Governance and Remuneration Committee

Tue 23 January 2024, 18:30 - 20:30

Attendees

Board members

Kwame Amoako-Atta (Member), Andy Boucher (Member and Chair of Corporation), Rosali Pretorius (Member (joined at 6.40pm)), Kay Sandford-Beal (Director of Governance), Pat Morton (Member), Maurine Lewin (Member and Committee Chair)

Absent: Usha Puri-Dewage (Member)

Meeting minutes

1. Welcome, apologies for absence and quoracy

Information

Maurine Lewin

To welcome all members, including new Governors, record apologies and ensure that the meeting is quorate.

The Chair welcomed all members to the meeting, in particular Pat Morton (PM), who had joined as new Board and committee member in December 23. Usha Puri-Dewage (UPD) was absent and apologies had not been received.

1.1. Confidentiality Statement

Information

Maurine Lewin

All matters discussed during this meeting are confidential until the minutes are approved. Any items recorded in Confidential Part II minutes remain confidential after the Part II minutes have been approved.

Members were asked to note the Confidentiality Statement.

2. Declarations of interest

Information

Maurine Lewin

To declare and record any declarations of interest against any item on this agenda.

Governors were asked to declare any conflicts of interest against any item on the agenda. No declarations were received.

3. Minutes of the previous meeting on the 3rd October 2023

Decision

Maurine Lewin

To approve the minutes of the previous meeting on the 3rd October 2023 as a true record.

DECISION: The minutes of the previous meeting were approved as a true record.

📄 3. Minutes_Governance and Remuneration Committee_031023 (3).pdf

4. Matters arising from the minutes of the meeting on the 3rd October 2023

Discussion

Maurine Lewin

To review the updated action log and discuss any items not covered elsewhere on the agenda.

The updated action log was reviewed and discussed by Governors.

It was noted that the Parent Governor recruitment process had been implemented but had been unsuccessful following 2 attempts.

ACTION: KS to progress with the Principal to look at a different approach to recruitment

The Corporation Chair shared that a formal process was required to attract a Vice Chair to the Corporation.

There had been informal conversations to gauge interest to date.

ACTION: KS to create communication with governors in line with process outlined in the Bye-laws and share with Governors

KS updated members on the progress made in the recruitment process for Student Governors, which once complete, would be fully documented through a policy and process document. Interviews with Student Governor candidates were scheduled for Wednesday 31st January.

ACTION: KS to document process and share at next G & R Committee meeting

The Corporation Chair was in the process of fixing a date with the Principal for an informal appraisal this term. Objectives had not been set in previous years.   For the future, objectives would be agreed between Chair and Principal against the new Strategic Plan to ensure that an appropriate appraisal process was implemented in 2024/2025.

Governors reported thanks to KS for sharing all appropriate training opportunities, but requested that future opportunities be filed and stored on Admin Control for ease of reference.

ACTION: KS to upload training opportunities to AdminControl

It was noted that a programme of Governor visits and events had been scheduled by KS for the coming term.

📄 4. Action log G & R 031023 2 Updated.pdf

5. Review of Governance Action Plan

Discussion

Maurine Lewin And Kay Sandford-Beal

To monitor progress made and required following the External Governance Review

The updated Governance Action Plan had been shared with Governors in advance of the meeting, highlighting areas of completion and progress against recommendations following the External Governance Review.   The Committee Chair thanked the Director of Governance on progress made to date and invited questions and comments.

KS asked members if they had received any EDI training in the past through the college.   Members discussed that some had received training through their workplace but not through the College.

ACTION: KS to facilitate through HR and Tes Develop

A Governor asked how to communicate with other members of the Corporation.   The Director of Governance informed members that GDPR consent forms had been signed by all Governors which meant that all governors had access to each others' contact details via Admin Control and by selecting email addresses used in group emails.

The Corporation Chair shared with members, that each term would have specific governance objectives and these would be monitored through a performance dashboard.

📄 5. DRAFT Monoux Governance Action Plan V2.pdf

5.1. Scheme of Delegation

Decision

Maurine Lewin

Governors to review and if appropriate, approve the newly created Scheme of Delegation for recommendation to the Corporation.

Governors had reviewed the draft Scheme of Delegation. The college had not previously created or used such a document, which is a standard document for the use by Governing Bodies, to establish levels of responsibility and authority, holding terms of reference in one place. This was a further recommendation resulting from the External Governance Review. Governors fed back their initial thoughts and commended the first document draft and asked that detailed feedback and comments be requested from each member of the committee and other Committee chairs.

A Governor queried why the scheme of delegation listed limits to the number of members within certain committees. KS clarified that the membership clauses reflected the current terms of reference for each committee and could be reviewed and amended by Committees annually.

ACTION: KS to distribute document to G & R members and Committee Chairs for comments and suggested amendments in order to collate a 2nd draft for approval.

