

## SEARCH & GOVERNANCE COMMITTEE

### Minutes of the Meeting held on Monday 4<sup>th</sup> June 2018 at 5.30pm at the Paddington Green Campus

#### Present

Alexandra Fyfe (Chair of the Committee)  
Tony Johnston (Chair of the Corporation)  
Brenda Goring Moore (Governor)  
Keith Cowell (CEO)

Natalie Watt, Interim Clerk to the Corporation (Temp)

#### Action

1. **Attendance and Apologies for Absence**

Apologies were received from Judith Williams.  
The meeting was declared to be quorate.

2. **Declarations of Interest**

Governors present declared their individual interest on the items relating to any discussions pertaining to terms of office and election to the roles of Chair and Vice Chair.

3. **Health and Safety Announcements**

The Chair provided a briefing on the Health and Safety arrangements for the meeting.

4. **Minutes of the following meetings**

a) **Meeting held on 8 November 2017.**

- The Chair of the Committee advised Governors that she was in the process of checking notes etc. and that the outline minutes would be circulated outside of the meeting for additional comments.
- It was noted that full detailed minutes were not available due to the absence of the permanent Clerk.
- It was agreed that the minutes would be further reviewed by the Committee Chair and a special meeting of the Search and Governance Committee would be called. It was proposed that this would take place just prior to the Special Corporation meeting on the 27<sup>th</sup> June 2018 at 5.30pm, to review and approve the minutes for November 2017. Agreed.

b) **Meeting held on 28 February 2018.**

- The minutes of the meeting were approved as a true and fair record of the meeting and signed by the Chair of the Committee.

5. **Update Report on Governance.**

**The report was presented by the Interim Clerk to the Corporation. The update on all items was RECEIVED. Key points and actions are identified below:**

- **Appointment and RE-Appointments** – Governors discussed the current terms of office of existing Governors. It was noted that each Governor that had participated in the exercise had been asked to feed

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back on their willingness to continue to serve as part of the recent external skills analysis and it was further noted that all but one had indicated that they would be willing to consider a further term of office. Another governor had already notified the Corporation earlier in the year of their intention not to continue in office in 18/19.

- During discussion Governors noted that views regarding the re setting of terms of office varied within the Board. Governors debated the merits of re setting the terms of office against the need to ensure a healthy turnover of Governors.
- Governors discussed the requirements of the Code of Good Governance and it was agreed that exceptional circumstances prevailed, in light of the long term absence of the Clerk to the Corporation and the need for the Board to receive support through the process of reappointments.
- It was agreed that in the current situation all those willing to stand again would be appointed for a further 12 month period.
- It was further agreed that active recruitment would take place and that an active succession plan would be developed which would include proposals on staggered terms of office.
- In order to facilitate this and address the needs of the Board post-merger, it was agreed that the Chair (whoever was due to be elected at the July Corporation meeting) would be asked to contact Governors individually during the course of the summer.
- Governors noted that in light of a lack of a clear recommendation from the external review, that efforts would be focused on recruitment. It was recognized that there was a need to ensure that there was succession planning in place to accommodate those who would resign from the Board, potentially during the next 12 months, as well as to fill known vacancies.
- **Advise on Membership** – It was noted that there was a current vacancy for a staff Governor.
- Detailed discussion took place on how this matter should be progressed and what if any changes needed to be made to the appointment of Staff Governors on the Board.
- The CEO also noted the recent announcements on restructurings could impact on eligibility.
- Governors recognized and agreed on the need for representation of both Colleges particularly due to the newness of the merger.
- Following consideration of a range of options it was agreed that the term of office for staff Governors would be amended to two years.
- Staff Governors would be sought from each of the two colleges that comprise UCG but the electorate would not be split between academic and non-academic staff at the current time. The criteria for Staff Governor could be reviewed again in advance of reappointment in two years, when the merger would be more established.
- The Interim Clerk informed Members that this would require a rewrite of the Instrument and Articles of Government, Standing Orders and supporting election material.
- It was agreed that the Clerk would progress this matter and if possible bring the matter to the July Corporation for further consideration.
- The Interim Clerk informed Members that if the amendments were approved the proposal would be to run the election during the first part of the Autumn Term. Agreed.
- Student Governors – The Committee discussed the challenges and concerns around Student Governor engagement, noting that attendance at Governing Body meetings in year had been poor.

