

**College of West Anglia
Minutes of
The Search and Governance Committee
5 October 2022
12.15 pm
Meeting Room, Principal's Suite, King's Lynn Campus**

Present	Gill Rejzl	Governor (Chair)
	Chris Ashman	Governor
	Dave Clark	Governor
	Ray Harding	Governor
	David Pomfret	Governor (Principal)
Attending	Stephen Halls	Clerk to the Corporation

1 Apologies

Apologies for absence were received from Gary Webb.

2 Declaration of Interests

There were no declarations of interest.

3 Minutes of the previous meeting – 11 May 2022

The minutes of the meeting held on 11 May 2022 were reviewed and agreed as being an accurate record.

4 Matters Arising

The progress against the outstanding matters from previous meetings was summarised in the report for Item 4. The Chair asked for all completed items to be removed from the Matters Arising listing. **ACTION-CLERK**

Item 6, 11/5/22, regarding the framework for seeking new governors, the Clerk explained that there had been no progress as yet in reviewing the procedures; this would be carried over for the new Head of Governance to progress, once appointed.

5 Board Structure

- i. Applications to join the Board – *this item was deemed 'Confidential.'*
- ii. Vacancies – the Chair thanked the Clerk for his work overseeing the succession planning for the Board. The Clerk reported that the student body was in the process of recruiting 2 student governors for the 2022/23 academic year although this would not be finalised in time for the next Board meeting on 12 October 2022. The Clerk considered that the next priority for Board recruitment was to identify an individual with good HE knowledge and experience, to serve on the Performance Review & Quality Committee and to fill the vacancy caused by Roderick Watkins who had stepped down from the Board in July 2022.

- iii. Committee Chairs – The Chair thanked Chris Ashman for agreeing to take on the role of chair of the Chairs' Meeting Group. This appointment would be ratified by the Board at its next meeting on 12 October 2022.
- iv. Link Governors – The Clerk noted the current vacancy of link governor for Equality Diversity & Inclusion and advised that he had asked Kay Driver to consider this role; the Clerk had arranged for Kay Driver to discuss this opportunity with Clare Pelling, Learning Experience Manager.

The role of link governor for Business Studies would become vacant when Gary Webb retired from the Board in October 2022; the Clerk advised that Hein van den Wildenberg had expressed an interest in taking on a link governor role and so would be asked in due course if he would be interested in becoming link governor for Business Studies.

ACTION-CLERK

The report was noted.

6 Register of Interests

The Clerk explained that the Register of Interests had been recently updated with the returns received from governors, senior managers and staff with significant financial and decision-making responsibilities. The register was a public document and could be requested to be seen at any time.

Governors asked if any returns remained outstanding following the update; the Clerk advised that the return from Laura Holland, Head of Faculty, English, Maths & ESOL would be completed when Laura returned from maternity leave at the end of October 2022.

ACTION-CLERK

The Chair noted the return for Sally Mitton, Governor, which included an interest with PwC; the Chair asked for this interest to be noted, particularly as the college would be retendering for its audit service (external and internal) in the current academic year.

The report was noted.

7 Equality & Diversity Review

The Clerk reported that the results from the EDI survey completed by governors in October 2021 had been updated to include the information from all new members of the Board since that time.

The statistics from the survey, representing all 17 of the current Board members, was summarised in Appendix 1.

The lack of diversity/ethnicity mix of Board members was a particular area to note. The Principal reminded the committee that the college had tried to address this issue when it engaged Peridot in a governor recruitment campaign in 2021 which included a focus on diversity. The campaign was successful in that 3 new governors were appointed to the Board; however, Peridot was not able to address the issue of diversity. Peridot had found that eastern Europeans, who made up much of the diverse mix of the local community, tended not to undertake voluntary work.

The Clerk advised that he had previously tried to recruit governors from the Queen Elizabeth Hospital where there was a large mix of employees from diverse ethnic backgrounds, but

without success. The Chair noted the need to identify target areas and potentially, specific individuals for future recruitment campaigns.

The report was noted.

8 Governor Attendance – Annual Review

The Committee reviewed the attendance statistics for all members and the summarised totals for each committee. The Clerk reported that in 2021/22 the overall attendance for governors was 86%, which had declined from the 94% seen in 2020/21. Board attendance for 2021/22 was 76%, and again this had declined from the 94% seen in 2020/21. The Clerk reminded the committee that attendance in 2020/21 had been exceptionally high as this was during the period of the Covid pandemic when most meetings were held remotely.

The Clerk noted the comparative statistics from the Clerks' network where average attendance was 82%.

The attendance levels of individual governors were reviewed in Appendix 1. The Chair would make contact with those governors whose attendance had declined in the year and would encourage them to attend future meetings. **ACTION-CHAIR**

The Chair noted the need for the Board to establish standing orders to manage poor attendance at meetings and considered that this would be an action for the new Head of Governance, once appointed. **ACTION-CLERK**

The committee discussed the possibility of allowing hybrid meetings to take place; the Clerk explained that this had been trialled on one occasion in the Meeting Room for an Audit Committee meeting; the technology for hybrid meetings was not currently available in the University Centre for Board meetings. Committee members discussed their own experiences of taking part in hybrid meetings, with mixed success.

The committee noted the attendance of the student governors at meetings. Due to the late election process, student governors tended to miss the first Board meeting of the academic year, and then also tended to miss the final meeting of the year due to examinations. The committee discussed the possibility of student governors being mentored by the staff governors, to support and encourage their attendance and engagement with the Board. The Principal would speak with the Staff Governors to consider this possibility. **ACTION-PRINCIPAL**

The report was noted.

