**The Corporation of Newham Sixth Form College**

**Governance & Search Committee**

**Unconfirmed Minutes of the Meeting held on 26 June 2023**

**Members**

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| Martin Rosner (Chair) | Independent Member | Present |
| Mandeep Gill | Principal & Chief Executive | Present |
| Jane Lofthouse | Independent Member | Present |
| Julia Shelton | Independent Member | Present |

**Non-Members in attendance**

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

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

The Committee NOTED that, following the resignation of Joanne Dean, the membership of the Governance & Search Committee, as approved by the Corporation, was as follows:

* Martin Rosner – Independent Member (Chair)
* Mandeep Gill – Principal & Chief Executive
* Jane Lofthouse – Independent Member
* Julia Shelton – Independent Member

**2 APOLOGIES FOR ABSENCE**

The Committee NOTED that all Members were present on this occasion although it was explained that Mandeep Gill would need to step out for a while given other urgent College business to be addressed.

The meeting was quorate throughout.

**3 DECLARATIONS OF INTERESTS**

The Members and the Clerk 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 23 JUNE 2022**

The Minutes of the meeting of the Governance & Search Committee held on 23 June 2022 were AGREED to be a correct record.

**5 MATTERS ARISING FROM THE MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 23 JUNE 2022**

The Committee AGREED that there were no matters arising from the Minutes of the meeting of the Governance & Search Committee held on 23 June 2022 to be addressed at this time over and above the items covered by the published Agenda.

**6 FE AND SIXTH FORM COLLEGE CORPORATIONS : GOVERNANCE GUIDE**

The Committee received and NOTED the updated FE and Sixth Form College Corporations : Governance Guide published by the DfE in March 2023 and circulated to all Members of the NewVIc Corporation on 2 March 2023.

Members recognised that the Guide was a useful reference document but that, at this time, there was no specific action to be taken in terms of the governance of NewVIc.

**7 INTERNAL AUDIT OF GOVERNANCE**

The Committee received the report prepared by the Internal Auditors following the review of governance carried out in June 2022.

It was noted that the report had been presented to the Audit & Risk Committee in November 2022.

The Committee noted that the outcome was a “significant” assurance opinion and 3 low risk recommendations had been made for consideration concerning:

* Training of Corporation Members
* Update to the Terms of Reference of the Governance & Search Committee
* The publication of Agendas and supporting papers

The issue of training – the suggested merging of training undertaken and training planned in to one document – should not, in the view of the Clerk, be progressed as the current arrangements were understood. This was supported by Members.

The Terms of Reference suggested update was addressed as part of the Agenda for this meeting of the Committee – the points were well made by the Internal Auditors and reflected the thinking of the Chair and the Clerk given experience and the anticipated demands of the next 12 months.

The Clerk and the Executive all understood the importance of seeking to publish Agendas and supporting papers at least 7 days prior to the meeting to which they relate. Only in exceptional circumstances will this not be followed and an explanation will be given so that Members can decide whether or not to consider the particular issue at that time or defer.

The Committee AGREED following discussion:

1. To NOTE the Internal Audit Report on Governance which had previously been presented to the Audit & Risk Committee including the “significant” assurance opinion
2. To confirm that Members were in agreement with the approach to the three issues identified by the Internal Auditors as being of low risk.

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

The Committee received the proposed updated Terms of Reference of the Governance & Search Committee which had been prepared with regard to the recommendation of the Internal Auditors and the introduction of the national requirement to arrange an external review of governance.

The Committee AGREED, following discussion, to RECOMMEND to the Corporation on 12 July 2023 that the Terms of Reference of the Governance & Search Committee be amended as from 1 August 2023 subject to addressing one typo in paragraph 10 of the draft which should read “…. and appoint an external review provider …. “.

**9 SKILLS AND KNOWLEDGE OF MEMBERS OF THE CORPORATION**

The Committee received the updated summary of the skills and knowledge profile of the Independent and Parent Members on the Corporation.

This was an invaluable document when considering possible new appointments of people to join the Corporation.

It was noted that at present there were two aspects which would warrant addressing if at all possible – experience in primary / secondary education and sustainability.

The Committee was informed that the Corporation included until Autumn 2019 a senior member of staff from a secondary school but more recent attempts to identify someone from the sector with the time and interest to join the NewVIc Corporation had been unsuccessful. In the circumstances it was suggested that it may be worthwhile seeking a retired Head or Deputy Head.

