Quality & Engagement Committee and the Finance & Resources Committee held on 30 January 2023 had, therefore, now been added to the governance area of the College website.

The Corporation had also been updated on issues relating to the external review of governance which was now underway – see also item 15 below.

The Committee AGREED that there were no other matters arising from the Minutes of the meeting of the Governance & Search Committee held on 12 September 2023 to be addressed at this time over and above the items covered by the published Agenda.

**6 APPOINTMENT OF VICE CHAIR OF THE GOVERNANCE & SEARCH COMMITTEE – 2023/24**

Jane Lofthouse was appointed as the Vice Chair of the Governance & Search Committee for 2023/24.

**7 SKILLS, EXPERIENCE & KNOWLEDGE OF MEMBERS OF THE CORPORATION**

The Committee received and discussed the updated summary of the skills, experience and knowledge of Members of the Corporation based on a self-assessment by Members.

In the main there was a good spread of characteristics by Members which reflected the approach to the recruitment of new Members over the last 3 years.

The areas where it was thought that there would be benefit to consider increasing the skills, experience and knowledge of Members when considering new appointments (at least based on the responses by current Members) included:

* Education – secondary
* Cyber security

Whilst discussing the responses from Members the Interim Principal highlighted the fact that the College had certain issues to address with regard to the approach to cyber security and this would be covered at the forthcoming Corporation Planning & Development Session and, as appropriate, the Finance & Resources Committee on 29 November 2023.

The Committee agreed following discussion:

1. to note the updated summary of the skills, experience and knowledge of Members of the Corporation based on a self-assessment by Members
2. to take into account the under representation of skills etc when considering new appointments – see item 9 below
3. to question if Members had understated the response to cyber security given the appointments made of new Members in the Autumn 2022
4. that consideration be given to identifying those with direct FE quality and possibly inspection experience so as to inform future searches for new Members
5. that when the form was updated primary and secondary education should be separated and auto-engineering removed.

**8 MEMBERSHIP OF THE CORPORATION – EQUALITY CONSIDERATIONS**

The Committee received the summary of the current 18 Corporation Members based on equality considerations of:

* Gender
* Age range
* Ethnicity
* Disability
* Religion and belief
* Sexuality

Members reviewed each category and in doing so noted the number of Members who had responded as “prefer not to say” in response; this meant that there was not a clear understanding of the current membership. However, based on the data that was available there were no obvious areas of under representation other than in terms of religion given the student population and local community where many were known to be Muslims and sexuality where all those Members who had made a declaration were heterosexual / straight.

The Head of Governance reminded the Committee that the equality considerations data would be included once again in the Financial Statements to be considered by the Corporation on 13 December 2023 following the completion of the end of year audit. Also, in accordance with the previous decision of the Corporation, the summary would be published on the governance area of the College website.

The Committee agreed, following discussion:

1. to note, with interest, the up-to-date summary of the Corporation Members based on equality considerations
2. to acknowledge that the number of “prefer not to say” responses meant that it was not possible to confirm, at this time, if there were any obvious areas of under-representation on the current Corporation other than noting that there were no Members who had indicated that they were Muslims or there sexuality was anything but heterosexual / straight
3. whilst there was no immediate action to be taken in response to the data, when seeking to appoint new Members it would be appropriate to broaden the pool of potential Members as wide as possible.

**9 MEMBERSHIP OF THE CORPORATION – INDEPENDENT MEMBERS – VACANCIES**

The Committee received the updated summary of Corporation Members by categories of membership and start / end dates.

It was confirmed that at present there were 2 vacancies for Independent Members and, having regard to the updated Skills, Experience & Knowledge of Members summary and a consideration of the challenges facing the College, the new Members could bring one or more of the following factors to the Corporation:

* Education – secondary
* Special Needs
* Quality specifically in terms of the impact on the student experience

Members recalled that there had been an earlier consideration of approaching a current or recently retired Head or Deputy Head of a local school to the College to see if they may be interested in joining the NewVIc Corporation.

Given current and planned developments for the College someone with an interest and expertise in Special Needs would also be well placed to make a contribution to the work of the Corporation.

Also the importance of continuing to improve on the quality of provision was acknowledged and this led the Interim Principal to suggest that someone with Ofsted inspector experience could be a good Corporation Member.

The Committee was mindful of the importance of having Members with roots in the Newham community and an approach to an organisation such as Rights & Equality in Newham may bring forward a possible Corporation Member.

There was also a discussion on the 5 Independent Members due to complete their current period of office in 2024. In response to a question from a Member the Head of Governance advised that to date none of the Members had indicated that they would not wish to be considered for reappointment for a second term of office. It was thought that it would be appropriate for the Head of Governance to have an initial discussion with the Members in the latter part of the Spring Term 2024 so that what action needed to be taken by the Committee and, if appropriate, the Corporation could be decided.

It was appreciated that, having raised the issue, an individual Member may prefer to have a discussion with the Chair of the Corporation before putting themselves forward for possible reappointment.

