

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

Present	Dave Clark	Governor (Chair)
	Gill Rejzl	Governor
	Chris Ashman	Governor
	Ray Harding	Governor
	Hein van den Wildenberg	Governor
	Sally Mitton	Governor
	David Pomfret	Governor (Principal)
Attending	Rachel Nicol	External Governance Reviewer
	Jules Bridges	Head of Governance

No	Action
	This is the first meeting to be observed for the External Governance Review
1	Apologies There were no apologies for absence.
2	Declarations of Interests There were no declarations of interest.
3	Minutes of the previous meeting held on 4 October 2023 The minutes of the meeting held on 4 October 2023 were reviewed and agreed as being an accurate record of the meeting.
4	Matters Arising 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. The Head of Governance has contacted an NLG (National Leader of Governance) who has conducted several external governance reviews to share best practice of governor appraisal processes found from other colleges. The ETF has also recently released a competency framework that the HoG is considering using to shape an appraisal process. The HoG will also approach the external governance reviewer and the Clerks network for examples of effective systems and best practice. HoG A refreshed skills audit is proposed and has been added on the agenda for the meeting to be held on 17 April 2024. HoG The Recruitment and Succession Policy has been updated to refresh the references made around diversity and inclusion so that they are more reflective of the CWA EDI good practice and recruitment processes. The Chair of Governors commented that rather than stating in the opening sentence that diversity is integral to the college it should reference the value of diversity. HoG The Chair of the committee noted that succession planning in the policy states that the search and governance committee will consider this at each meeting, yet the item does not feature on the agenda for this meeting today. The HoG confirmed that succession is considered in

the content of the membership report that is an agenda item for every meeting as this covers recruitment, terms of office, reappointments, vacancies, resignations etc.

The Head of Governance is gathering examples of sector good practice of annual board self-assessment to replace the governor survey issued in the summer. A proposal is on the agenda for the meeting to be held in June 2024.

HoG

The completed items are to be removed from the table.

HoG

5 **Principal's Strategic Update**

The £2m Carbon Net Zero contract with CPCA was executed by the Chair and Principal last week and the other £2m contract with Anglian Water is pending from their legal team but is expected imminently. Until the funds are in place the project is yet to progress.

The two bids have been submitted for the School of Nursing Studies extension. One bid for £750K is with government through the levelling up fund with Norfolk County Council. Initially the funds had to be spent by March 2024 but as the decision is still not known, and delayed most likely because of devolution deals, there is reassurance that if the bid is successful the timeline will be adjusted. Planning permission for the extension is in place and some preliminary work around procurement and costings has been undertaken. The other bid submitted for £700K via the University of Suffolk bidding with a number of ICBs (Integrated Care Board) for a regional apprenticeship centre of excellence model has been approved and the legal agreement has been received, albeit absent of any financial schedules. CWA will not progress without secured funds. The Department for Levelling Up, Housing & Communities (DLUHC) funding will be used for the building and UoS funding for equipment and resourcing. Member, Hein van den Wildenberg, declared his interest that he sits on the Norfolk and Waveney Integrated Care Board.

Noting that these are substantial projects for the college, governors questioned if there was concern about how to resource these projects when the funds are received. The Principal/CEO mentioned that there are two other LSIF projects currently underway, one development at the Cambridge campus, the other at King's Lynn. These are modest projects but nevertheless it will be the same project team but there is confidence that these can be managed, not forgetting the fifth project to be added to the scheme of works for the Tower Block roof repairs (which is anticipated to need external project management support).

R Harding joined the meeting at 8.40am

The college hosted an event with the QEH senior team to explore workforce development planning for the hospital. This was inspired by the new build developments taking place and the publication of the NHS long term workforce plan. The workshop was held to consider how the college can support with apprenticeships, and the wider workforce development, i.e., around catering, and estates, etc not just medical care.

It was noted that all of the Adult Nursing T Level students are on placement at the hospital, and they all benefit from additional opportunities for other wider training and development and to join the bank of workers to start earning. One of these students, Molly Hewitt, won Gold in the Health and Social Care World Skills National Final and has now been selected in the WorldSkills GB Team and will now hope to compete internationally for GB in Health and Social Care.

