

THE COLLEGE OF RICHARD COLLYER
MINUTES OF
THE NOMINATIONS COMMITTEE MEETING
HELD ON MONDAY 12th JULY 2021 at 16.03

Present: Ms Ann Donoghue, Mrs Barbara Hobday, Mr Graham Lawrence, Mr Dan Lodge, Dr David Skipp

Apologies received: N/A

In attendance: Ms Nicola Whitehead

In the Chair: Mrs Barbara Hobday *(NB references simply to 'Chair' throughout these minutes should be read as the Chair of the Committee.)*

The Chair thanked members for convening for an additional meeting to enable completion of discussions started at the 11th June meeting.

1. Declaration of interests

There were no declarations of interests.

2. Minutes of the meeting held on 11th June 2021.

3. Matters arising

The Clerk reported that:

Item 4ii and iii: Parent governor:

- i) With the GB Chair's agreement, the **new parent governor** would be coming to the forthcoming GB meeting at the start of which her appointment would be ratified. Introductions had been made with the outgoing parent governor for a handover. She was very happy with the proposed membership of **Q&C**;
- ii) The meeting with the **current parent governor** had identified significant consensus on the way forward with regard to the Parents' Forum, fund-raising and his work on business sponsorships. He was keen to continue to be involved with the College and **flexible** as to how he could best contribute whilst recognising his suitability for both **F&GP and Estates**. The further conversation with the F&GP chair had been offered;

Item 4iv: Clerk recruitment

Action was being taken forward in relation to a job description and person spec, advertisement and selection process in anticipation of the Clerk's retirement plans with the issue flagged with the Staff Development and Recruitment Manager. *Members requested that a timeline, possible budget requirement and any further planning be shared with the Committee via a Zoom meeting early in the autumn term. (Action: Clerk)*

Item 4v: VC role description.

A new role description had yet to be drafted but ideas were being collated. The existing Chair/ VC job description would provide a starting point, supplemented by any examples from other colleges. Existing frameworks - the scheme of delegation, committee structure, appraisal and triumvirate (Chair, Principal and Clerk) discussions provided a sound basis for leadership and governance. There was however scope to develop more informal support to the Chair taking account of individual skillsets and development needs. For example, additional research/ project work could usefully be undertaken in relation to refinement of the College's governing documents, reporting framework, Ofsted preparations, Clerk's recruitment and FE Skills White Paper whilst remaining

consultative and responsible to the Chair and whole Governing Body. Onboarding and mentoring new governors and co-optees might also be an area where the Vice Chair(s) could assist with effective governance and succession planning. In terms of substituting for the Chair in a more ambassadorial role, the key meetings were the new annual ESFA/FEC strategic meeting and the annual Chairs and Principals' meeting (if allowed). Further opportunities for VCs to be more closely involved included attendance at SFCA/ AoC conferences or representation on committees such as the SFCA Governance Policy Committee. *Members agreed that the initial work on a revised job description and project list should be taken forward by the Principal and Clerk consulting first with the Chair as the key stakeholder prior to further committee discussion in the early autumn. (Action: Principal and Clerk)*

4. Succession planning

Papers: Succession planning including updated skills audit, Committee membership and Chair/Deputies proposal 21-22

a) Governors and co-optees

In examining the refined proposal for **committee membership for 2021/22**, members noted:

- i) A Zoom meeting with a **nominee in the parent governor election**, had been most encouraging with agreement that his experience of risk management and audit would be an **asset to the Audit Committee** - and that there might be scope for further involvement;
- ii) A response was awaited from the **current F&GP co-optee** with regard to his **possible future role** in Collyer's governance. Members agreed that *the Clerk should explore further whether a move to the Q&C Committee where his HE experience might be of value and/ or a more informal role or in supporting strategic and/or operational planning might be of interest. (Action: Clerk) Post-script: Ad hoc informal discussions were confirmed to be his preference.*
- iii) The proposed **Q&C Chair and Deputy Chair** were content with taking on this responsibility;
- iv) The **Chair of the Audit Committee** understood the rationale for a one-year appointment as he entered his third term but was concerned there should be adequate succession planning of Audit Chair if he were to stand down from the role at the end of the year.

The Clerk invited comments on the proposals which sought to ensure appropriate skills and knowledge for committees and the Governing Body as a whole and to facilitate succession planning in the longer term. Best practice guidance on the length of appointments highlighted the benefit of recruiting co-optees to support training and development and sufficient governors able to take on additional responsibilities as they entered their second rather than, as had been more typically the case, third term.

The following observations were made:

- Members agreed the **need to quickly and effectively 'onboard' new governors and co-optees**;
- Members agreed with the goal of **forward thinking for two to three years** whilst ensuring a **diversity of governors**, some of whom may be happy in the governor role without further responsibility;
- **Some flexibility in full governor appointments was prudent but** experience of governor choice and the 8/9 year term guidance suggested that **new opportunities would arise** to accommodate recommended appointments;
- The **current parent governor's experience** of business and project management as well as community links, College lettings and interest in sustainability **made him an excellent choice for both F&GP and the ESC**. As an existing governor, members felt he should be given the option of retaining such a role if he wished. *(Action: Vice Chair to follow up Clerk's discussion to fully gauge his wishes.) Post-script: The F&GP and ESC co-optee roles were confirmed to be his preference;*
- It would be timely to consider the **current Audit Committee's co-optee** position in advance of the end of her first term in 2022 taking account of Audit Chair succession planning.