In the case of the current Chair of the Corporation, who was due to complete his current term on 31 July 2024, it was recalled that last year there had been review of his performance carried out by an external person with contributions from all other Members. This had been arranged at the suggestion of the Chair. The intention was to repeat the process in 2024 and this will be considered at the forthcoming Corporation Planning & Development Session when one of the main items would focus on the outcome of the recent governance self-assessment.

A guiding principle for the Corporation and, therefore, the Governance & Search Committee was the adoption of the Nolan principle of terms of office not exceeding 8 years – for Independent Members that would be two periods of 4 years.

Finally, whilst welcoming the thought that a current or recently retired Head or Deputy Head of a Newham school may be interested joining the Corporation, it was appreciated that the demands on such people had grown considerably and, therefore, they had less time to give to other organisations as they needed to focus on their own school.

The Committee agreed after a full and wide ranging discussion:

1. To advise the Corporation on 13 December 2023 that, subject to endorsement of the approach, it was planned:
	1. to seek to identify at least one person, and preferably two people, with a direct connection to the local Newham community – initially by exploring (1) the interest of a current or recently retired Head or Deputy Head of a secondary school or someone with an interest in and commitment to Special Needs provision in joining the Corporation and (2) by approaching an organisation such as Rights & Equality in Newham
	2. once local opportunities were explored and if they prove to be unsuccessful to brief the AoC with a view to identifying a pool of possible new Corporation Members – this had proved to be a successful strategy in recent years with all but one of the Independent Members appointed since 1 August 2020 having been identified by the AoC
2. To support the planned approach to determining if the 5 Independent Members due to complete their current term of office in 2024 wished to be considered for reappointment for a second period of 4 years
3. To note the intention to engage an external governance practitioner to undertake, in partnership with Members, a review of the performance of the current Chair of the Corporation before any decision was taken with regard to possible continued office.

**10 TRAINING OF MEMBERS OF THE CORPORATION**

The Committee received and discussed the following:

* the summary of training undertaken by the Independent Members and Parent Member
* the draft Corporation Members Training Plan for 2023/24

It was pleasing to see the range of training by Members although it was appreciated that there were some gaps which needed to be addressed and this was being progressed by the Head of Governance in discussion with certain individual Members.

The Committee acknowledged that Members were volunteers who, in the main, had full-time jobs and, therefore, training had to be fitted in around other priorities.

In terms of priorities for future group and training sessions, it was recognised that it would be worthwhile having further sessions on quality improvement. The Interim Principal reported that the previous afternoon an experienced practitioner who was also an Ofsted Inspector had provided a presentation on “Helping Governors Improve Quality”. This had been well received by the Members and others present although there had been some technical difficulties in broadcasting the presentation and, as a result, the presenter had offered to return to deliver again at no cost to the College – a date for the session in the new year would be found. He had also agreed that the session could be recorded for internal use only for viewing by Corporation Members and others unable to view the live session.

In reply to a question by a Member with regard to the training available for the Staff and Student Members serving on the Corporation, the Head of Governance advised:

* The programme and regular updates on the SFCA webinars, including the links to recordings, was made available to all Members
* Information on AoC sessions and networks and ETF initiatives were circulated if likely to be of interest to Staff and Student Members
* Student Members were provided with information on support available from Unloc

In addition the Head of Governance was available to individual Members to offer advice, guidance and support on governance related matters.

The Committee then considered the draft Corporation Members Training Plan prepared by the Head of Governance to reflect the known and emerging priorities for training of Members in 2023/24.

In the main the Committee was able to support and approve the Training Plan subject to the following changes being made to the document as presented with the Agenda:

* Row 1 – Prevent to be moved from annual to the 3 year cycle unless there were significant changes to the Prevent scheme when it would be appropriate to have an early update
* Row 1 – make it clear that there needed to be an update to reflect changes to Keeping Children Safe in Education (KCSiE)
* Health & Safety – the acknowledgement that the online training module used by the College for staff was not appropriate for Members of the Corporation and, therefore, the Head of Governance in discussion with the College should explore alternatives including from the ETF

 The Committee agreed, following discussion:

1. To note the schedule of training undertaken by Members and that arrangements were in place to prompt Members to complete, at the very least, the mandatory training provided on, as appropriate, an annual and three year cycle
2. To note the training and support provided for the Staff and Student Members serving on the Corporation
3. To APPROVE the Corporation Members Training Plan for 2023/24 subject to the amendments identified during the meeting as set out in this item
4. To note that, when amended, the Training Plan for 2023/24 would be published on the College website – the Members Area – and drawn to the attention of Members

**11 AOC CODE OF GOOD GOVERNANCE**

The Committee received the updated AoC Code of Good Governance which had recently been published together with a template which could be used to track performance against the Code and the actions to be taken as part of a Corporation’s own improvement plan.

