

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

<b>Present</b>	Dave Clark	Governor (Chair)
	Chris Ashman	Governor
	Ray Harding	Governor
	Hein van den Wildenberg	Governor
	David Pomfret	Governor (Principal)

<b>Attending</b>	Jules Bridges	Head of Governance
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No.	Action
<p><b>1 Apologies</b> Apologies for absence were received from Gill Rejzl and Sally Mitton.</p>	
<p><b>2 Declarations of Interests</b> There were no declarations of interest.</p>	
<p><b>3 Minutes of the previous meeting held on 17 April 2024</b> The minutes of the meeting held on 17 April 2024 were reviewed and <b>agreed</b> as being an accurate record of the meeting.</p>	
<p><b>4 Matters Arising</b> 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 governors code of conduct will be reviewed over the summer to incorporate some of the softer issues, behaviours, and values from the staff code of conduct and a section around dealing with breaches. This will be brought back to the committee at the first meeting to be held in the new 2024/25 academic year.</p> <p>The Head of Governance proposed removing the committee terms of reference from the Standing Orders as this causes duplication and issues around version control. The committee agreed with the proposal with the proviso that governors still have a single point of reference and visibility of the terms of reference.</p> <p>The code of good governance assessment has been strengthened further to feedback from committee members. This was shared by email on 16 May 2024 with no further amendments proposed. The proposal to adopt the code will be taken to the Corporation at the meeting to be held on 3 July 2024.</p> <p>The completed items are to be removed from the table.</p>	<p>HoG</p> <p>HoG</p> <p>Chair</p> <p>HoG</p>
<p><b>5 Principal's Strategic Update (including emerging plan)</b> At the last meeting of the committee, governors asked for early sight of the draft strategic plan 2024/27. This will inform the discussion further to the planned governors' strategic planning morning scheduled for 24 June 2024 with the final copy to be presented for approval by the Corporation at the meeting to be held on 3 July 2024. Governors had considered the draft strategic plan and were comfortable to leave for discussion at the strategic planning morning.</p>	

The Ofsted inspection is unlikely to take place now in this academic year. CWA is the only college in the region that has not been inspected. Inspections would start in the third week of September, so the team has been briefed ahead of time. It is thought that a change of government is unlikely to change the inspection regime (ahead of our inspection).

The Finance and General Purposes committee papers are due out next week. The bottom-line figures in the 2024/25 budget show a £200K surplus. A 2% pay increase is difficult to achieve without making savings on non-pay. There is an expectation that CWA will deliver growth on 16-18 student numbers however in-year growth income has not been allocated in the budget as this is not guaranteed.

The college has not engaged in union negotiations around staff pay. The AoC consultation with college's suggests that a reasonable increase would be between 1½ to 2% but they will not at this time make a recommended rate on pay. An assumption of 2% has been built into the college budget but the Principal/CEO is mindful not to negotiate with unions on pay at this time. The Finance and General Purposes committee will scrutinise the budget at the meeting to be held on 19 June 2024 and approval from the Corporation will be considered at the meeting to be held on 3 July 2024.

Attendance at maths and English GCSE exams has been broadly positive particularly on the first maths paper at 93%. Although maths and English attendance leading into this phase has been concerningly low, but this has been converted into decent exam attendance.

Retention has dipped since the last report to governors, and this sits at just over 87% which is only marginally up on the year before and given where this was tracking, this is a disappointment.

CWA has 32 students registered for WorldSkills and 22 have qualified to compete in national qualifiers. There are new entries in catering and CWA is hosting three WorldSkills national qualifying events, one in Welding held yesterday, one last week in hairdressing and one in electrical installation next week. CWA welding apprentices came first and second at the welding national qualifiers.

*Confidential item under Instrument 17(2) of the Instrument and Articles of Government*  
This item was deemed confidential

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An external project manager has been appointed to lead the implementation of a new Finance System. A meeting will be convened for the governors' Task and Finish group to meet.

HoG

The Anglian Water contract is yet to be signed for the funding for the Green Skills Centre at Wisbech. Negotiations continue as they and their partners remain positive and committed to the project. A Business in the Community Event will be held in July where they will make a positive and public announcement of their commitment to the project and collaboration with the college.

Conversations continue with KLWN Borough Council about the funding bid for the second storey for the School of Nursing. Due to the election the outcome of the bid is still unknown.

## **6 Membership Review**

### **1. Resignations**

The resignation from Mark Eastwood, co-opted member of the Audit committee has been received. His departure leaves a vacancy on the Audit committee.

### **2. Reappointments**

As reported previously there are no governor terms of office due to expire in this academic year. The next term of office to consider for reappointment is Donna Woodruff, Staff governor,

whose first term of office is due to complete on 14 October 2024. Donna has expressed an interest to stand for a second term of office.