Recommendation: that the Governing Body, at their next meeting:

Appoint as co-optees, for a four year term from 1 August 2021:

- **Dominic Wakefield as a co-optee to both the F&GP Committee and the Estates Sub-Committee** (having taken account of his views- see post-script above)
- **Stephen Avery as a co-optee to the F&GP Committee;**
- **Dominic Valente as a co-optee to the Audit Committee;**

Approve the proposed committee membership and Deputies/ Chairs

b) Trustees

The Clerk explained the need to fill the current vacancy and review the forthcoming term ends of current trustees.

Starting first with **the trustee vacancy, members** noted that there was currently unusually low governor representation on the board with four independent trustees. The governing document specified that 'at least one and, if possible, two trustees be independent of the Governing Body'. Further **close understanding of the College's current priorities was therefore considered to be helpful**. Members considered the three or four possible candidates for the role, concluding that **Graham Lawrence was the most suitable nominee at the current time**, most particularly in terms of his understanding of the College's property needs (as had the former trustee and ESC Chair), but also of audit, risk, and charity law. The greater understanding of the College and Endowment's constitution which would be gained would also be of value to his new VC role (as recommended at the previous meeting). Members were grateful for his willingness to take on this extra activity.

Regarding the **Mercers' Company appointment**, the Clerk's office had asked for a steer on **the reappointment of Geoff Bowley** (including timeframe) for their next meeting in mid-September, prior to the end of his current appointment in October. The response given to-date had been positive with the support of the Chair of the Trustees. Geoff Bowley himself had expressed a willingness to continue but requested time to reflect on the period of the appointment. Members agreed his continuation would be of value given his knowledge of Collyer's and SFCs as a whole and particularly the current property discussions. It was agreed that *the Clerk discuss with him a three-year appointment – noting that this was not binding on his part - and subsequently give positive confirmation to the Mercers' Company.* **(Action: Clerk) Post-script: Three year appointment agreed.**

The **GB Chair's current term as a trustee** was also due to end 31 October and he had expressed a willingness to continue for a second four-year term. Members agreed this would provide valuable continuity of understanding of the College and Horsham community.

Recommendation: that the Governing Body approve at their next meeting the appointment of Mr Graham Lawrence as a trustee of the Collyer Endowment for a term of four years w.e.f. 1 August 2021.

Recommendation: that the Governing Body approve at their next meeting the reappointment of Dr David Skipp as a trustee of the Collyer Endowment for a term of four years w.e.f. 1 November 2021.

5. Governance Quality Improvement Plan (QIP) 2020/21 update

Paper: Governance Quality Improvement Plan 2020/21

The Clerk explained that there had been good progress in:

- i) Use of top sheets, agenda planning with scope still to work on meeting agendas, reporting and reduced GB paperwork – a theme in current risk register too;

- ii) Effective capital project management but with a) complex financials, not least owing to rising costs from market pressures and b) scope for greater clarity in e.g. ESC ToRs;
- iii) Training materials updates ready for new recruits subject only to agreements at the forthcoming governors' meeting. The latest Ofsted framework would be included in the early autumn meeting to fit with the 'state of the nation' brief. The latest KCSiE guidance had been shared with the safeguarding link governors;
- iv) Some concessions from DfE on IAS audit of governance self-assessment but SFCA usefully seeking to pull together a package on EQR lines to help with this.

6. Governance Risk registers

Paper: Governance Risk Register 2020/21 update and 21/22

The Clerk explained that, going forward, she had taken a fresh look at the governance risk register and sought to cross reference but avoid repetition with the Principal's Strategic Planning risks. On the detail:

- i) Audit Committee seeking to be more flexible in the assurance gained to ensure more specialist input;
- ii) Survey showed majority of governors favoured return to face to face meetings where possible but have built in some limited flexibility for Audit to reflect its membership's wishes;
- iii) FE Skills legislation following White Paper expected to go through Parliament Spring term 2022 bringing in new requirements on governance including increased emphasis on Clerk qualification.

8. Governance Document Review

Paper: Rules and Byelaws changes; Scheme of delegation annex; strat plan referencing doc.

Members noted that:

- i) **No changes were currently proposed to the I&As.** The prospect of a change needed on the panel for a Principal's appointment had been averted by recent DfE confirmation that an external adviser (as opposed to panel member) would be necessary in keeping anyway with Collyer's current practice. DfE were also seeking legal advice about their proposal for a change to the I&As to allow student governors to make financial decisions (given their concerns about compliance with Charity law but that of Clerks' with regard to Company law and student governor liabilities);
- ii) The decisions made on appointments would need to be reflected in the **Rules and Byelaws** as would changes to the Audit Committee ToRs as a result of changes to the ACoP. A few further best practice clarifications were also agreed;
- iii) The **main text** of the **Scheme of Delegation had been amended** to reflect the latest ESFA's Funding Agreement and ACoP (similarly to the Audit ToRs). **The annexed working document of policy delegations** and reporting requirements had been **updated to reflect** the cycle of business for the coming year and discussed with SMT. The main areas to note were some minor delegations of some strategies to produce an appropriate hierarchy with the main strategic plans.

Recommendation: That the Governing Body approve the changes to the

- **Rules and Byelaws**
- **Scheme of Delegation**

Turning to the strategic plan referencing document, the Clerk explained that this had first been recommended by internal audit - but had now been rewritten in the light of the new Strategic Plan 2020-2023 and its associated strategies. Members agreed that this might usefully be explored further by a small working group to secure the right balance of reporting to the Governing Body and committees - to be reflected too in the relevant sections of the R&Bs on the Principal's and

financial reporting. Once completed the document would be more widely shared with the Governing Body.

4. **Any other business** None

5. **Meeting and annual assessment**

The Chair thanked members for their open and honest contributions which had helped to enrich the debate on the challenges of succession planning and enabled specific actions to be agreed.

6. **Date of next meeting: 4th November 2021 (to be confirmed)**

The meeting ended at 18.03

Chair

Date

NCW 12/7/21