**The Corporation of Newham Sixth Form College**

**Governance & Search Committee**

**Minutes of the Meeting held on 9 October 2019**

**Members**

|  |  |  |
| --- | --- | --- |
| Gail May (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 DECLARATION OF INTERESTS**

The Members and the Clerk confirmed that there were no declarations of interest to be recorded on this occasion other than when it would be appropriate for the Principal & Chief Executive and the Clerk to withdraw from specific discussions as recorded in these Minutes.

**3** **MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE HELD ON 1 JULY 2019**

The Minutes of the meeting of the Governance & Search Committee held on 1 July 2019 were agreed to be a correct record and were signed by the Chair.

**4 GOVERNANCE & SEARCH COMMITTEE – DECISION TRACKER AND MATTERS ARISING FROM THE MINUTES OF THE MEETING HELD ON 1 JULY 2019**

The Committee received the Decision Tracker and considered the matters arising from the Minutes of the last meeting and noted the following items not covered elsewhere on the Agenda:

* Principal & Chief Executive – probationary review completed successfully – approved by the Corporation following the meeting on 1 July 2019 via a written resolution
* Clerk – probationary targets – the issues being addressed now in the process of being revised in the light of emerging issues requiring early attention

**5 PRINCIPAL & CHIEF EXECUTIVE – CONFIDENTIAL ITEM**

The Principal & Chief Executive withdrew from the meeting for this item.

As this item related to a specific member of staff the Minute has been designated as being confidential and will not be published.

**6 CLERK TO THE CORPORATION – CONFIDENTIAL ITEM**

The Clerk withdrew from the meeting for this item and the Chair agreed to prepare a note for inclusion in the Minutes.

As this item related to a specific member of staff the Minute has been designated as being confidential and will not be published.

**7 CORPORATION MEMBERSHIP**

The Committee recalled that it had previously been agreed that there were three areas of interest and expertise to be addressed when seeking new Members of the Corporation:

* Finance
* Capital projects
* Teaching, learning and assessment

A potential Corporation Member with a finance background had been identified and there had a discussion with a Panel drawn from the Committee. As a result, Sohidul Hoque was recommended for membership as an Independent Member.

The other areas of interest and expertise continued to be needed and it was thought that the AoC could assist in seeking additional Members although there would be a cost.

The Committee AGREED following discussion:

1. to RECOMMEND to the Corporation that Sohidul Hoque be appointed to serve as an Independent Member for a period of 4 years as from 9 October
2. to RECOMMEND to the Corporation that Sohidul Hoque be appointed to serve on the Audit & Scrutiny Committee and the Budget Strategy Group until further notice
3. the Chair would share with Members of the Committee the documents currently being prepared on capital projects expertise skills set
4. that, once the documents on capital projects expertise skills set were available, the Principal & Chief Executive would progress the discussions with the AoC on the identification of possible new Independent Members with (1) Capital Projects and (2) Teaching, learning and assessment in a post 16 FE environment
5. that, in addition to using the services of the AoC, opportunities to identify new Independent Members via professional networks etc be pursued
6. to note that the term of office of one Independent Member would end on 8 February 2020 and this and other related issues would be addressed at the December 2019 meeting of the Committee.

**8 ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION – 2018/19**

The Committee received and considered the report setting out the attendance of Members at meetings of the Corporation in 2018/19.

The position for the NewVIc Corporation was noted to be an attendance of 71% by those Members in office (ie excluding vacancies) which was an improvement of 2% over the previous year.

The national position for 2018/19, based on a survey of Clerks across the sector, was noted to be an attendance of 81.4% for all colleges and 80.78% for sixth form colleges.

The Clerk reminded the Committee that the attendance data included in the Annual Financial Statements was set out in a different format.

The Committee agreed after discussion:

1. to note the attendance of Members at meetings of the Corporation in 2018/19 and the national data
2. to request the Clerk to (1) provide attendance data for the Audit & Scrutiny Committee and the Governance & Search Committee in 2018/19 and (2) include in future versions of the summary of attendance the category of membership and any specific roles as per the Annual Financial Statements

**9 CORPORATION DEVELOPMENT & PLANNING DAY – 2 NOVEMBER 2019**

The Committee received the working draft of the programme for the forthcoming Corporation Development & Planning Day scheduled for 2 November 2019.