The external governance reviewer commented in the report that the committee should consider giving shorter terms for staff governors or other mechanisms for re-endorsement by the staff body to widen opportunities for participation. The Head of Governance asked fellow colleagues at the recent AoC Governance Professionals Network meeting for their approaches to staff governor reappointments for second terms of office and this revealed that there is not a consistent approach.

The terms of reference for this committee state that it shall make recommendations to the Corporation on the appointment of members (other than staff or student members). Governors considered offering two terms of two years as two terms of four years puts quite a claim on staff places on the Board. Another option would be for future staff appointments when the first term comes to an end, all staff would be invited to put themselves forward, including the staff governor who would be eligible to stand again.

It was agreed that changing the process now as Donna approaches the reappointment to stand for a second term of office would not be appropriate but for future staff governor appointments this should be adopted. It was agreed that a staff governor would be eligible to stand for two terms (of four years) but at the four year point the staff governor is invited to stand again but is opened up to all staff. This will be reflected in the action plan of the external governance review.

HoG

### 3. Vacancies and Committee Structure

The current target composition of 20 governors has been achieved. Gemma Standen will take the EDI and HE governor link roles. Joe Yexley will join the membership of the Finance and General Purposes committee. Russel Liddington will join the membership of the (to be established) Property Steering Group, and the membership of the Audit committee.

Governors discussed the value and contributions of co-opted members acknowledging that their expert knowledge, experience and advice works particularly well on the Audit committee but not as much on Finance and General Purposes. The Head of Governance had arranged site visits at Wisbech and Milton campuses for co-opted member, Malcolm Pearson, who sits on F&GP, and these have been particularly beneficial and helpful to contextualise discussion at committee meetings. It was agreed that site tours would be offered to new governors as part of the induction process.

HoG

### 7 Review of Committee's Performance, Terms of Reference, and Annual Business Agenda

The committee considered the prepared review and concluded that it provides a fair and accurate summary of the committee's performance during the year. Governors commented how useful and valuable they felt that these meetings are, particularly the strategic update from the Principal/CEO, which was suggested should be reflected in the assessment.

HoG

The Terms of Reference were considered, and it was concluded that these remain fit for purpose. The committee **agreed** the terms of reference.

Similarly, the annual business cycle was considered, and it was agreed that the business items covered in the year would enable the committee to fulfil its responsibilities.

### 8 Review Committee Members and Chairs for 2024/25

The committee reviewed the membership of the committees and its Chairs for the 2024/25 academic year.

It was noted that Vice Chair roles are elected annually by the relevant committee. Further to review and discussion the committee resolved to recommend the committee membership and its Chairs for the next academic year to the corporation at the meeting to be held on 3 July 2024.

Chair

**9 External Governance Review and Action Plan**

The committee is required to present the final external governance review report to the Corporation. The Corporation is responsible for implementing the recommendations through an action plan with a clear timetable and reviewing the plan regularly. The committee under delegated power from the Corporation will conduct this work as part of its terms of reference.

The Corporation is required to report when the external review has been carried out, and by whom in the annual report and financial statements. It is also recommended that an overview of the review is available on the college website which should include a summary of the review outcomes, highlights from the action plan and updates following the annual governance self-assessment each year.

The Head of Governance has collated the headline strengths, areas for development and other recommendations/suggestions from the report into an action plan. There were a few duplicate development areas (highlighted grey) in the action plan that, with the agreement of the committee, could be removed. In addition, it was agreed that action 1.8 regarding the purpose of the subsidiary companies could also be removed as this is already an action that the Finance and General Purposes committee are tracking/monitoring.

HoG

Governors asked that target dates are reviewed, particularly where the completion date is set at July 2027. If the action is to be taken seriously then the plan should be achieved by July 2025, a year from now.

HoG

The Principal/CEO commented that one area duplicated in the report and areas for development is the perception of how the strategic targets are defined and how these flow through to senior post holder appraisal targets which are one and the same thing. He proposed that the Board discusses this at the Strategic Planning morning on 24 June 2024 where governors are to consider the 2024-2027 strategic plan. An amendment can then be made, if agreed, to the action plan before sharing with the corporation the following week.

HoG

The committee accepted the statement for the website as detailed in the report and will propose this is adopted by the Corporation at the meeting to be held on 3 July 2024. The Corporation will be informed that the committee will monitor progress and keep the action plan under review at each meeting in the year.

Chair

**10 New Governance Self-Assessment Proposal  
Corporation Annual Self-Assessment Matrix**

Back in October last year, the committee agreed that the annual survey/assessment was tired, overused and no longer a meaningful measure. The survey had been used as a vehicle to evidence that an annual assessment/review of governance had been completed in the year and there was concern from the committee that the volume of the questionnaire produced quantity and not quality.