This week is National apprenticeship week, and a CWA apprentice has been shortlisted for the Norfolk Apprenticeship awards.

Devolution of the AEB through Norfolk County Council is expected from September 2025. The model will be akin to that of CPCA and Suffolk is also going through devolution. This will pose good opportunities for the college and the potential for longer term contracts and some flexibility around clawback rules. There are currently 175 national providers delivering AEB in Norfolk, many of whom are opportunists and NCC are keen to rationalise this down. Noting that the college has historically struggled to deliver AEB governors questioned how the college will respond, prepare, and maximise for new AEB opportunities and lifelong learning. The

Adult Community Education Manager newly in post is starting to make some traction and several new programmes have been launched. Governors wanted to understand if it's a case of running the wrong courses, not filling the courses we are running, or not fulfilling demand. There are challenges but there is a demand for English, maths and ESOL provision and this is the bulk of CWAs offer but it has been difficult to extend the range. Teams are encouraged to factor AEB into curriculum planning and CWA is seeking best practice from other colleges to increase this income line. Capacity has been the biggest challenge.

The Principal/CEO confirmed that his term of office on the FE Commissioner's Principal's Reference Group has come to an end and an extension of term has not been offered.

The year end accounts have been signed off and submitted. This has delayed the production of the management accounts and reforecast budget exercise. Dates to debrief with governors are to be scheduled.

HoG

In readiness for devolution, Norfolk County Council is consulting on a new Economic strategy. The current strategy is owned by the NALEP, the LEP is being wound down in April and its work due to be subsumed into Norfolk County Council and Suffolk County Council through the devolution arrangements. The Principal/CEO is a NALEP Board member, and he has been involved in the winding up arrangements. Skills will feature heavily in the plan, and this could offer good opportunities for the college, particularly around HE, and external support and funding.

Governors wondered if there was any insight as to when an Ofsted inspection would take place. Noting that inspections had been suspended in the new year pending investigation into the death of the Primary School Head Teacher. The new Chief Inspector suspended all inspections and launched a process to shape a response to the coroner's verdict and put every inspector through mental health awareness training. The college remains on high alert.

The Engineering Skills Boot camp has launched and has recruited well with 14 students recruited from a maximum of 15. Two employers have signed up and there is good engagement with the DWP.

Further to a governor link visit at the Milton Campus, a governor asked if there were any plans to develop the site as livestock had to be moved around due to the impact of rain and low-lying ground. There are no imminent plans to redevelop the site due to huge cost implications.

Finally, the Chair of the committee asked about Dentistry provision. It is proposed that a level 3 dentistry technician apprenticeship programme will start in September 2024. This is an area that is proposed to be put into the extended element of the School of Nursing studies. There is also the scope to introduce a conversion course a year later for existing trained dentists who relocate out of Europe into the UK to do a conversion course to be accredited here.

6 Membership Review

1 Resignations

There are no resignations to report currently.

2 Reappointments

There are no governor terms of office due to expire in this academic year, but the committee was informed that 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. She has expressed an interest to stand again.

3 Corporation and Committee Structure

The Board currently has 16 governors in post and holds 4 vacancies for independent members.

The Chair of the committee questioned if the new finance system task and finish group had made any progress. The VPCS continues to source a project manager and has contacted the AoC Create Team for prospective candidates. Capacity of the finance team has been

questioned and unfortunate significant illness / family bereavement has played a part in the delayed presentation of the year end accounts. Governors expressed their concern but on balance taking a longer-term approach may be beneficial to get the new system deployed effectively.

4 Vacancies

A recommendation to appoint student governors, Chloe Rothwell, and Eva Remeikaite has been proposed, and passed by written resolution. Both students have commenced induction and will attend the 20 March 2024 corporation meeting where the resolution to appoint will be recorded.

