**The Corporation of Newham Sixth Form College**

**Governance & Search Committee**

**Unconfirmed Minutes of the Meeting held on 23 November 2021**

**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.

**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 14 JUNE 2020**

The Minutes of the meeting of the Governance & Search Committee held on 14 June 2020 were AGREED to be a correct record.

**4 MATTERS ARISING FROM THE MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 14 JUNE 2021**

The Committee agreed that there were no matters arising from the Minutes of the meeting of the Governance & Search Committee held on 14 June 2021 to be addressed at this time.

**5 VICE CHAIR OF THE GOVERNANCE & SEARCH COMMITTEE – 2021/22**

Joanne Dean was appointed as the Vice Chair of the Governance & Search Committee for 2021/22.

**6 SFC FUNDING AGREEMENT – ADDITION TO SCHEDULE 9**

The Committee NOTED that the College Funding Agreement had been updated by the ESFA with the addition of paragraph 5 which covered:

* Appointment of the Clerk/Head of Governance who must have a qualification relevant to the role or equivalent experience
* Annual report to include activities undertaken over the year to develop Governors and the Clerk/Head of Governance (for NewVIc this will be addressed in the Annual Financial Statements)
* The Governing Body must conduct an annual governance self-assessment and must have an external governance review at least every three years based on the governance code(s) used by the Governing Body
* The Governing Body must supply the Department for Education with the outcomes of governance reviews and of progress in meeting review recommendations when so requested.

The Committee addressed the subject of the external governance reviews later in the meeting – see items 7 and 10 below.

The requirement to conduct an annual governance self-assessment of governance was met by NewVIc and the outcomes for 2020/21 would be the subject of discussion at the Corporation Planning & Development Session on 27 November 2021 leading to the production of an action plan.

The experience of the current Clerk was thought to be a strength for the governance arrangements in place at NewVIc and it was suggested, therefore, that this needed to be documented in any self-assessment so that it was available and taken into account in future reviews of governance.

**7 AoC CODE OF GOOD GOVERNANCE**

The Committee received and discussed the report of the Clerk which addressed the publication of the updated AoC Code of Good Governance and related matters.

As noted previously, the AoC Code had been the subject of sector wide consultation and, although it was thought by many that it was far too long, it remained largely as it was with the original document in 2015 although more was now said about Equality & Diversity and environmental sustainability relative to the earlier versions.

The Committee appreciated that it was essential that an appropriate Code was adopted by the Corporation and this was made known in the Annual Financial Statements – the current options were the AoC Code, the UK Corporate Governance Code or the Charity Commission Code. The majority of colleges had adopted the AoC Code although it was known that an increased number were considering moving to the Charity Commission Code bearing in mind that college corporations were regarded as exempt charities under the terms of the Charities Act 2011.

The Department for Education had made it known that the current AoC Code would need to be reviewed to reflect the passing into law of the current FE Bill presently going through Parliament. The intention was that the new Code would be a slimmed down version and would have regard to the focus of the Charity Commission Code.

Whilst it was interesting to note that the AoC Code would be reviewed again, it would be appropriate for the Corporation to decide before the outcome of the further review was known, but with the benefit of a recommendation from the Governance & Search Committee, on which Code would be adopted for 2022/23. This would be addressed in the Spring Term in the light of national developments with a recommendation from the Committee being presented to the Corporation in March or possibly July so that an up-to-date Code was adopted as from 1 August 2022.

The Committee recalled that the Internal Audit Annual Plan for 2021/22 included a review of governance and this was currently scheduled for mid February 2022. The Internal Auditors had produced a draft brief for the review and this had been shared with Members. An email exchange between Members had suggested that it would be appropriate to have regard to the outcome of the Governance Self-Assessment review which was underway and would be discussed at the Corporation Planning & Development Session on 27 November.

The associated action plan arising from the Governance Self-Assessment would be presented to the Corporation on 15 December and shared with the Internal Auditors so that the Corporation gained the maximum possible benefit from the planned review of governance.

It was stressed that, although the work of the Internal Auditors was invaluable, this was not an external review as being forward by the Department for Education arising from the Skills White Paper and the Bill which would lead to legislation during, it was anticipated, 2022.