It was recognised that the programme had been prepared with due regard to feedback from previous sessions including limiting the amount of direct input from members of the SLT so as to provide time for Members to engage in issues.

With the visit to the College by representatives of the FE Commissioner now scheduled for 5 and 6 November 2019 the session was most timely in bringing together information on what was likely to be involved for Corporation Members.

The Committee AGREED following discussion:

1. to NOTE the working draft of the programme for the forthcoming Corporation Development & Planning Day on 2 November 2019 and, in doing so, to welcome the proposal to use accommodation at the University of East London (UEL)
2. that there were no changes to the outline programme to be suggested at this time
3. to NOTE that the programme would be reviewed by the Corporation at the meeting immediately following the meeting of the Committee

**10 INSTRUMENT & ARTICLES OF GOVERNMENT – REVIEW**

The Committee received and discussed the report of the Clerk to the Corporation following his review of the Instrument & Articles of Government on taking up the appointment on 1 August 2019.

It was recalled that since the Government enabled College Corporations to make appropriate changes to the Instrument & Articles of Government without the approval of the Secretary of State certain modifications had been made to the NewVIc versions such as transferring the section on proceedings of meetings to the Standing Orders. However, it was thought that there would be merit in reverting back to the original national template and then carry out a comprehensive review of what should be retained in the Instrument & Articles of Government and what could be left to the Standing Orders or, indeed, removed completely.

The Committee AGREED:

1. to RECOMMEND to the Corporation that the Instrument & Articles of Government attached to the report of the Clerk be adopted with immediate effect
2. that the Clerk present to an early meeting of the Committee a report setting out the scope to amend the Instrument & Articles of Government so as to prompt a discussion for Members prior to forwarding recommendations to the Corporation.

**11 CONFIDENTIAL ITEMS OF BUSINESS**

The Committee AGREED to RECOMMEND to the Corporation that, having regard to the requirement set out in the Instrument of Government (now paragraph 17 (4)) that items previously determined to be confidential be reviewed:

1. all items classified as being confidential in 2017/18 and 2018/19 remain confidential until agreed otherwise
2. that, at the first meeting of the Committee in 2020/21, a comprehensive review of all confidential items over the previous three-year period be carried out to judge if any may now be placed in the public domain

The Committee also AGREED to adopt the proposal of the Clerk to the Corporation that, to assist in future reviews, confidential minutes be recorded separately in recognition that, over a period, some items may be re-designated as being public whilst others would always remain confidential.

**12 TRAINING POLICY FOR MEMBERS OF THE CORPORATION**

The Committee received and discussed the report of the Clerk setting out a proposed new Training Policy for Members of the Corporation.

A number of points associated with the proposed Training Policy were identified for attention:

1. awareness by the Committee of the annual budget allocation available for training with an opportunity to comment
2. importance of evaluating the impact of training undertaken by Members and, therefore, to add such an intention to the draft
3. signpost the whereabouts of the application and evaluation forms without making them part of the Training Policy or the process too bureaucratic
4. move the reference to the Code of Conduct to the Governance section

The Committee agreed:

1. to welcome the new Training Policy for Members of the Corporation
2. to RECOMMEND to the Corporation that the Training Policy as drafted be adopted with immediate effect with the proviso that the issues identified and listed above be addressed by the Clerk and covered in the published version
3. to look forward to receiving at a forthcoming meeting the detailed induction programme for Members of the Corporation which, it was recognised by the Committee, may be of interest in whole or in part to longer serving Members of the Corporation.

**13 TRAINING OF MEMBERS OF THE CORPORATION**

The Committee noted the following recent training of Members of the Corporation:

* AoC induction for new Corporation Members attended by Elizabeth Harris, Julianne Marriott and, in anticipation that he would be appointed to serve on the Corporation, Sohidul Hoque – 25 September 2019
* RSM briefing on Audit Committees for the London Sixth Form Partnership and attended by Joanne Dean, Mandeep Gill, Gail May, Jay Nair, Martin Oakeshott and Julia Shelton – 7 October 2019

The feedback from both the AoC session and the RSM presentation was positive.