Student governors have been tasked to arrange a lunch event in the Novus Restaurant with other students for governors to join them after the meeting to hear the learner voice and students experience at the recent Town Deal Board meeting. We are exploring other ways that student governors can contribute at Board level without necessarily attending full corporation meetings or presenting reports.

5 Applications

The Marketing team launched a promotional piece at the end of November 2023 to search for new governors to join the board. The campaign was launched again in January 2024 in the hope that this would attract new applicants to the role.

The Head of Governance has been contacted by three potential candidates, Andrew Jarvis, Russel Liddington, and Gemma Standen who all requested further information regarding the recruitment and appointment of new governors to the Board. Governors considered the two applications received from Gemma, and Russel. No further interest was received from Andrew.

The Principal/CEO approached Jan Feeney, Employment and Skills Manager for Norfolk County Council. She visited the college on 12 January 2024 and met with the Head of Governance to learn about the role and expectations. She has since applied for the role and the committee **agreed** to progress the appointment by written resolution to the corporation to expedite the process. This would enable induction to commence and for Jan to attend the 6 March 2024 meeting of the Performance Review and Quality committee meeting where her skills and experience are best suited.

The committee was complimentary about the effectiveness of the recruitment campaign. Notably that it had reached out to all areas of our community through the free paper and use of social media enabling equal opportunity for all to apply rather than using an agency which could limit approach.

It was agreed that a written resolution to appoint Jan would be circulated with the proposal that she joins the membership of the Performance, Review and Quality Committee. Interviews with Gemma and Russel are to be organised with the Chair of Governors and the Principal/CEO and subject to satisfactory interview a proposal to appoint will be proposed by written resolution thereafter. Committee membership will be dependent upon skills, experience and interest expressed at interview so further discussion/consideration will be given in due course.

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7 Equality and Diversity Board Review

The committee received the updated data to reflect the board's current composition (excluding student governors) this comprising 17 members (14 governors, and 3 co-opted members) in total.

The committee agreed that the standout 88% white British didn't particularly promote a diverse board but acknowledged that it is difficult to recruit the skills and attributes needed with specific diversity profiles in mind. Given the recent recruitment campaign the Chair of governors questioned if enough had been done with the current search around diversity and using the local paper that circulates to all communities then everyone has the opportunity.

The age profile of membership was also noted as heavier at the older age ranges, but it was hoped that the candidates being taken through to interview may help to improve the age profile of the board. A governor questioned if there was opportunity for governors to do presentations to groups where you may find people from different backgrounds and interest in becoming governors, i.e., the hospital. The Principal/CEO commented that where we have recruited in the past, they have not been retained, mainly due to commitment pressure and heavy workloads. It was also suggested that alumni contacts could be another recruitment area to explore.

8 Governor Attendance – Mid Year Review

The report in summary confirmed that governors have, to date, achieved an overall average attendance level of 91% which is up on the 83% achieved in the same period last year. This is 11% above the aspirational target of 80%.

It was noted that governors' attendance at planning and training mornings had tended to be lower than that for usual business meetings however the Ofsted training event held on 1 November 2023 was particularly well attended with 82% attendance. There were 14 governors (including co-opted members) out of a possible 17. Apologies were received from one independent governor and two of the three co-opted members. If co-opted members apologies are discounted attendance increases to 93%.

The Chair of governors commented that it was good to see better attendance but asked that the comment made about the absence of one member and resending calendar invites was extended to add 'to ensure that all meetings are correctly diarised.'

HoG

The HoG will remove the attendance number column of the report as it was agreed this was not required. The attendance record for member Hein van den Wildenberg will be checked as apologies had been given for the October Corporation and Remuneration committee meetings, but this was not reflected in the report.

HoG

9 Proposal to Disband the Employment Policy Committee

It was noted that the Chair of the Employment Policy committee was aware of the proposal ahead of the meeting today. The next scheduled meeting of the committee will go ahead as planned on 14 February 2024 as the normal schedule of business will continue until the decision of this committee, and the corporation concludes its future existence.

