**The Corporation of Newham Sixth Form College**

**Governance & Search Committee**

**Unconfirmed Minutes of the Meeting held on 23 June 2022**

**Members**

|  |  |  |
| --- | --- | --- |
| Martin Rosner (Chair) | Independent Member  | Present  |
| Joanne Dean  | Independent Member  | Present  |
| Mandeep Gill  | Principal & Chief Executive  | Present  |
| Julia Shelton | Independent Member  | Present  |

**Non-Members in attendance**

|  |  |  |
| --- | --- | --- |
| Robin Jones | Clerk to the Corporation  | Present  |

**1 APOLOGIES FOR ABSENCE**

The Committee NOTED that all Members were present on this occasion.

The meeting was quorate throughout.

**2 DECLARATIONS OF INTERESTS**

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

**3** **MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 23 NOVEMBER 2021**

The Minutes of the meeting of the Governance & Search Committee held on 23 November 2021 were AGREED to be a correct record.

**4 MATTERS ARISING FROM THE MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 23 NOVEMBER 2021**

The Committee agreed that there were no matters arising from the Minutes of the meeting of the Governance & Search Committee held on 23 November 2021 to be addressed at this time over and above the items covered by the published Agenda.

**5 CORPORATION MEMBERSHIP**

The Committee received the up-to-date summary of the Corporation Membership and noted, in particular, that it was appropriate to consider the action to be taken with regard to the current and anticipated vacancies in the Independent Member category:

* Kieran Healy – specialism Estates – resigned from the Corporation in October 2021
* Sohidul Hoque – specialism Finance – to resign from membership as from 31 July 2022
* Simon Mayfield – specialism Finance – to resign from membership from membership as from 31 October 2022 (date to be confirmed).

The Committee had a wide ranging discussion on the action to be taken and, in doing so, noted the services available from AoC and Peridot including the fees charged for identifying potential new Members of the Corporation.

The Committee AGREED:

1. To note the schedule of the current Corporation Membership including the current vacancy and the two that are about to happen
2. That the priorities for appointment are 1 x Finance, 1 x Secondary School Leader and 1 x IT/Technology/Employer
3. To ask that the applications received in 2020 be reviewed again to see if there are any potential Members still available
4. To explore the various online sites now in operation which are used for people to make known their interest in become a Trustee or Governor (Corporation Member)
5. To engage AoC if it is found that the most likely means of securing the Members with Finance and IT/Technology/Employer backgrounds are by using such an organisation
6. To note that the Principal & Chief Executive was best placed to use his network to seek a suitably qualified and experienced person from the Secondary School sector who could possibly join the Corporation
7. That the current schedule of Corporation Membership be presented to future meetings so that forthcoming vacancies may be addressed in good time – at least 6 months before a current period of office ended.

Whilst considering the resignations and appointment arrangements the Committee noted that at the meeting held the previous evening, 22 June 2022, the Audit & Risk Committee had agreed to recommend to the Corporation on 13 July 2022 that Simon Mayfield be appointed to serve on the Committee as a Co-opted Member.

**6 CORPORATION STANDING ORDERS – UPDATE**

The Committee received and discussed at length the draft update to the Corporation Standing Orders prepared by the Clerk.

It was appreciated that there had been an opportunity for Members prior to the meeting to comment on the first draft and a number of points had been addressed in the version of the Standing Orders circulated by the Clerk.

There was a particular focus on the issue of the total term of office of Members which for Independent and Staff Members was expected to be no more than 2 periods of 4 years. The Clerk explained that this approach reflected the Second Report of the Nolan Committee on Standards in Public Life published in 1995 which included a section on Higher and Further Education. It was proposed and widely accepted throughout the sector and indeed elsewhere that terms of office should not normally exceed 4 years and a reappointment for a third or subsequent term should be the exception. The NewVIc Corporation like others has taken the view that 2 periods of membership of 4 years each and therefore totalling 8 years should be the norm.

Given past practice and the views expressed by the Nolan Committee the Committee agreed to include the following statement in the updated Standing Orders for NewVIc:

*The periods of appointment of an individual Member will not normally be extended by the Corporation*

Members discussed the existing arrangement whereby the Principal & Chief Executive is a member of the Governance & Search Committee and if this was appropriate. In passing and thought to be of some relevance the Members noted that the Principal & Chief Executive is specifically excluded from membership of the Audit & Risk Committee.

Whilst as with many factors there were pros and cons of continuing the current arrangement, it was thought that the benefits far outweighed any concerns that may exist. In taking this view it was helpful to know from the Principal & Chief Executive that he would always have regard to any form of potential conflict such as with regard to the Chair of the Corporation as the line manager for the post.

The Committee was pleased to note the intention to include hyperlinks in the final version once approved by the Corporation to aid navigation to the various documents mentioned in the Standing Orders.