In terms of sustainability it was thought that at least one current Member had the appropriate level of knowledge and experience of matters relating to the subject of sustainability in terms of the current needs of the Corporation.

The Committee AGREED after discussion:

1. To NOTE the summary of the skills and knowledge profile of Corporation Members updated to January 2023 when the most recent appointment of an Independent Member was approved
2. To give particular attention to the description of the three factors particularly the meaning of what constitutes “significant experience” when the profile is updated in September 2023 for completion by Members at the beginning of the Autumn Term.

**10 CORPORATION MEMBERSHIP**

The Committee received the up-to-date summary of the Corporation Membership.

It was noted, in particular, that at present there were 2 vacancies for Independent Members and, following the recent resignation of the Teaching Staff Member, both the Staff Member positions were vacant.

In addition it was noted that the Parent Member would complete his current Term of Office on 5 October 2023.

The Committee AGREED following discussion:

1. To note the current Corporation Membership including the position on vacancies
2. To RECOMMEND to the Corporation on 12 July 2023 that, given the current SPA, no immediate action should be taken to seek to fill the 2 vacancies for Independent Members
3. To ask the Clerk to the Corporation to progress the appointment of the Parent Member from 6 October 2023 having checked the position with regard to the child of the current Parment Member (specifically if they will be a student at NewVIc in 2023/24)
4. To note the planned arrangements to appoint the 2 Staff Members as soon as practicable in the Autumn Term 2023.

**11 AOC CODE OF GOOD GOVERNANCE**

The Committee noted that the updated AoC Code of Good Governance had not yet been published but it was hoped that this would be received very shortly and in sufficient time to present to the Corporation on 12 July 2023.

It was recognised that the draft Code seen earlier in the year was far shorter than the original and likely to be more accessible for all concerned.

In the absence of the final version of the Code the Committee AGREED:

1. To note that the updated AoC Code of Good Governance should be received any day now and it would be circulated for review and decision by the Committee via Written Resolution
2. If possible the AoC Code of Good Governance would be presented to the Corporation on 12 July 2023 for approval but, if not available, it would be circulated to all Members in the form of a Written Resolution with a view to adoption as from 1 August 2023.

**12 GOVERNANCE SELF-ASSESSMENT - 2022/23**

The Committee discussed the arrangements for conducting the self-assessment of governance for 2022/23 so that the outcomes were available for review and action planning at the Corporation Planning & Development Session currently scheduled for 18 November 2023.

A suggested timeline was noted to be as follows:

* Updated SAR documentation to be available to Members by 11 September 2023 for completion via Google
* Closing date for returns – 2 October 2023
* Chair of the Corporation, with the support of the Clerk, to analyse the responses and prepare a summary with commentary – 3 November 2023
* Members review and discuss the outcomes at the Corporation Planning & Development Session – 18 November 2023
* Action Plan received and considered by the Corporation – 13 December 2023

The Committee AGREED:

1. that there would be a benefit if the documentation used for 2020/21 and 2021/22 be circulated once again for 2022/23 so that the outcomes may be compared
2. to RECOMMEND to the Corporation on 12 July 2023 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 3 November 2023 prior to the Corporation Planning & Development Session on 18 November 2023.

**13 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.

It was noted that the Chair and the Clerk had been tracking the experience of other colleges as far as this was possible via their respective networks and documents published on College websites.

The proposed addition to the Terms of Reference of the Governance & Search Committee addressed an explicit role for the Committee in the enagment of the individual or organisation to be engaged to carry out the first external review of governance of NewVIc. As explained earlier in the meeting, the proposed updated Terms of Reference would be considered by the Corporation on 12 July 2023.

The suggestion was that the external review be carried out in March 2024 so that the reviewer had the opportunity to attend the scheduled meeting of the Corporation and if they wished one or more of the meetings of the Standing Committees. This timeline was based on the College remaining a standalone institution. If a decision was taken to merge as a result of the current SPA there would be a discussion with the DfE and the other college as to the need to proceed with the external review.

At the outset it was suggested that the cost of the review would be somewhere between £8k and £20k. It was thought from the information now available via personal contacts and networks that the cost for NewVIc would be around £8k and possibly a little less.

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 – this had also been presented to the Committee on 23 June 2022
2. to RECOMMEND to the Corporation on 12 July 2023 that the first external review of governance takes place in March 2024 and that the following are approached to submit a proposal and estimate of cost – Stone King (as recommended by SFCA), Education & Training Foundation and Rockborn
3. to meet on 12 September 2023 to consider the responses received from the organisations and to decide on which one to chose given the wish to progress the review in March 2024

**14 CORPORATION ATTENDANCE – 2021/22**

The Committee received the summary of the attendance by individual Members at meetings of the Corporation in 2021/22.

