

# Governance, Search and Remuneration Committee Meeting

Tue 01 October 2024, 18:30 - 20:00

Over Teams

## Attendees

### Board members

Angela Foster (Member, Non-teaching Staff), Kwame Amoako-Atta (Member), Maurine Lewin (Member and Committee Chair), Usha Puri-Dewage (Member), Rosali Pretorius (Member), Kay Sandford-Beal (Director of Governance), Pat Morton (Member), Andy Boucher (Member and Corporation Chair)

Absent: Tracey Inverary (Member and Corporation Vice Chair)

## Meeting minutes

### 1. Welcome, Apologies for Absence, and Quoracy

Information

To welcome members to the meeting, acknowledge apologies and confirm that the meeting is quorate.

Maurine Lewin

Members were welcomed to the meeting, including new committee members Angela Foster and Pat Morton. Apologies had been received from Tracey Inverary who was also new to the committee.

#### 1.1. Confidentiality Statement

Information

All matters discussed during the meeting are confidential until the minutes are approved.

Maurine Lewin

Any items recorded as Reserved Business remain confidential after the minutes have been approved.

Members were reminded of the Confidentiality Statement.

### 2. Declarations of interest

Information

Governors to declare conflicts of interest against any item on the agenda.

Maurine Lewin

Andy Boucher confirmed his interest in the continuation of the role of Corporation Chair - Agenda item 5.2.

### 3. Minutes of the previous meeting on the 25th June 2024

Decision

To approve the minutes of the previous meeting on the 25th June 2024 as a true record.

Maurine Lewin

**DECISION:** The minutes were **approved** as a true record of the meeting on the 25th June 2024.

 3. DRAFT Minutes\_Governance and Remuneration Committee Meeting\_250624.pdf

### 4. Matters arising

Discussion

To review the latest action log and monitor actions not covered elsewhere on the agenda.

Maurine Lewin

The action log had been updated prior to the meeting.

4.1 KSB shared that over the summer she had worked with Monoux Marketing to design a flier to promote the Parent Governor vacancy to students and parents during the August and September 24 enrolment period. The flier included a QR code linking directly to an application form on Microsoft forms. KSB informed members that she was meeting with Marketing Director, Zainab Khan this week to promote the vacancy again.

A Governor shared that she had a connection with a Monoux parent who may be potentially interested.


**ACTION:** UPD to liaise with potential candidate and update KSB the following week for KSB to approach.

6.1 Governors returned to the proposal (previously discussed in June), to request support from their contacts; in particular Clifford Chance, to provide pro bono corporate governance training to the Corporation. This would support governors by providing clarification of the the legal responsibilities of the governor role to all members.

CM Murray was also a potential option to provide pro bono corporate governance training support.

**ACTION:** UPD to follow up with relevant contacts at a timing convenient for the company providing pro bono support, but preferably no earlier than the new year 2025.

KSB reported that all other outstanding actions detailed on the action log had been completed.

 4.1 Parent Governor Vacancy Flier.pdf

 4. Action log G & R 250624 updated.pdf

## 5. Corporation Membership and Governor Terms of Office

## Information And Decision

Kay Sandford-Beal

### 5.1. To review current applications for new governors

### Decision

To review and approve, if appropriate the recommendation of Jessica Douthwaite to the Board for formal approval.

Maurine Lewin

To review the application of Patrick Philpott for membership of the Corporation

KSB reported that an interview had taken place in early July between members of the Committee and Jessica Douthwaite. JD was considered a strong candidate, with experience within the Higher Education Sector, together with chairing experience within charity sector governance.

**DECISION:** Jessica Douthwaite was **approved** for recommendation for approval by the Board at the 8th October Corporation Meeting.

KSB reported that she had been approached by Patrick Philpott to join the Corporation. Patrick has been a long standing School Governor and Chair, with experience of the transition to a Multi Academy Trust, possessing a strong range of skills and expertise which would be beneficial to the college corporation.

**ACTION:** KSB to liaise with Patrick Philpott and committee members and arrange an appropriate interview date at the college.

 5.1 Jessica Douthwaite - CV.pdf

 5.1 Patrick Philpott - Governor Application.pdf

### 5.2. Confirmation of Corporation Chair and Vice Chair for 2024-2025

### Decision

To confirm the continuation of the Chair and Vice Chair for the new academic year 2024-2025

Maurine Lewin

Andy Boucher temporarily left the meeting while the confirmation of the Chair and Vice Chair roles were **confirmed** to continue for the forthcoming academic year. Members were very happy to confirm the reappointment of both positions.

