

**College of West Anglia
Minutes of
The Search and Governance Committee
17 April 2024
8.30am
Remote Meeting, Microsoft TEAMS**

Present	Dave Clark	Governor (Chair)
	Gill Rejzl	Governor
	Chris Ashman	Governor
	Hein van den Wildenberg	Governor
	Sally Mitton	Governor
	David Pomfret	Governor (Principal)

Attending	Jules Bridges	Head of Governance
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No.		Action
1	<p>Apologies for absence Apologies for absence were received from Ray Harding.</p>	
2	<p>Declarations of interests There were no declarations of interest.</p>	
3	<p>Minutes of the previous meeting held on 7 February 2024 The minutes of the meeting held on 7 February 2024 were reviewed and agreed as being an accurate record of the meeting.</p>	
4	<p>Matters Arising The progress arising from the previous meeting were summarised in the progress report and all actions reported had either been resolved or, where appropriate, an update had been provided on progress elsewhere on the agenda.</p> <p>The HoG has approached the Clerks' Network for examples of governor appraisals. Most have an informal chat with the Chair that is not documented but the governance professional attends. The HoG will look at the ETF competency framework and will consider designing our own.</p> <p>The HoG is gathering examples of sector good practice of annual board self-assessment to replace the governor survey issued in the summer. A proposal is on the agenda for the meeting to be held in June 2024.</p> <p>There are some softer issues, behaviours, and values to include explicitly in the governors' code of conduct and a section around dealing with breaches. This will be picked up in the next iteration of the Standing Orders. The HoG approached the Clerks' Network for good examples and will look at East Coast College who have incorporated elements of their staff code of conduct into the governors' code</p> <p>The completed items are to be removed from the table.</p>	<p>HoG</p> <p>HoG</p> <p>HoG</p> <p>HoG</p>
<p>Items 6 and 7 preceded item 5.</p>		
5	<p>Principal's Strategic Update Building Projects The LSIF projects at Cambridge and King's Lynn campus are up and running. These are tight deadline projects in terms of capital spend but are broadly on track.</p>	

The Carbon Net Zero Centre at Wisbech is a little closer to getting traction. The draft contract from Anglian Water and their alliance partners has now been received but yet to be finalised. There are no reasons to believe that the £2m will not be secured but it is subject to this contract being in place. External project management will be bought in to manage this project as well as the Tower Block roof works.

Plans and works for the School of Nursing Studies second storey extension continues in earnest and the Principal/CEO continues to source additional funding to finance the gap (as reported to the corporation at the meeting held on 20 March 2024).

Ofsted

There is still no news on when the inspection will take place, but it is imminent.

External Full Funding Audit

Confidential item under Article 17(2) of the Instrument and Articles of Government

This item was deemed to be confidential

Partnership Arrangement

Confidential item under Article 17(2) of the Instrument and Articles of Government

This item was deemed to be confidential

Penalty Clause to deliver on time

Confidential item under Article 17(2) of the Instrument and Articles of Government

This item was deemed to be confidential

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6 Membership Review

1. Resignations

There are no resignations to report currently.

2. Reappointments

There are no governor terms of office due to expire this academic year. It was noted that Staff Governor, Donna Woodruff's first term of office comes to an end in October 2024. The committee will consider the reappointment at the meeting to be held in June 2024. The HoG confirmed that Donna Woodruff would like to stand again for a second term of office.

3. Vacancies and Committee Structure

The maximum target number of 20 governors has been achieved. It is proposed that Gemma Standen takes the Equality, Diversity and Inclusion link Governor role and has a governor link with HE. Russel Liddington to join the membership of the Audit Committee and Joe Yexley to join the membership of the Finance and General Purposes Committee. Both Russel and Joe would also be invited to join the membership of the reinstated Property Steering Group. It was **agreed** that these committee appointments will be subject to the agreement of the newly appointed governors. The HoG will approach them all to discuss this and agree.

HoG

It was discussed and **approved** that the membership of the Finance and General Purposes committee is to increase to 7 members and therefore quoracy to increase from 3 to 4. These changes are to be reflected in the terms of reference and associated governance documents such as the Standing Orders.

HoG

It was noted that the new front sheet for reporting has been well received.

7 External Governance Review – Draft Report

The draft report arising from the external governance review has been received. The report sets out a few improvement actions and the yellow highlighted areas are for the HoG to check.

HoG

The report provides the overall conclusion on Board effectiveness that there is strong evidence that the Board is highly proficient and consistently impacts positively on college strategy, effectiveness, and outcomes.

It was noted that the draft report has been reviewed initially by the HoG for accuracy and then shared with the Chair and the Principal/CEO for comment. There were no other factual corrections to note but some governors commented that some discussion points from 1-2-1 meetings with the external governance reviewer were seemingly omitted from the report.

For example, one governor spent some time talking to the reviewer about the difference between strategy and operation and how the board should keep itself in the strategic space and not veer into the SMT space, but they were hoping that the report would share advice from other boards observed or offer guidance on how the CWA board could be more strategic.

Another governor commented that the reviewer in their discussion with them was clearly trying out some ideas and observations to see how this resonated but some of these pointed observations didn't come back in the report. The use of the word triumvirate was also questioned, this is quite an outdated term so use of an alternative word would be welcome. Finally, the recommendations that the Board will have to agree will be grouped and structured with management actions, deadlines, and smart objectives. The HoG will bring this back to the committee for the meeting to be held in June 2024, noting that it will be this committee that will keep oversight of the progress made against this plan.

HoG

The committee asked the HoG to arrange for a 'wash-up' remote meeting with the external governance reviewer via Microsoft TEAMS to clear up some of the omitted points from the report.

