**The Corporation of Newham Sixth Form College**

**Governance & Search Committee**

**Unconfirmed Minutes of the Meeting held on 25 January 2024**

**Members**

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| 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  | Apologies – other commitment  |
| Robin Jones | Head of Governance  | Present  |
| Sijul Miah | Vice Principal Curriculum & Quality  | Present  |

**1 WELCOME AND INTRODUCTIONS**

The Chair, on behalf of the Committee, welcomed Sijul Miah, the recently appointed Vice Principal Curriculum & Quality, to the meeting.

**2 APOLOGIES FOR ABSENCE**

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

The meeting was quorate throughout.

In addition Members noted that the Interim Principal was not in attendance on this occasion as she had another priority commitment.

**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 13 NOVEMBER 2023**

The Minutes of the meeting of the Governance & Search Committee held on 13 November 2023 were AGREED to be a correct record.

**5 MATTERS ARISING FROM THE MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 13 NOVEMBER 2023**

The Head of Governance reported that the recommendations of the Committee agreed at the meeting on 13 November 2023 relating to the following items had been approved by the Corporation on 13 December 2023:

* AoC Code of Good Governance
* Code of Conduct for Corporation Members
* Complaints Relating to Members of the Corporation and Head of Governance – Policy

The Corporation had also endorsed the approach to seeking to fill the vacancies for Independent Members put forward by the Committee.

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

The Committee noted the resignation of Federico Valori from membership of the Corporation.

The resignation meant that there were now 3 vacancies for Independent Members.

The Committee was interested to hear from Member Jane Lofthouse of a person from the local Newham community who may be well placed to contribute to the role and responsibilities of the NewVIc Corporation.

In terms of the other vacancies for Independent Members it was recalled that at the meeting on 13 November 2023 the Interim Principal had suggested that someone with Ofsted inspector experience could be a good Corporation Member.

The Committee also thought that someone from the local business community such as via the Chamber of Commerce would be well placed to contribute to the Corporation.

In looking to the future it was recalled that 5 of the current Independent Members were due to complete their first 4 year period of membership later in the year – one on 31 July and four in September 2024. The Head of Governance would be approaching the Members later in the Spring Term as agreed on 13 November 2023 to determine if they wished to continue if invited by the Corporation.

The Chair of the Corporation reported that, as part of the current round of one-to-one discussions with Members, he had enquired if the particular Members wished to continue and they did.

In the case of the current Chair of the Corporation, it was confirmed that an external appraisal of the role would be carried out to enable all Members to contribute. The arrangements would be finalised by the end of the Spring Term having regard to any relevant points covered in the final report on the external review of governance.

 In terms of the membership of the Corporation it was recalled that 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. Currently only one of the Independent Members was in their second period of office and in this case it was due to end in January 2025.

Finally, it was recognised that Corporation Members acted as volunteers although the demands on them had increased considerably since the incorporation of colleges which, it was thought, was not always recognised by Central Government and the various agencies.

The Committee agreed after a wide ranging discussion:

1. to note the resignation of Federico Valori from membership of the Corporation meaning that there were now 3 vacancies for Independent Members
2. that the Head of Governance should contact the person identified as someone well placed in the local Newham community to bring that perspective to the Corporation so as to arrange an interview by the Committee
3. to invite the Interim Principal to make known one or more potential Members who have Ofsted inspection experience so that interviews may be arranged
4. that the Head of Governance should liaise with the senior member of College staff with the skills and employability brief with a view to identifying one or more potential Members from the local Newham business community leading to arranging interviews as soon as practicable.

The outcome of the interviews with recommendations would be presented to the Corporation as soon as possible so that appointments could be made to fill the vacancies for Independent Members.

**7 EXTERNAL REVIEW OF GOVERNANCE**

The Chair and the Head of Governance provided the Committee with a brief update on matters relating to the external review of governance including:

* the reviewer provided feedback on a range of issues on 17 January 2024 to the Chair, Interim Principal and Head of Governance
* the draft report was scheduled to be reviewed by the moderator on or about 26 January 2024 prior to forwarding to the Chair, Interim Principal and Head of Governance for comment on or about 29 January 2024
* the final report will be received by mid February 2024

It was explained that many of the issues emerging from the external review were known and were being already being addressed such as the difficulties with using the Google Meet online system and the need to develop the Link Member approach.

The possible introduction of a proper e governance system would be explored and a recommendation presented to the Committee and Corporation in readiness for implementation in 2024/25 – see also item 8 below.

One of the issues recently discussed between the Chair and Head of Governance concerned the need for an agreed protocol relating to hybrid meetings such as the importance of keeping cameras on where possible unless agreed otherwise between the Chair of the meeting and an individual Member. It was thought that Corporation meetings worked best when all those involved – Members and the Executive – were present in the room rather than some joining online. However, it was recognised that online participation rather than absence for reasons such as health considerations was in the best interests of the Corporation.