AB then returned to the meeting.

### 5.3. Review of Committee Chairs and Committee Membership for 2024-2025

### Discussion

To review the balance of committee membership following one to one discussions between the Chair and Governors.

Andy Boucher And Kay Sandford-Beal

AB and KSB informed members that the sub committee allocation was provisional, based on ongoing conversations between the Chair and Governors. The allocation had been based on a review of the most recent skills audit, combined with the skill sets of incoming Governors and gaps in expertise that would arise from the loss of both Kwame Atta and Maurine Lewin, who had come to the end of their terms of office. Tim Stockings had agreed to take over the role of the Chair of Audit, having the appropriate experience and expertise. This left the role of Chair of External Relations currently vacant.

The Corporation Chair shared that there was a need to review the role of the External Relations Committee to ensure that the college was developing appropriate relationships to promote and maximise its external profile.

The committee sits outside of the standard committee structure for sixth form college governance but was set up to monitor student enrolment and student work experience.

 5.3 Corporation and Committee Membership Sept 24.pdf

#### 5.4. Confirmation of Pat Morton as Chair of Governance, Search and Remuneration and end of Maurine Lewin's and Kwame Atta's terms of office

#### Discussion

Maurine Lewin

To formally acknowledge Pat Morton as Chair of the Governance, Search and Remuneration committee following the end of Maurine Lewin's two terms of office on the 12th October 2024.

To formally thank Maurine Lewin and Kwame Atta for their service to the Committee and the Corporation.

Pat Morton was welcomed as the new Chair of the Governance, Search and Remuneration Committee and the departing Committee Chair and Corporation Chair thanked her for taking on the role.

The Committee Chair thanked Kwame Atta for his contribution over the last 4 years and all the work for Monoux College during his term of office.

KSB reported that Philippe Chaudhry had resigned from the Corporation on the 4th September 2024, due to reduced capacity to fulfil the governor role. Members formally acknowledged the resignation.

#### 5.5. Link Governor Roles for 2024-2025

#### Discussion

Maurine Lewin

To confirm Link Governor roles appropriately distributed amongst members:

Safeguarding Link Governor - Pat Morton

SEND Link Governor - Jamie Davies

Skills Strategy Link Governor - Marian Orafu

Digital Skills Link Governor (vacant)

Health and Safety Link Governor (vacant)

KSB confirmed which governors were allocated to the roles listed and reported that there were currently two vacancies for Link Governors: Digital Skills Link Governor and Health and Safety Link Governor.

KSB had identified a potential Governor to be co-opted as the Health and Safety Link Governor who would be required to liaise regularly with the college's new Health and Safety Coordinator, Andy White.

**ACTIONS:** KSB to follow up with potential Health and Safety Link Governor. KSB to share details of Digital Skills Link Governor verbally at Corporation Meeting and via Admincontrol.

#### 5.6. Chair of Corporation Annual Review

#### Decision

Maurine Lewin

To approve the proposed method to gather feedback on the Chair of the Corporation

KSB had designed a simple Microsoft form to distribute to Governors for feedback on the performance of the Chair over the last academic year.

This would be distributed ahead of the 8th October Board meeting to capture anonymous feedback from all governors, including those reaching the end of their terms of office.

**ACTION:** KSB to distribute Chair of Corporation Annual Review by Monday 7th October 2024.

 5.6 DRAFT Chair of the Corporation Annual Appraisal - Monoux Corporation.pdf

#### 6. Governor Attendance 2023-2024

#### Discussion

Maurine Lewin

To review Governor attendance, at Board and Committee level throughout the last academic year

KSB shared the attendance report 23-24 with governors and shared the importance of the data. The information is in the public realm as part of the annual report and accounts. KSB informed governors that she

had introduced the importance of attendance in the governor induction.

**ACTION:** KSB to remind governors of importance of attendance at Corporation meeting

Governors discussed low attendance from a member of the Corporation who had been required to work abroad for the past 6 months and discussed the potential to offer the governor a fixed term sabbatical from the role if current work commitments did not allow her attendance.