The Head of Governance has shaped a new process of annual assessment around the revised Code of Good Governance (2023) in the form of a matrix covering the 6 principles of the code against a judgement score from 1 to 5. The score is used to assess the level of progress against the six principles; 1 being fundamental, 2 is proficient, 3 developing, 4 strengthening, and 5 excelling.

Each governor will provide a judgement score against each principle of the code. The scores are then collated by the Head of Governance who then writes the Governance Self-Assessment Review (GSAR) for the committee to consider at its October meeting each year (reflecting on the academic year just passed). The template for the GSAR mirrors the format of the college's self-assessment review, the SAR. It is proposed that the collective results inform the creation/link to a governance improvement plan.

Governors asked how it was envisaged that the assessment would be completed, i.e. in what format. It was agreed that there should be the option for governors to select the score (judgement) and add commentary to explain why, to justify why they thought that governance was proficient because, or governance is not yet developing because.

There was also concern that if completed individually there would be differences in approach, some just blanket scoring and others considering and responding in detail. A collective discussion approach would be better than an isolated activity so it was proposed that a discussion perhaps at committee level or wider of the assessment outcome would be beneficial.

The Principal/CEO commented that the matrix had been deliberately designed not to reflect the Ofsted grading, but the college SAR is all about translating performance against the Ofsted profiles so how would the matrix translate into good/outstanding governance under Leadership and Management. The Head of Governance will give this further thought with the support/advice of the Deputy CEO/Vice Principal Curriculum and Quality and will bring this back to the committee for consideration.

HoG

It was noted that the next annual assessment by the board would be for the 2024/25 academic year as this years' assessment has been completed by the external governance review conducted by the AoC. The matrix therefore will be released in the summer of 2025 so there is time to develop and improve this new approach.

## 11 **Governor Annual Review Proposal**

The completion of the self-assessment questionnaire each year had raised a question for the committee around introducing governor annual appraisals. The lengthy questionnaire, described by the committee, was a blunt tool so the Head of Governance was tasked to look at developing and introducing an annual governor review process.

Keen not to introduce a formal appraisal process the Head of Governance proposed an informal 'check in' would be held with the Chair with each governor at the end of the academic year to reflect back on the role, contributions, and expectations. These 'check in' meetings would be by phone or via TEAMS.

A 'check out' the Chair questionnaire would be issued to all governors to provide valuable 360° feedback of the Chair's performance in the year which together with the 'check in' discussions would provide a rich overview of CWA governance that would support the content/outcome of the annual GSAR.

The committee liked the 'check in' and 'check out' processes but would like to include some external facing questions for the 'check out' of the Chair. In addition, governors would like to see the outcome of the 'check out' reported as a thematic review which the HoG would collate. Some simple questions like, what does the Chair do well, where do you think the Chair could have more impact, what are the things that you would like to see the Chair focus on with a free text box to comment. It was agreed therefore that a scale of strongly agree to strongly disagree would be removed but replaced with a space for commentary. The HoG will circulate the amended 'check out' to the committee via email for agreement so that this can be released with the 'check in' for completion over the summer period, reflecting on the 2023/24 academic year.

HoG

## 12 **Any other business**

It was noted that Hein van den Wildenberg will relinquish his governor links with Business Studies, Travel, Hospitality, Finance, and MIS/CIS as he will be involved in the reinstated Property Steering Group, and the new Finance System Task and Finish Group.

The Chair confirmed that he, the Chair of Governors, and Ray Harding met with both the Principal/CEO and the Deputy CEO/Vice Principal Curriculum and Quality on 22 May 2024 to conduct an informal review post the Principal/CEO reducing his hours to three days a week with effect from 1 September 2023. The arrangements are working well for both senior post holders and the panel of governors were satisfied with the positive review. They will conduct a further review in six months' time.

## 13 **Chair's items for briefing to Corporation**

- Proposal to adopt the Code of Good Governance with self-assessment
- Mark Eastwood, co-opted governor on Audit Committee has resigned

- All committee terms of office are to be approved by the Board
- The Board is to approve the Committee Chairs for 2024/25
- The Board is to approve the External Governance Review report, action plan and statement for the college website
- The committee continues to develop a new self-assessment process which will be released next year to review the 2024/25 academic year
- A governor 'check in' with the Chair will be launched over the summer. Governors will be invited to discuss their role with the Chair. A governors' 'check out' the Chair questionnaire will also be circulated for governors to complete over the summer.

**14 Date and time of next meeting**

Wednesday, 9 October 2024 at 12.00pm

Meeting ended at 10.05am