⊞ 5.1 DRAFT SCHEME OF DELEGATION - Jan 24.pdf

5.1.1. Draft annual cycle of business

Information

Kay Sandford-Beal

To update Governors on progress made on this recommendation to support future planning.

KS had created a sample Cycle of Business - a further External Governance Review recommendation. This was a working document, updated this year as progress was made through the annual governance cycle. Once complete by the end of the academic year, this would prove a useful document for reference by all Governors, to aid Committee chairs with agenda setting and provide reassurance to all Corporation members that all areas of college activity are discussed and where appropriate, approved.

A Governor queried if the self-assessments activities referred to within the document were one and the same. KS clarified the need for the College Self Assessment Report to be approved by the Quality and Performance Committee and the requirement for the Governance and Remuneration Committee to self-assess their own performance in a year where an external governance review had not been completed. KS would continue to update the document as progress is made within the academic year and then share via AdminControl.

⊞ 5.1.1 SAMPLE Monoux CORPORATION CYCLE OF BUSINESS 2023 24.pdf

5.1.2. Draft governor journey

Information

Kay Sandford-Beal

To update Governors on progress made against this recommendation

KS presented a draft Governor Journey document in response to requests from Governors. Governors confirmed the usefulness of the document and suggested that it be shared for comment and feedback with all governors, particularly to those new to the Corporation, with a request for them to direct comments on their experience to KS.

ACTION: KS to share Governor Journey document with Governors and request feedback and identification of any gaps.

⊞ 5.1.2 DRAFT Governor Journey January 24.pdf

5.1.3.

6. AOC Code of Good Governance

Discussion

Kay Sandford-Beal

Members to consider the adoption of an alternative Governance Code by the Summer of 2024

Governors discussed the merits of the AOC code, in comparison with the Charities Code and the UK Corporate Governance Code (currently in use by the college). Governors agreed that on interrogation of the supporting paperwork, the AOC code looked the most appropriate to adopt. Governors agreed that KS should progress to assessing the reporting requirements if moving to the AOC code and report back to the committee at the next meeting.

ACTION: KS to assess reporting requirements of AOC code of good governance and present at April G & R.

ACTION: PM to discuss with colleagues in Sixth Form Colleges regarding their adoption of the code and feedback to KS.

⊞ 6. Summary Comparison of Codes Jan 24.pdf
⊞ 6. Comparison of Governance Codes Report]an 24.pdf
⊞ 6. Codes of Governance 12 23 Network Survey.pdf

7. Review of Corporation membership and Governor terms of office

Information

Kay Sandford-Beal

To review the current Corporation membership and to note the appointment of Nazerine Noorani as Staff Governor (Teaching) as elected by Monoux Teaching staff.

Governors reviewed the current Committee Structure as provided in the supporting paper.

The recruitment of Nazerine Noorani, as Staff Governor (Teaching) was noted. Nazerine had been successful in being elected by the college Teaching staff, through the process detailed in the Corporation Bye-laws.

The Corporation Chair highlighted a couple of changes, following a discussion with one of the new Governors, Phillipe Chaudhry (PC). PC was happy to sit on the Resources Committee but was not happy with his allocation to the Audit Committee. and had requested to join the External Relations Committee. This would result in an imbalance within the Committee memberships, leaving the Audit Committee with just 5 members. Governors discussed that this was a good opportunity to recruit a Co-opted Member, who had direct experience of working as an Auditor, to support the Audit Committee. See 7. 1 below.

KS shared that a date had been agreed for a Governors Development day in the Spring to be held on Saturday 20th April between 9.30am and 12.30pm.

ACTION: KS to email all Governors to save the date

⤓ 7. Committees and Chairing Jan 24.pdf

7.1. Co-opted Governor opportunities

Discussion

Maurine Lewin

To review areas of expertise required for Subcommittees

Further to the skills audit, gaps in expertise of auditing and property managment were identified. It was agreed that a proactive advert to recruit appropriate Co-opted members be drafted by KS for distribution and a proactive search.

ACTION: KS to draft and liaise with ML

⤓ 7.1 SGMC Corporation Skills Audit December 23.pdf

8. Meeting Schedule for 24-25

Discussion

Maurine Lewin

To propose a draft schedule of Corporation meetings for 24-25 for discussion

Members noted the draft meeting schedule for 2024-2025 and agreed for KS to work with the Principal to confirm the following year's meeting dates around the college term dates.

ACTION: KS to confirm meeting dates with Principal

⤓ 8. Corporation Meeting Schedule 2024-25 DRAFT 1.pdf

9. Date of next meeting

Information

Maurine Lewin

To confirm the next meeting of the Governance and Remuneration Committee as Tuesday 23rd April 2024 at 6.30pm over Teams.

The next meeting was confirmed as detailed

10. AOB

Information

Maurine Lewin

To discuss any urgent items of business not on the agenda.

There were no items of urgent business

11. The meeting closed at 7.30pm