**Chair of the Corporation**

**Clerk to the Corporation**

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- The Interim Clerk discussed how Student Governors could be supported. It was noted that this had been an exception year due to the absence of the permanent Clerk. **Principals  
CNWL &  
CWC**
- The CEO confirmed that the appointment came via the Student Council. The discussion developed further and the Committee discussed the importance of the Learner Voice.
- It was agreed that a further piece of work was needed to ensure that this was properly reported to the Corporation.
- It was agreed that the Learner Voice, Student Council and the election of Student Governors would be reviewed by the respective Principal's across both Colleges during the Autumn Term. It was further agreed that this item would be added to the Autumn Term agenda of the Search and Governance Committee. **Clerk to the  
Corporation**
- Members Attention was drawn to the requirement for a Chairs appraisal. It was noted that this had not been undertaken due to the pressure of business during the first year of merger.
- Following discussion it was agreed that this would be retained. It was further agreed that this would be drawn to the attention of whoever as elected as Chair in July.
- It was proposed that the Chairs appraisal be included in the work plan for the Committee for the Spring Term 2019. Agreed.
- **Self-Evaluation** – Members of the Committee updated the Interim Clerk on the process undertaken the previous year.
- Following discussion it was agreed that this process would be used again for the self-assessment process for 2017/18. **CEO &  
Clerk**
- It was agreed that the Interim Clerk to the Corporation would issue self-evaluation questionnaires to all serving Board members over the summer.
- **Risk Register** – The Interim Clerk informed the Committee that she had undertaken an initial review with the Executive Director of Finance. **CEO**
- Following discussion of the process it was agreed that the CEO and the Interim Clerk would meet and review the actions arising.
- Governors discussed the content of the risk register and it was agreed that any mitigating actions needed to be meaningful and have impact.
- Governors noted that whilst the comments on merger were out of date there still continued to be ongoing discussions regarding possible future collaborations. The CEO agreed to review the language used to ensure it appropriately reflected the current position and discussions.
- It was agreed that the revised risk register would be submitted for consideration in the Autumn Term. Noted.
- Governors noted that the register required updating in light of the developing property strategy – Agreed.
- The Interim Clerk to the Corporation informed the Committee that the Chair of the Committee was undertaking a review of the Audit recommendations implementation report to ensure that the information provided was up to date post-merger. Noted. **Chair of the  
Committee  
& Clerk**
- Governors noted that the Governance section of the website needed reviewing and updating post-merger. It was agreed that Membership would be immediately adjusted to reflect the current status.
- The Interim Clerk confirmed that she was working towards releasing all approved minutes once the records had been signed off for the preceding terms noted.
- The Interim Clerk informed the Committee that the email contact on the website had been adjusted to ensure that any contact was now directed to her current email address. Noted. **Clerk**

- The Committee considered and discussed the report in detail and identified the above actions for the Interim Clerk to the Corporation.

The Committee **RESOLVED** to advise the Audit Committee that it had considered and discussed the Governance Risk Register and that it was being reviewed further in light of live discussions.

## 6. GDPR for Governors

- The report was presented by the Interim Clerk to the Corporation. Governors noted that they had received a presentation on the organisations responsibilities under the new GDPR legislation.
- The Interim Clerk confirmed that she has sought advice from Colleagues who were also proposing the attached documents to newly merged boards.
- The Interim Clerk confirmed that the policy was currently submitted for approval but that there was an intention to develop specific forms to underpin the policy and ensure it was complied with. It was agreed that e forms could be developed separately and that they would be issued for completion with the annual cycle of return such as the register of interests. Agreed.
- Discussion took place on the objections raised with regard to personal information requested by HEFCE. The CEO advised the Committee that the application had been rejected.
- The CEO agreed to seek advice from the Principals network on what challenges had been made about the requirement of personal information.
- It was agreed that the College data protection and GDPR officer would seek confirmation from the office of students on why and how the personal information provided would be used.
- The Interim Clerk informed the Committee that she had been asked to make some changes to the original document.
- Following discussion the following changes were agreed:
  - Document to be called Privacy Notice Corporation
  - CNWL and CWC separate registration numbers to be referenced until a UCG one had been issued.
  - DPO contact details to be added
  - P4 replace personal with contactable for email and phone details.