The responsibilities of the committee were set out in the report, and this showed that in most cases the responsibilities of the committee lie with either the corporation and/or the Principal/CEO under the Instrument and Articles of government, or college policy exists which sets out governor procedural arrangements/involvement.

It was noted that there are two responsibilities where the committee currently has the oversight and are not reported elsewhere but it was proposed that these are captured in a termly HR oversight and KPI report to the corporation to ensure that these responsibilities are kept in focus.

The Chair of the Employment Policy Committee commented that she was struck by the observation that other colleges don't have this committee and that a lot of time has been spent by governors discussing and scrutinising detail that are the responsibility of the management team and not the corporation which was persuasive. The approach for the corporation to review and consider the HR KPIs as these are important and feed directly into the strategic direction of the college and therefore is an appropriate proposal.

The committee **agreed** that the purpose of the Employment Policy Committee can be met by redistributing its responsibilities and will recommend to the corporation that it is disbanded at the meeting to be held on 20 March 2024. The HoG was asked to put a six-month post implementation evaluation in the diary to review and ensure that responsibilities have been redistributed appropriately and effectively and agendas are balanced and can cope with an increase of responsibilities.

HoG

10 External Governance Review (update)

The committee has delegated authority from the corporation to lead on the external governance review, develop the scope, and oversee the process. The project plan is on track and the review is taking place this term. Meetings have been scheduled for governors to meet with Rachel Nicol after the forthcoming Finance and General Purposes and Performance Review and Quality Committee meetings. A couple of governors are scheduled for remote (virtual) meetings. The Chair of governors, Principal/CEO, and Chairs of committees have meetings with Rachel planned. Staff Governor, Paul Gibson, and the two new student governors are excluded as they are only recently in post. It was noted that governors achieved a 100% return rate of the review questionnaire.

A scoping meeting was held with the AoC and our reviewer Rachel Nicol on 5 December 2023. The review will follow a framework that looks at board composition, board structures, and board interactions. The timeline of events was shared with the committee confirming the nine phases of work which will conclude with the final report being presented to the corporation at the meeting to be held on 3 July 2024 (phase 8) and a statement published on the CWA website (phase 9) soon thereafter.

11 Standing Orders

As agreed by the corporation, the governance arrangements have been separated out from the college's financial regulations and are now set out in the Standing Orders. At the corporation meeting held on 6 December 2023 it was recognised that some substantive and material changes proposed by governors were required and the standing orders were not approved for publication.

Using tracked changes, the relevant section in the standing orders has been corrected for the committee to consider. It was proposed that subject to agreeing the amendments the standing orders can be published in draft on the college website ahead of seeking the approval of the corporation at the meeting to be held on 20 March 2024. An amendment to the fourth line on page 8 where the sentence reads 'If there is no resolution at this stage, the Chair', was noted that the word 'Chair' should be replaced with 'Vice Chair'. Subject to this amendment the committee **approved** to publish the document in draft.

HoG

The Chair of governors asked if more work could be done on the code of conduct to align this with the college staff code of conduct. There are some softer issues, behaviours, and values to include explicitly in the document and a section around dealing with breaches of the code of conduct. Work will continue in the year with the committee to enhance and strengthen the document once approved.

HoG

Finally, the Chair of the committee questioned if under the terms of reference of the Special Committee, under attendance, does a colleague or union representative have the right to address the committee or are they there to support the individual. The wording here will be reviewed and checked against college policy.

HoG

12 Any other business

There were no other items of business.

13 Chair's items for briefing to Corporation

- To advise the corporation that the written resolution to appoint student governors, Chloe Rothwell, and Eva Remeikaite, has been passed.
- To advise the corporation of the outcome of the appointments concerning Russel Liddington and Gemma Standen.
- To advise the corporation of the outcome of the written resolution to appoint Jan Feeney.
- To recommend disbanding the Employment Policy committee to the corporation and redistribute its responsibilities.
- To recommend the approval and publication of the Standing Orders.

14 Date and time of next meeting

Wednesday, 17 April 2024 at 8.30am

Meeting ended at 10.00am