It was recognised that the overall data had been included in the Annual Financial Statements for 2021/22 approved by the Corporation in December 2022.

The attendance of one particular Independent Member was noted as he failed to attend any meetings of the Corporation at all. It was explained that it was known at the outset of the year that he would find it difficult to attend many if any meetings due to a change of employment and move from the London area. He did, however, make a valuable contribution to the Audit & Risk Committee. The Member resigned from the Corporation on 31 July 2022.

The issue of the attendance of Student Members was noted with some concern as one of the current (2022/23) Members had not attended any meetings of the Corporation given other commitments. It was explained that this point had been raised at the meeting of the Curriculum, Quality & Engagement Committee on 15 June 2023 when it was agreed that the Chair of the Committee and the Chair of the Corporation would seek to have regular and appropriate contact with the Students’ Union and Student Council – and therefore the Student Members on the Corporation – so that there was ongoing communication and support available. It was hoped that this would enable attendance at meetings of the Corporation and the Curriculum, Quality & Engagement Committee to improve and, therefore, the student voice was heard and taken into account.

**15 TRAINING OF CORPORATION MEMBERS – POLICY AND ACTIVITIES**

The Committee had a lengthy discussion on the training of Corporation Members which was informed by the schedule of training undertaken by Independent and Parent Members since 2020 and the proposed update to the Corporation Member Training Policy.

The Clerk explained that the schedule of training needed to be updated to include the online modules undertaken through the College. This prompted a review of the modules and if these were all relevant to Members. It was recognised that staff were required to undertake a number of modules and it was appropriate to check that the College system had Members flagged appropriately so that they were only prompted to take Safeguarding, Prevent, EDI and, possibly, Health & Safety.

The Committee recognised that the Education & Training Foundation (ETF) online modules were in the main good and appropriate to the needs of Corporation Members but, unfortunately, a change of platform had made access problematic. It was understood the ETF platform was currently being reviewed and when access was more straightforward Members would be advised.

There were a number of other sources of training and support such as the AoC and SFCA and it was known that a number of Members had attended the various webinars.

In addition the AoC had launched networks for (1) Chairs of Curriculum & Quality Committees (or equivalent) and (2) Chairs of Finance and Audit Committees. In 2023/24 it was understood that there would be AoC networks for Staff Members and Student Members.

Members then reviewed the Training Policy which had been adopted in October 2019 – pre Covid pandemic which it was acknowledged has had some impact on full implementation.

The key issue to be addressed was how often the mandatory training needed to be taken by Members – annually or on a 3 year cycle?

The Committee AGREED after discussion:

1. to note the summary of training undertaken by individuals since 2020 as notified to the Clerk and this would continue to be updated including reference to the attendance of Members on the College online modules
2. to welcome the proposed intervention with the College HR Team to seek to ensure that Corporation Members were appropriately flagged on the HR system and, therefore, only expected to undertake the modules relevant to them as Corporation Members
3. to RECOMMEND to the Corporation on 12 July 2023 that the updated Corporation Member Training Policy be approved having made it clear that Safeguarding was the only item requiring an annual update to reflect the Keeping Children Safe in Education document with others such as Prevent, EDI and, possibly, Health & Safety being taken on a three year cycle.

**16 CLERK TO THE CORPORATION (HEAD OF GOVERNANCE) – JOB DESCRIPTION**

The Committee received the proposed updated Job Description for the post of Clerk to the Corporation which had been prepared by the Chair with regard to feedback from Members.

It was recalled that 12 months ago the Committee had agreed to recommend to the Corporation that the post of Clerk be redesignated as Head of Governance to reflect the approach of many others in the sector as the title “Clerk” was often misunderstood. The Corporation had approved the recommendation and at that time it was thought that this should be used when the post became vacant.

The salary would be added to the document when the recruitment for the new Head of Governance was launched although Members were interested to note that the NewVIc salary was comparable to other Sixth Form Colleges.

The Committee AGREED following discussion:

1. to RECOMMEND to the Corporation on 12 July 2023 that, although it was not yet necessary to advertise the role, the new Job Description and the designation of Head of Governance should be APPROVED for use as from 1 August 2023
2. to note that later in the meeting there would be a confidential discussion on the approach to recruiting a new Head of Governance at the appropriate time.