The updated Code was based on six governance principles:

* Principle 1 – Determination of aims and strategic oversight
* Principle 2 – Responsibility and accountability
* Principle 3 – Leadership and integrity
* Principle 4 – Collaboration and stakeholder engagement
* Principle 5 – Regulatory compliance
* Principle 6 – Board and organisational effectiveness

A schedule of references and supporting documents plus the Seven Principle of Public Life (also known as the Nolan Principles) were also provided in the Code.

The Head of Governance reminded the Committee that the NewVIc Corporation had adopted the AoC Code when first introduced in 2015 and when it was subsequently updated. It had now been substantially revised and was now thought to be a far more user friendly document relative to the earlier versions.

The Committee appreciated that it was a requirement on FE and Sixth Form College Corporations to adopt one of the available Codes – the AoC Code of Good Governance, Charity Governance Code or The UK Corporate Governance Code.

In addition to the Code itself the AoC had made available a template which Members thought could be used as part of the annual governance review of performance and then tracked over three or possibly more years. As with the current governance self-assessment process it was thought to be essential that all Members were engaged in the evaluation process and the determination of what should be included in the action plan.

The Chair thought that it may be appropriate to arrange a second Planning & Development Session for all Members in the Spring or, possibly, Summer to build on the event taking place on 18 November 2023 and to address new emerging issues which warranted more thorough discussion by Members than was possible at the formal meetings of the Corporation and supporting Committees.

The Committee AGREED, following discussion, to RECOMMEND to the Corporation on 13 December 2023:

1. the updated AoC Code of Good Governance be adopted as from 1 January 2024
2. the template provided by the AoC be used as an integral part of the governance self- assessment process with all Members involved in tracking performance and the development of the action plan for the next year and, if appropriate, beyond.

**12 CODE OF CONDUCT FOR CORPORATION MEMBERS**

The Committee received the 18th Edition of the Code of Conduct for Corporation Members published by Eversheds Sutherland.

It was recalled that the Corporation had for many years adopted the Code as an integral part of the governance arrangements.

The Committee agreed:

1. to note that the Code of Conduct for Corporation Members had been updated by Eversheds Sutherland to reflect the changes following the decision of the ONS to reclassify colleges as public sector organisations
2. to RECOMMEND to the Corporation on 13 December 2023 that the updated Code of Conduct be adopted by the NewVIc Corporation with effect from 1 January 2024 and that all Members would be expected to agree, via email to the Head of Governance or by completing page 16 of the document, to observe the Code of Conduct to the best of their abilities
3. to note that all current Members of the Corporation had recently confirmed that they agreed to observe the 17th Edition of the Code

**13 FE AND SIXTH FORM COLLEGE GOVERNANCE GUIDE**

The Committee noted that the FE and Sixth Form College Governance Guide had been updated by the Department for Education to reflect new Charity Commission guidance on investments and trading.

The Committee agreed after a review of the updated Guide:

1. to note the publication of the FE and Sixth Form College Governance Guide which had been forwarded to Members via email on 25 October 2023
2. to recognise that the Guide was a helpful reference source which was relatively easy to navigate to find out information on specific issues as and when the need arose
3. to note that, for ease of access, the Guide was published on the governance area of the College website so was immediately available for Members and others who may wish to look up a particular governance related issue

**14 COMPLAINTS RELATING TO MEMBERS OF THE CORPORATION AND HEAD OF GOVERNANCE – POLICY**

The Committee received and discussed a draft policy statement relating to complaints about Members of the Corporation and the Head of Governance.

The issue of anonymous complaints was highlighted and it was appreciated that this may not matter in order to progress a review of what was said / claimed. However, a person who wished to remain anonymous having shared their contact details with, say, the Head of Governance would need to be warned that it may be necessary to reveal their identity on a need to know basis during an investigation.

The Committee agreed:

1. to RECOMMEND to the Corporation on 13 December 2023 that the policy statement relating to complaints about Members of the Corporation and the Head of Governance be approved with immediate effect
2. to make it clear that if it was thought necessary to use someone from outside of the College to carry out an investigation the AoC and SFCA both provide independent persons who could fulfil such a function and indeed firms of solicitors (and not necessarily the College’s appointed solicitors) could help to make progress.

**15 EXTERNAL REVIEWS OF GOVERNANCE**

The Committee received an update on the arrangements for the external review of governance which included a number of 121 discussions with some Members of the Corporation as well as the Head of Governance.

The meetings of the Curriculum, Quality & Engagement Committee and the Audit & Risk Committee were to be observed online and the reviewer would attend in person the meeting of the Corporation on 13 December 2023.

The draft report of the reviewer would be received in late January / early February and then presented to the Corporation for discussion and the preparation of an action plan.

**16 DATE AND TIME OF NEXT MEETING**

The Committee AGREED to defer setting the date for the next meeting until there were issues to be addressed such as the arrangements for the appointment of new Members of the Corporation and follow up arising from the external review of governance.

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