HoG

On page 5 of the report there is a recommendation to 'work on aligning personal objectives with strategic priorities driving accountability of senior post holders at board level' and it was questioned what was meant by this point. It is felt that this is aligned with the appraisal objectives of senior post holders and perhaps this point is a golden thread where the strategic objectives are expected to be seen reflected in the objectives of not just the senior management team but further down the organisation. This point will be raised with the external governance reviewer at the arranged 'wash-up' meeting to be convened.

HoG

Finally, it was noted that on page 8 of the report 'NSCG' is to be replaced with 'CWA'. The HoG will correct for the final copy.

HoG

D Pomfret joined the meeting at 8.50am

The Principal/CEO commented that the report reflects a good and positive review. The report demonstrates a strong and mature understanding by governors about what strategic challenge to the senior management team should look like; this being robust in a supportive way from a board of governors who want the absolute best for the college but are able to acknowledge and know where there is a need for improvement. The board should be proud of a strong external review of governance.

Item 5 preceded item 8

8 Refreshed Skills Audit

At the October 2023 meeting of the Committee, it was agreed that the HoG would refresh the categories of the current skills audit as there were some key areas missing from the form.

After reaching out to the Clerks' Network and sharing skills audit templates the proposed new skills audit places more emphasis and requirement to balance the skills of the board to achieve collective statutory responsibilities and the college's strategic objectives. This will aid clearer identification of the skills needed to balance the board collectively (skills gaps for

recruitment and succession planning) and training/development needs of individual members.

The committee considered the new format compared to the existing form used and concluded that it was an improvement although as it was noted that as it has been converted into an editable PDF format there may be some technical restrictions for some governors to complete the form successfully.

It is proposed that the audit will be used to inform the balance of skills, identify skills gaps, and identify potential training and/or development needs at Board, and at committee level.

Governors made the following comments/suggested changes

- Reword the definition of a score of 4 from 'high level knowledge/experience' to 'extensive knowledge/experience'
- Adapt the form so that it is clearer that it is a tick box selection against Public, Private, Voluntary as it currently looks like a free text option.
- Once completed do the results of each audit have to be manually re-entered/rekeyed? Yes, but the process is easy for the HoG to key into a prepopulated/formatted spreadsheet which makes it easy to filter and report from.
- Should the audit ask if governors have got operational or strategic development knowledge, skills, and experience?
- The two areas added around experience/knowledge of Adult Learning and Apprenticeships, is this experience/knowledge of study programmes or is this experience/knowledge from a Further Education sector perspective. It was agreed that these options will be refined to explain what is required here. HoG
- The question at the end of the form about the contribution made to the governing body over the past year will be rephrased to ask what 'skills do you feel you have contributed to the work of the board in the year'. HoG

Governors agreed that it is useful to have a skills audit that will add value, but it must be used as a tool to aid recruitment, knowledge of the board and potential identification of skills gaps and inform any specific training/development needs. Governors are mindful that the results of the skills audits are subjective and reflective of how governors perceive their own level of skills so this should only be used as a tool and aid and results not necessarily relied upon.

Finally, it was noted that questions 9 and 10 on the old audit around voluntary work, other interests, membership of other bodies and identifying other areas of training that may be useful have disappeared from the new form. The HoG confirmed that these questions are asked for elsewhere, so this is duplicating information already obtained at application, interview, register of interest for example or is steering into annual 'appraisal' processes.

Subject to the amendments posed above the committee **approved** the release of the new form for governors to complete over the summer. HoG

9 Code of Good Governance

Originally issued in 2015, the code underwent thorough reviews in December 2018 and again in 2019. At 32 pages with 10 principles and numerous requirements, it had become unwieldy, often duplicating information found in other sources.

Every college is encouraged to embrace this new code. For any reporting related to the previous academic year, the previous AoC code (revised September 2021) will remain in place, but it is expected that all FE institutions will be using the new code for the 2024/25 academic year. The HoG has completed an assessment that identifies how the college can demonstrate compliance against each of the 6 principles (in the current academic year), provides evidence/assurance of good governance, shows what has or could be improved and possible actions to improve governance practice. It is not exhaustive but shows greater assurance than the suggested sources in the code so it is proposed that the committee

should consider recommending the code is adopted by the corporation at the meeting to be held on 3 July 2024. By adopting the code, the corporation is publicly taking responsibility for the good governance approach taken at the college.

The committee was in favour of early adoption and shaping the work of the board with a clear action plan to take forward. Governors agreed that by and large the right things have been mentioned in the assessment, but it was felt that some examples lacked a bit of weight. It would be useful to include dates of evidence and use the third column consistently so that things that could be improved and/or strengthened are reflected in the fourth column. The assessment could also include good evidence of the student voice in principle 3 for example and the Chair of Governors will share her marked up copy with the HoG to work through.

HoG

Chair
of
Govs

The committee agreed to propose to the corporation to adopt early subject to refining and strengthening the assessment. The assessment will be shared electronically for governors' commentary and the HoG to amalgamate the changes.

HoG

10 Any other business

For the next meeting it was proposed that this committee looks at the emerging strategic plan for 2024/25. It was agreed that a first scrutiny (embryonic) of planned direction will be shared with the committee at the meeting to be held on 5 June 2024, bearing in mind that a board development morning is set for governors for 24 June 2024.

HoG

11 Chair's items for briefing to Corporation

- To share the external governance review report with the corporation at the meeting to be held on 3 July 2024.
- To inform the corporation that the committee has reviewed and refreshed the governors' skills audit for use and release in the summer.
- To recommend that the corporation adopts the Code of Good Governance for the 2023/24 academic year.

12 Date and time of next meeting

Wednesday, 5 June 2024 at 8.30am

Meeting ended at 9.40am