**17 CORPORATION AND COMMITTEE CALENDAR OF MEETINGS – 2023/24**

The Committee agreed to RECOMMEND to the Corporation on 13 July 2022 the adoption of the Corporation and Committee Calendar of Meetings for 2023/24.

The issue of the start time for meetings of the Curriculum, Quality & Engagement Committee would be reviewed when the availability of the new Student Members was known in September.

The preferred date of the meeting in the Finance & Resources Committee in the Summer Term had been the subject of discussion with the Executive and it was now proposed to meet on 1 July 2024 and not as indicated in the draft report received by the Committee.

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.

**18 INSTRUMENT & ARTICLES OF GOVERNMENT – FINANCIAL AFFAIRS OF THE STUDENTS’ UNION**

The Committee received and discussed the report of the Clerk to the Corporation with regard to Article 18 (2) of the Instrument & Articles of Government which provide for:

*The Students’ Union shall present audited accounts annually to the Corporation*

It was explained that the College Students’ Union has a formal Constitution approved by the Corporation but, like a number of other Sixth Form Colleges, does not have its own bank account. The funds allocated by the College to the Students’ Union are part of the Student Support Budget and, therefore, are covered by the end of year audit leading to the publication of the College Financial Statements. Therefore, it is not appropriate for the Corporation (or one of the Standing Committees) to receive the end of year accounts.

The Clerk to the Corporation had posted an enquiry on the Sixth Form Colleges governance network to check the approach elsewhere in the sector and it was found that, other than one exception, other colleges retained the clause even though it was not followed through.

Experience across the sector as a whole would suggest that the clause relating to the audited accounts of the Students’ Union is more likely to apply in a General FE College.

The Committee agreed to RECOMMEND to the Corporation on 12 July 2023 that clause be deleted from the NewVIc Instrument & Articles of Government as from 1 August 2023.

**19 WRITTEN RESOLUTIONS**

The Committee NOTED that the Members had agreed, via Written Resolutions, to recommend the appointment of new Independent Members by the Corporation following formal application and interview.

**20 GOVERNANCE – REVIEW OF 2022/23 AND LOOKING TO THE FUTURE**

The Committee recognised that the focus of the Committee during the past year had been on the appointment of a number of new Independent Members of the Corporation.

Given the number of issues to be addressed during the next year – including the external review of governance – it was likely to be a busy year for the Committee. However, no changes in working arrangements were thought to be necessary other than the update to the Terms of Reference discussed earlier in the meeting.

**21 CORPORATION MEMBERS – EXIT FEEDBACK**

The Committee noted that 4 of the Independent Members who had left the Corporation during the past year had completed the exit feedback pro-forma which had been introduced sometime ago.

The Committee AGREED after discussion:

1. to welcome the approach to inviting feedback from Members so as to inform planning and policy development related to the governance of the College
2. to review the current pro-forma to make it clear that responsibility for communicating SLT decisions to the Corporation was the responsibility of the Principal & Chief Executive and not the Chair as suggested by the pro-forma
3. to request the College to introduce an online means for Members to provide such exit feedback and for this to be summarised on an ongoing basis so that it could be seen if there were changes and improvements
4. to look forward to receiving updates on exit feedback from Members on at least an annual basis and more often if thought to be appropriate given the number of Independent or Parent Members who may leave the Corporation for whatever reason.

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

The Committee AGREED, following discussion, that it would be helpful for the Corporation if the external person who carried out the appraisal of the Chair of the Corporation via a questionnaire completed by all Members and others as appropriate in the summer 2022 repeated the process early in the summer 2024.

This would enable the then current Members of the Corporation to engage in the process before having to decide on the appointment of the Chair for the period starting on 1 August 2024 when the term of office of the current Chair is scheduled to end.

It was appreciated that this approach would only be appropriate if it was decided at the end of the current SPA process for NewVIc to remain as a stand alone institution.

**23 DATE AND TIME OF NEXT MEETING**

The Committee AGREED that the next meeting would take place on Tuesday 12 September 2023 at 5 pm.

Further meetings would be arranged later in the year having regard to the business to be considered and the relative regency.

**24 CONFIDENTIAL ITEM OF BUSINESS**

The Committee had a discussion on the arrangements for the recruitment of a new Clerk to the Corporation (decision previously taken by the Corporation to redesignate to Head of Governance) when it was known when the post would become vacant.

The points covered and the outcome are set out in a separate Minute which would be regarded as being confidential at least in the first instance.

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