In addition to the Corporation Members, several College Managers and the Clerk attended the RSM session on Audit Committees which was recognised to be timely given the planned review of the role of the current NewVIc Audit & Scrutiny Committee.

**14 REMUNERATION COMMITTEE – PROPOSED ESTABLISHMENT**

The Committee received and considered the report of the Clerk to the Corporation which had been prepared to put into effect the arrangements for NewVIc following the adoption of the College Senior Staff Remuneration Code by the Corporation on 1 July 2019.

The Committee AGREED TO RECOMMEND to the Corporation that:

1. a Remuneration Committee be established with immediate effect with the Terms of Reference as set out in the attachment to the report presented to the Committee
2. the initial membership of the Remuneration Committee be determined by the Corporation
3. the Terms of Reference and membership of the Remuneration Committee be subject to a further review in the light of experience in the Autumn 2020
4. the Terms of Reference of the Governance & Search Committee be amended to reflect the establishment of the Remuneration Committee by the deletion of the current paragraph 3.8 – addressed specifically in item 18 of these Minutes.

**15 SENIOR POST HOLDERS – DESIGNATION**

The Clerk withdrew from the meeting for this item which flowed from the discussion on the proposed establishment of the Remuneration Committee. It was not thought to be appropriate, however, to regard the outcome of the discussion as confidential.

The Committee AGREED to recommend to the Corporation that the following posts continue to be designated as Senior Posts for the purpose of the Instrument & Articles of Government:

* Principal & Chief Executive
* Vice Principal
* Clerk to the Corporation when an employee of the College

**16 GOVERNANCE & SEARCH COMMITTEE – ANNUAL REPORT FOR 2018/19**

The Committee received the draft Annual Report of the Governance & Search Committee for 2018/19 prepared by the former Clerk to the Corporation and AGREED that Members would advise the Clerk by 25 October 2019 if they had any comments on the document so that it could be finalised.

**17 CORPORATION GOVERNANCE SELF-ASSESSMENT FOR 2018/19**

The Committee received and discussed the draft Corporation Governance Self-Assessment for 2018/19 and AGREED:

1. that the Governance Self-Assessment provided a firm basis for review by the Corporation as an integral part of the self-assessment process subject to any further thoughts that Members had and forwarded to the Clerk by 25 October 2019
2. that for next year the Governance Self-Assessment due account should be taken of the FE Commissioner’s 10 characteristics of successful colleges in terms of leadership and management as well as any related ESFA guidance that can be identified

**18 GOVERNANCE & SEARCH COMMITTEE – TERMS OF REFERENCE – REVIEW**

The Committee agreed to RECOMMEND to the Corporation that the Terms of Reference of the Governance & Search Committee be amended by the deletion of the existing paragraph 3.8 with immediate effect:

*“To review the pay and performance of the College’s senior post holders and to make recommendations to the Corporation in line with the procedure agreed by the Corporation”*

**19 CALENDAR OF MEETINGS – 2019/20**

The Committee NOTED the Calendar of Meetings for 2019/20 and AGREED that, to seek to maximise the attendance of Members, the December meeting be moved from 4 to 11 December subject to the agreement of the Corporation:

* 11 December 2019
* 12 February 2020
* 25 March 2020
* 20 May 2020
* 1 July 2020

All meetings are scheduled to commence at 5.30pm unless otherwise agreed.

With the proposed establishment of the Remuneration Committee it was recognised that it should not be necessary to hold as many meetings of the Governance & Search Committee as currently scheduled although, for the time being, all dates should be held.

**20 CONFIDENTIAL ITEMS OF BUSINESS**

The Minutes of the confidential items of business are attached for Members of the Governance & Search Committee only with items relating specifically to the Principal & Chief Executive and the Clerk being further restricted as appropriate.

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