9 Governance Survey – Summer 2022 - Review

The Clerk introduced the governance survey that was completed by members over the summer period. The Clerk explained that the same questionnaire had been used as in previous years which helped to identify the movements in responses received and to spot trends. The Clerk noted that the AoC had produced a new sample questionnaire this year for colleges to adapt to their own use and suggested that the new questionnaire was used as the basis for the next survey in 2023; the committee agreed that a change in the style and format of questions would be refreshing and could be beneficial in gaining additional feedback from members. Governors suggested that new governors be supported when completing the survey to ensure they fully understood what was being asked in each question. The Chair suggested that for next time the Clerk could also consider peer reviews or a mock governance review. **ACTION-CLERK**

The committee reviewed the results from the recent governance survey. The Clerk reported that, overall, the perception by governors on the standard of governance had improved in

2022; further, the majority of governors now considered their overall assessment of governance arrangements to be 'outstanding.'

Governors discussed question 4.8 regarding the impact that governors' decisions had on learners' performance; governors considered that it was sometimes difficult to identify specific decisions made by committees or the Board, which then impacted directly on an individual learner's performance.

The report was noted.

10 Individual Governor Self-Assessment – Summer 2022 - Review

The Committee reviewed the results from the recent individual governor self-assessment survey. The Clerk noted that for a number of the questions asked in the survey the response had moved from "Agree Generally" to "Agree Completely" when compared to the previous year. It was considered that the responses reflected the confidence and ability of the Board.

The Chair noted that under question 16 regarding training requirements one governor had noted a request for Prevent training. The Clerk said that he would look for this topic to be covered as a briefing item to the Board at a future meeting. **ACTION-CLERK**

The Chair commented on the request from one governor in the survey for one-to-one reviews between the Chair and individual governors. The Chair considered that she should make herself available to Board members to provide support and direction where necessary; further, appraisals would help in the formation of succession plans for the future. Governors' appraisals would be considered by the Chair and Clerk in due course. **ACTION-CHAIR/CLERK**

The report was noted.

11 Committee Performance Reviews 2021/22

The Clerk advised that the performance reviews from each committee had been presented for review, to aid in the discussions of the overall governance self-assessment summary, at Item 12 on the agenda.

Governors noted the reports, which had been reviewed and agreed by each individual committee for the 2021/22 year. Governors commented that it was essential that each committee had reviewed its activities and performance against its own respective terms of reference to ensure all necessary business had been covered by the committee during the year.

The Committee Performance Reviews for 2021/22 were noted.

12 Governance Self-Assessment Summary – Summer 2022

The Clerk explained that it was a requirement for the Board to self-assess its performance during the year, and to report on this within the statutory accounts. The Clerk's report provided a summary of all self-assessment data reviewed during the year, which included the recent survey results completed by governors over the summer period. The Clerk advised that this report would be reviewed by the Board at its next meeting on 12 October 2022.

The summarised notes from the individual surveys and reports reviewed indicated that governance at the college was Good and Strong; there were no major concerns regarding the governance function at this time.

The Committee agreed with the conclusion of the report and would recommend its approval by the Board.

13 Governance – External Review

The Clerk introduced the external review process, the brief guidance notes provided by the Department for Education, feedback from the clerks' network and an example brochure from the AoC advertising its services for providing the review for the college.

The Chair considered that the findings of any governance review would be difficult to benchmark with other colleges due to the fact that the scope for each review would be different, as set by each board.

The Clerk reported that he had attended an on-line webinar the previous afternoon (4 October 2022) led by the Education & Training Foundation regarding external board reviews. The Clerk noted that colleges were concerned about the cost of the reviews; how best to scope the review; the time involved for the governance professional and the timing of the review during the academic year. Noting the last comment, the Clerk reminded the committee that, for CWA, the review would be carried out in the 2023/24 academic year, however, the scoping of the review and engagement of reviewer should be undertaken in the spring term 2023 and suggested that the review be carried out in the spring term 2024, this being a quieter time for governors and less busy than the autumn term.

Governors noted their concern that a new Head of Governance would be in post from January 2023 and that their lack of specific CWA governance knowledge could have a negative impact on the external review if carried out too early.

Governors considered that an early, internal review could be beneficial using the scope used by Ofsted inspectors.

The Chair asked for the terms of reference for this committee to be updated to include a responsibility for monitoring the actions identified from external governance reviews. The Clerk would raise this at the next Board meeting, 12 October 2022, when the Governance & Financial Management Regulations would be reviewed. **ACTION-CLERK**

The report was noted.

14 Head of Governance - Update

The Clerk reported that the interviews for the Head of Governance position would be held the following day (6 October 2022) with 2 candidates attending. The interview day would include a tour of the campus, presentation, formal interview, workplace assessment (3 tasks) and lunch with the senior management team. With the expectation that the interview panel comprising the Chair, Principal and Scott Leadley, Head of Faculty & Staff Governor would be able to appoint to this position, the appointment would be ratified by the Board at its meeting on 12 October 2022.

The report and update were noted.

15 Any Other Business

There were no items of other business.

16 Chair's items for briefing to Corporation

- The Chair would highlight the annual attendance summary and encourage high attendance of members.

- The two other items for the Board to note, these being the self-assessment summary and the appointment of Head of Governance, had already been included as agenda items for the Board meeting on 12 October 2022.

17 Date and time of next meeting

Wednesday, 1 February 2023, at 8.30 am.

The meeting closed at 1.23 pm