**Clerk**

**CEO**

**GDPR  
Officer**

The Committee **RESOLVED** to **APPROVE** the GDPR policy (Private Notice Corporation) for recommendation to the Corporation subject to the changes identified above.

## 7. Skills Review

- The report was received by the Committee. The Chair of the Committee confirmed it had previously been circulated to the Vice Chairs and the Chair of the Corporation. Governors noted that there were some factual inaccuracies contained within the document. Following a brief discussion of the content it was agreed that the skills needs previously identified were still valid.
- The Committee also requested that during the course of the one to one discussions proposed for the Chair (once elected) should also provide individual Governors with an opportunity to address any issues or suggestions that could help inform further development of a merged Board culture and approach.
- It was anticipated that this information could also be used to triangulate a robust and tailored Governors training and development programme

**Chair of the  
Corporation**

for 2018/19.

- It was agreed that the report would be made available in its entirety to Governors on request.

The Committee **RESOLVED** to **RECEIVE** the skills report.

## 8. **Recruitment**

- The CEO informed the Committee that he had met with a Senior Officer from Brent who had expressed an interest in serving on the Board.
- The Clerk raised the issue of potential conflict of interest. Noted.
- The Clerk also informed the Committee of the importance of ensuring that all those seeking role with the Board had a degree of autonomy over their workload and availability to ensure that they could properly support the work of the Board. It was agreed that this was one of the questions that could be asked at Interview.
- The Chair of the Corporation informed the Committee that a local Cllr had expressed an interest in serving on the Board, noted that this could be a good option for replacing an existing Cllr who was stepping down from July 2018.
- The Committee were also informed that a contact had been made with a construction firm which also had a significant presence in the local community.
- Following discussion, it was agreed that all 3 expressions of interest would be confirmed to the Clerk ASAP.
- It was further agreed that where possible interviews would be held prior to the next Corporation meeting. It was agreed that a minimum of 3 Governors would form an appropriate interview panel.
- The Committee discussed potential conflicts of interest on behalf of certain candidates and how these could be managed by the Board.
- The Chair of the Committee agreed to give consideration to appropriate questions to ask of the interviewees and all Members of the Committee were invited to contribute
- It was agreed that the panel would meet ½ hr in advance of the interviews to agree the schedule of questions.

**Governors**

**Chair of the  
Committee**

The Committee **RESOLVED** to progress prospective Governors to Interview stage as soon as possible.

## 9. **Date of Next Meeting**

- **The date of the next meeting was proposed as 5.30pm Wednesday 27<sup>th</sup> June 2018 at CNWL.**

## 10. **Any other urgent business**

- DBS update** – The Clerk confirmed that she was following up on outstanding prices of evidence. Two Governors details were being provided that week. It was anticipated that all would have clearance in place by the end of the academic year.
- College Senior Team – Part Two Confidential Minute.**
- Chair of TLS and Skills Gap** - The Committee recognized the need to fill the skills gap left by the outgoing Chair of the TLS Committee. It was agreed that memberships would be reviewed at the start of the next academic year following confirmation of any new appointments.
- Terms of Office and Appointments** - Noting that no formal recommendation

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regarding staggered terms of office had arisen from the consultancy work completed it was agreed that the Chair of the Corporation and the Chair of the Search and Governance Committee would recommend reappointments in July for the following year whilst this piece of work was completed.

### 11. **Issues of Confidentiality**

- The Chair of the Committee confirmed that the minutes of this meeting should be classified as confidential.