Based on feedback from Members Committee meetings worked relatively well online and the arrangements would be even better now that Zoom has been introduced as the platform.

The Chair advised that, in discussion with the FE Commissioner, a National Leader of Governance (NLG) would be made available to him whilst the Corporation addressed such a wide range of issues as part of the recovery of the College.

Finally, the Committee discussed the approach to ensuring that all Members were involved in the development of the Action Plan and owned the steps to be taken to improve on the governance arrangements at NewVIc. It was thought that a view would be taken once the final report was received and considered. Whilst it was thought that the report did not need necessarily a full presentation to a meeting of the Corporation as Members could read in advance, once it was available time would be needed on 27 March 2024 or on another occasion to agree the Action Plan.

The Committee agreed following discussion:

1. to note the update on the external review of governance and to look forward to receiving the draft report shortly so that consideration may be given to the response and the arrangements for engaging with all Members including the preparation of an Action Plan
2. to note that the reviewer had provided a presentation to support the feedback session on 17 January 2024 and this would be made available to Members Jane Lofthouse and Julia Shelton so as to prepare for receipt of the final report and the preparation of the Action Plan
3. to note that a proposed meeting protocol would be presented to an early meeting of the Committee setting out suggested arrangements for hybrid and online meetings – Head of Governance to draft

**8 E GOVERNANCE**

The Head of Governance provided the Members of the Committee with an overview of the range of e governance systems used by organisations including FTSE companies and FE Corporations.

Whilst the Head of Governance had previous experience of introducing e governance to a College Corporation it was acknowledged that this was several years ago and it was known there were many subsequent developments. In the circumstances the Head of Governance was scoping the “essential” requirements with a view to issuing an invitation to submit proposals with costs by, say, mid April 2024. The Members of the Committee plus, possibly, a few others, including a representative of the Executive, could then interview shortlisted firms to provide a firm recommendation to the Corporation.

A full implementation at the beginning of the next academic session (2024/25) would be the target and, if time permitted, to have a trial run with a Committee in June 2024.

It was recognised that the use of an e governance system would have some costs but these needed to be seen in terms of the effectiveness of the approach to governance at a time of many demands on Members and the Executive.

The introduction of an e governance system was an issue highlighted in the feedback from the external governance reviewer and also by a member of the FE Commissioner’s Team now supporting the College.

The Committee agreed to note the overview on the opportunities to introduce an e governance system and to look forward to hearing developments in the coming weeks leading a decision by the Corporation on the preferred system.

**9 GOVERNANCE – DEDICATED ADMINISTRATIVE SUPPORT**

The Chair introduced an item for discussion relating to the administrative support currently provided for governance related matters.

It was explained that the role of the Senior Executive Officer to the Principal & Chief Executive & Administration Manager includes providing support to the Head of Governance and the overall governance process. However, it is recognised by both the Chair and the Head of Governance that the post holder has a full-time job even before any account is taken of the governance support role. This means that Agenda packs are collated and published within the limitations of what was possible using Google and PDF attachments but there were understandable deficiencies and shortcomings in the current support arrangements because of competing priorities. This also left the Head of Governance with carrying out much of the related administration which was not the best use of experience and expertise or, if all of the hours were paid cost effective.

In looking to the future and with the prospect of appointing a new Head of Governance later in the year it was thought that, rather than increasing the current 0.5FTE contract, consideration should be given to providing dedicated support for the governance function.

A 0.4FTE post was thought to be appropriate and this could be either freestanding (possibly on a term time only basis) or integrated with another post in the College structure as long a priority was given to the governance aspects.

It was known that administrative support would be one of the issues mentioned in the report on the external review of governance which, as explained earlier in the meeting, would be received in the next few weeks.

Members thought that dedicated support would enable such issues as the Link Member arrangements to be progressed better than they are at present.

The Committee agreed following discussion:

1. to recognise the benefits of having a dedicated administrative post to support the governance arrangements
2. that the Chair and the Head of Governance prepare a draft Job Description for such an administrative post for review and comment by the Members of the Committee
3. that once the Job Description was available a discussion takes place with the Interim Principal on if the post should be freestanding or if it would be helpful to the College Executive if this was integrated with another role in the College organisation.

**10 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.

**11 CONFIDENTIAL ITEM OF BUSINESS**

At this point of the meeting it was explained that there was one other item of business which was regarded as being confidential.

In the circumstances the Vice Principal Curriculum & Quality was thanked for his attendance and he then left the meeting.

The Minute relating to the confidential item of business is set out in a separate document which is only available to the Independent Members and Parent Member of the Corporation.

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