The Committee AGREED following a lengthy discussion of the report of the Clerk and associated issues:

1. To note the publication of the AoC Code of Good Governance, the associated Senior Post Holder Remuneration Code and the briefing note provided by Hemmingways Solicitors Limited
2. To note the schedule of “musts” arising from the AoC Code which would be the subject of further discussion by the Committee in the Spring Term in the light of the preparation of the action plan arising from the Governance Self-Assessment and a brief prepared by the Clerk
3. To note the intention of the AoC to undertake a further review of the Code of Good Governance once the changes in the form of governance from the Skills and Post 16 Education Bill are known for certain
4. To note that it was understood that the requirement would be to have external reviews of governance in place as from 2022/23 on a three year cycle
5. To note that it was understood that Eversheds Sutherland (Solicitors) would be publishing shortly an update to the Code of Conduct of Members which would require consideration n by the Committee before a recommendation was made to the Corporation on possible adoption
6. To note the intention to finalise the brief for the Internal Audit of governance to be conducted in February 2022 in the light of the outcome of the preparation of an action plan arising from the Governance Self-Assessment
7. To advise the Corporation on 15 December 2021, via these Minutes, that the AoC Code of Good Governance had been updated and a recommendation as to possible adoption from 1 August 2022 would be presented to the Corporation in March or July 2022 in the light of national and local developments including the outcome of the review of the “musts” to be conducted by the Committee during the Spring Term

**8 CORPORATION AND COMMITTEE MEMBER ATTENDANCE – 2020/21**

The Committee received and discussed the report of the Clerk which provided an analysis of the attendance of Members at meetings of the Corporation and the Standing Committees in 2020/21.

The attendance at meetings of the Corporation was 82% as it was when account was also taken of attendance at meetings of the Standing Committees. This needed to be viewed in the context of the average for sixth form colleges which was noted to be 88.9% on a range of 81% being the lowest and 96% the highest.

Members discussed the analysis and were of the view that:

1. It would be helpful if an overall attendance by individual Members was produced by the Clerk taking into account Corporation and Committee meetings and circulated to Members
2. It was appropriate to continue to record the reasons for absences from meetings by individual Members and for these to be stated in published Minutes but with due sensitivity as to what is said - where no apology was received these were recorded as “absent”
3. It was essential to bear in mind that Members are volunteers and have many demands on time although it is a reasonable hope that due priority will be given to attending scheduled meetings of the Corporation and Committees as the dates are normally known well in advance – up to a year
4. The sections in the Eversheds Code of Conduct and the Corporation Standing Orders be reviewed and the NewVIc arrangements be updated as appropriate
5. That it was appropriate to put in place arrangements for the Chair of the Corporation or, possibly, the Clerk to have a discussion with a Member if attendance is less than would be expected to explore if any support can be provided that would bring about an improvement in attendance – this to be discussed further at the next meeting.

The analysis of attendance for 2020/21 showed that a number of Members had attended Corporation meetings for 60% or less. One of the Members has since resigned. The Clerk outlined the reasons he knew about which had affected adversely on the attendance of certain Members. It was also appropriate to look at the overall contribution to the Corporation such as membership of Standing Committees.

The Committee AGREED to return to the issue of attendance in the light of the presentation of the overall analysis of Members covering Corporation and Committees including updating the section in the Corporation Standing Orders on attendance so that was clarity on the actions to be taken where there were emerging concerns.

**9 CONFIDENTIAL ITEMS - CORPORATION AND COMMITTEE REPORTS AND MINUTES**

The Committee AGREED that the items previously designated as being confidential should remain as being regarded as confidential on the basis that they relate to named individuals or other sensitive issues.

**10 EXTERNAL REVIEWS OF GOVERNANCE**

The Committee NOTED that the draft arrangements for the proposed external reviews of governance had been made available to the sector although it was stressed that the final versions would not be published until the Spring (2022) at the earliest depending on the progress the Skills Bill currently being considered in Parliament.

The Committee AGREED after discussion:

1. that it would be appropriate to return to the implications of the external reviews of governance in, possibly, late February 2022 in the light of developments
2. to explore the opportunities for NewVIc to have a “trial run” in 2022/23
3. to investigate if there was scope to partner with others (possibly via SFCA) to arrange a cost effective review of governance as this may provide greater value for money than standing completely separate

**11 DATE AND TIME OF NEXT MEETING**

The Committee AGREED to defer setting the date of the next meeting for the time being.

**12 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 recalled that they had received from the Clerk an email setting out the wish of Martin Rosner to see put in place arrangements for the appraisal of the Chair of the Corporation.

To help prompt the introduction of such an appraisal system a set of questions prepared by a National Leader of Governance (NLG) was provided for review by Members.

The Committee AGREED following a wide ranging discussion:

1. to welcome the wish of Martin Rosner to be appraised by others so as to identify possible opportunities to improve on the governance arrangements of NewVIc
2. to acknowledge that the questions provided by the National Leader of Governance had merit and may well suit the needs of NewVIc with some tweaks although it would be helpful to be aware of other approaches used elsewhere in the college sector before making a recommendation to the Corporation
3. to request the Clerk to explore other arrangements for the appraisal of the Chair and indeed other Members of the Corporation if such a system was thought to be appropriate and to present the findings to the Committee in the Spring Term 2021 including if Corporations elsewhere operated such a process in-house or used an external consultant.

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