The Committee agreed:

1. to RECOMMEND to the Corporation on 13 July 2022 that the Standing Orders as presented be approved as from 1 August 2022 which incorporates the Code of Conduct for Corporation Members published by Eversheds Sutherland
2. to note that the Standing Orders would be the subject of ongoing review to take into account changed circumstances and experience
3. that over the next 6 months the Clerk be asked to draft examples of various situations to inform the use of the Standing Orders where it was thought that this would be helpful for Members and others.

**7 AoC CODE OF GOOD GOVERNANCE**

The Committee received and discussed the AoC Code of Good Governance which it was recalled from the discussion at the last meeting (23 November 2021) now included more on the themes of Equality & Diversity and Environmental Sustainability relative to the earlier versions.

It was recalled that the Corporation had adopted the original Code in 2015 and the subsequent updates.

At present the only alternatives are the Charity Governance Code or the UK Corporate Governance Code. The SFCA to date has not produced such a document specifically for sixth form colleges.

As background to the possible adoption of the updated Code the Committee received a comprehensive schedule which set out over 25 A4 pages all of the responsibilities in the Code for those adopting the arrangements which were “must” and “should”. It was reassuring for the Committee to see that the vast majority of responsibilities were addressed by arrangements in place at NewVIc and the few that were not were the subject of active consideration.

Finally the Committee recalled that it had been noted at the last meeting that many in the sector, including Members of this Committee, were of the view that the AoC Code was far too long for such a document. It was pleasing to hear, therefore, that a further review was underway at the request of the Department for Education (DfE) having regard to the provisions of the new legislation – the Skills and Post-16 Education Act, 2022.

The Committee agreed after discussion:

1. to RECOMMEND to the Corporation on 13 July 2022 that the AoC Code of Good Governance be adopted by NewVIc
2. to note the schedule of “must” and “should” statement from the Code and that NewVIc had addressed virtually all of the points and the remaining ones were due to be progressed relatively shortly.

**8 GOVERNANCE SELF-ASSESSMENT - 2021/22**

The Committee discussed the arrangements for conducting the self-assessment of governance for 2021/22 so that the outcomes were available for review and action planning at the Corporation Planning & Development Session currently scheduled for 19 November 2022.

The Committee AGREED:

1. that the documentation used for 2020/21 be circulated by the Clerk for feedback from Members so as to prepare the approach for 2021/22
2. to advise the Corporation on 13 July 2022 of the suggested way forward with an indication of the timeline of activities so that all Members had the opportunity to engage in the process in September / early October with the Chair, with the support of the Clerk, preparing a summary of responses by 4 November 2022 prior to the Corporation Planning & Development Session on 19 November 2022.

**9 EXTERNAL REVIEWS OF GOVERNANCE**

The Committee discussed the arrangements for carrying out the external reviews of governance which were now a regulatory requirement placed on all Corporations such as NewVIc.

The reviews must take place every three years with the first one between August 2021 and July 2024. This must not be a review carried out on a peer basis or Auditors.

The Committee AGREED following discussion:

1. to note the detailed guidance document published on 20 May 2022 by the Government setting out the requirements for an external review of governance
2. to note that, although a number of individuals and organisations are expected to offer the external reviews, the available information including fees is currently limited
3. to RECOMMEND to the Corporation that the first external review of governance does not take place before June 2023 at the earliest and probably in 2023/24 so that NewVIc may learn from the experience of others and identify the best possible available individual or organisation to undertake the review
4. to review options for the external review of governance at the meeting scheduled for 2 November 2022

**10 INTERNAL AUDIT REVIEW OF GOVERNANCE**

The Committee received the proposed Internal Audit brief for the planned review of governance which had been updated in the light of earlier feedback from Members and the Clerk.

The Clerk explained that, notwithstanding what was said in the brief, the Internal Auditors would review the experience of 2020 when 7 new Independent Members had been appointed and not limit this to the last 12 months.

The Committee AGREED following discussion:

1. to note the Internal Audit brief for the review of governance to be conducted on 11 and 12 July 2022
2. to request the Internal Auditors to circulate a questionnaire to all Members of the Corporation prior to the review so that all concerned were involved and not only the Chair of the Corporation and the Chairs of Committees as was suggested to be an option.

**11 CLERK TO THE CORPORATION – DESIGNATION AND JOB DESCRIPTION**

The Committee noted the job description for the Clerk to the Corporation had been prepared over 3 years ago and it was appropriate to review the contents to reflect the changes in circumstances and expectations.

Members discussed the designation as it was known that the term “Clerk” had been replaced by many Corporations – the term “Governance Professional” was now used by many organisations including the Department for Education, ESFA and AoC as a catch all description. Some Corporations had designated the role as Head of Governance or Director of Governance or similar.

In terms of the current description several immediate changes were idedntified such as:

* Purpose of the role to include a reference to giving independent advice to Members and the Executive
* Key responsibilities to include providing independent and objective advice
* Provision of advice – advising the Principal & Chief Executive and the Executive on the proper exercise of their powers including the application of statutory and regulatory responsibilities affecting their duties

In terms of the Person Specification 2 immediate points were suggested:

* The reduction in the number of desirable factors
* Account being taken of the requirement that all new appointments to the role to have a qualification relevant to the role or equivalent experience

Given the proposed review the Clerk volunteered the fact that he would be retiring in the coming months although no agreement had been reached between him and the Chair of the Corporation as line manager. This being so, any changes could be left until the recruitment of the postholder if that was helpful to the Committee and Corporation.

The Committee agreed following discussion:

1. To welcome the opportunity to review the Job Description (including the Person Specification) and designation for the role of Clerk to the Corporation
2. To RECOMMEND to the Corporation on 13 July 2022 that when the post of Clerk becomes vacant the designation becomes Head of Governance for the purposes of the recruitment campaign leading to a new appointment
3. That Members advise the Chair and Clerk via email of any suggestions that they may have regarding the Job Description and Person Specification so that a new document may be prepared during the summer for adoption later in the year

**12 CORPORATION AND COMMITTEE CALENDAR OF MEETINGS – 2022/23**

The Committee agreed to RECOMMEND to the Corporation on 13 July 2022 the adoption of the Corporation and Committee Calendar of Meetings for 2022/23.

The Committee appreciated that the Corporation and the Committees may arrange additional meetings if this was thought to be appropriate to progress urgent and or emerging issues requiring attention.

**13 E GOVERNANCE**

The Committee recalled that this time last year when it was agreed to make use of Google Docs for the governance related documents including the publication of Agendas a review would take place at the end of 2021/22 to reflect on experience.

Members had been invited by the Clerk to comment on the use of Google Docs and the response was positive with suggestions that even better application could be available.

There was one contrary response given the specific needs of a particular Member who had been reassured that, as agreed at the time of the original appointment, paper copiers of Agendas and supporting reports would continue to be provided.

The Clerk reported that at the meeting of the Audit & Risk Committee held the previous evening (22 June 2022) it had been found that a briefing or training session would be helpful to take advantage of the Google Docs facilities such as how to use Bookmarks to navigate around Agendas.

The Committee agreed after discussion to RECOMMEND to the Corporation on 13 July 2022 that Google Docs continue to be the basis of the e governance arrangements for NewVIc subject to the provision of a briefing or training for Members on how to maximise the system.

**14 GOVERNANCE – REVIEW OF 2021/22 AND LOOKING TO THE FUTURE**

The Committee AGREED that the Committee had progressed a number of important governance related issues during the past year and whilst it was anticipated that the next 12 months would be busy no changes in working arrangements were thought to be necessary.

**15 GOVERNANCE & SEARCH COMMITTEE – TERMS OF REFERENCE**

The Committee reviewed the Terms of Refernce of the Governance & Search Committee.

It was appreciated that Members had been invited by the Clerk some weeks ago to comment on a working draft for the document and that in the main feedback had been addressed in the version circulated with the Agenda.

The one issue which required discussion as result of the suggestion of one Member concerned possible budget responsibilities being allocated to the Committee.

At present all aspects of proposed governance spending are processed by the Executive from what was regarded as the most appropriate budget head such as training and refreshments at meetings.

The Principal & Chief Executive offered to confirm the budget position associated with governance with the Vice Principal Finance & Operations and advise Members accordingly.

The Committee agreed following discussion:

1. To RECOMMEND to the Corporation on 13 July 2022 the updated Terms of Reference for the Governance & Search Committee be approved as from 1 August 2022
2. That the issue of the possible inclusion in the Terms of Reference of budget responsibilities for the Governance & Search Committee be addressed in the light of the confirmation of current arrangements

**16 DATE AND TIME OF NEXT MEETING**

The Committee AGREED that the next meeting would take place on 2 November 2022 at 4pm..

It was appreciated that an earlier meeting could be arranged if there was business to be considered. Should the need arise all Members would be consulted when setting the date and time of such a meeting.

**17 CHAIR OF THE CORPORATION – APPRAISAL – THE NEWVIC APPROACH**

*Martin Rosner left the meeting at this point given the subject matter to be discussed. The meeting remained quorate.*

The Members of the Committee AGREED, following discussion, that a person with expertise in governance related matters in the FE sector and trading as The Board Advisor be engaged to carry out the appraisal of the Chair of the Corporation via a questionnaire to be completed by all Members and others as appropriate.

The cost for conducting the appraisal via questionnaire and producing a summary report would be £500 and this could be covered by the College from within available funds.

The Principal & Chief Executive did not engage in the discussion leading to the decision other than supporting what was proposed by the other two Members on the basis that the Chair of the Corporation was the designated line manager.

Chair: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_