**ACTION:** KSB to write formal note to governor to offer sabbatical option.

 6. Governor Attendance Report 23-24.pdf

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## 7. Governance Self-Assessment Survey 2023-2024

## Discussion


Kay Sandford-Beal

Governors to review the results of the Self-Assessment Survey 23-24

KSB informed members that a Governance Self-Assessment Survey was required each year that an External Governance Review had not taken place. Governors reviewed the results of the self-assessment survey and agreed with the positive highlights featured, and those areas which required focus for improvement.

The areas for improvement would form part of a development and training plan for governors to be delivered in person during the academic year.

**ACTION:** KS to distribute results of survey to all governors and work with AB on development of training to address areas requiring improvement.

 7. Corporation Self Assessment Survey and Development Plan FINAL.pdf

### 7.1. External Governance Review section Annual Report

## Information


Kay Sandford-Beal

To share the external governance review section in the annual report, approved by the external reviewer

Governors reviewed the report to be included within the Annual Report and Accounts following an external governance review. KSB informed members that a section on outcomes and action taken following a review was required within the annual report and accounts by the ESFA. It was also a requirement of the ESFA that the external reviewer approve the narrative prior to publication. This had been shared with Pauline Odulinski, OBE and had been approved.

Governors expressed that they were happy with the progress that had been made in the last year regarding the college's governance.

**ACTION:** The external reviewer to be invited back to present to the Corporation at the end of the academic year 24-25.

 7.1 External Governance Review for Annual Report Sept 24 FINAL.pdf

### 7.2. Outstanding actions from External Governance Action Plan

## Discussion

Kay Sandford-Beal

Verbal update on progress

KSB updated Governors on ongoing areas of focus, based on recommendations, which would form part of her annual objectives:

1. Develop a Stakeholder Engagement Plan
2. Develop an appraisal policy for designated senior postholders
3. Enhancements to the current Governance Web Portal (admincontrol) or transition over to an alternative eg. Governorhub

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## 8. Governor Skills Audit

## Decision

Kay Sandford-Beal

Governors to review and approve the proposed Skills Audit template for 2024-2025

Governors reviewed the newly created skills audit using Microsoft forms.

**DECISION:** Governors were happy to approve the survey for distribution to all members.

**ACTION:** KS to distribute Skills Audit survey via Microsoft forms at beginning of November 24

## 9. EDI Survey

## Decision

Governors to review and approve the proposed Governor EDI survey prior to distribution to all members of the Corporation.

Kay Sandford-Beal

KSB informed Governors that the EDI data was required each year by the ESFA and the first EDI Governor Survey had been designed for distribution via Microsoft forms.

A Governor queried where the data would be published and offered to support in the design of the survey with regard to ensuring appropriate categories were included.

**ACTION:** KS to liaise with UPD and report back to Committee

## 10. Conflict of Interests Policy

## Decision

To review and approve the proposed Conflict of Interest Policy for recommendation to the Corporation for approval

Maurine Lewin

KSB informed Governors of the requirement within the new College Financial Handbook to have a board approved conflict of interest policy. This was also a request made by the external auditors.

KSB had drafted a policy, based on a template provided by the Sixth Form College Association, but formatted and adapted for Monoux College.

**DECISION:** Governors were happy to approve the Conflict of interest policy for recommendation to the full corporation for approval.

## 11. Risks to be escalated to the Corporation

## Discussion

To identify any additional risks that require escalation to the Corporation

Maurine Lewin

Governors reviewed the Risk register and agreed that ongoing recruitment of governors and corporation succession planning was a key risk, which was currently being mitigated by proactive recruitment of both full and co-opted members.

## 12. AOB

## Information

To discuss any urgent items not covered elsewhere on the agenda

Maurine Lewin

Governors discussed their extreme frustration with the set up of Monoux email accounts and the need to use Microsoft Authenticator every time they logged in on a different device. KSB explained that Microsoft Authenticator was a college policy to increase cyber security. There had been a number of governors who had experienced issues with logging in for the first time to their Monoux accounts, forgotten passwords and the need to log into another system from their regular personal accounts, which meant a delay in receiving information. KSB reported duplication in work in the need to email Governors to check their Monoux email accounts for any urgent communication requiring a response and the amount of time spent in liaising with IT support had been extensive. KSB explained the facility within the governance portal, Admincontrol to send and share secure messages, which meant that college email addresses were not required. Governors discussed their wish to continue with their own personal email accounts only, with proactive use of Admincontrol secure messaging in the exchange of sensitive data and corporation papers.

**ACTION:** KS to confirm secure messaging facility with Admincontrol suppliers and provide simple cheat sheet for use by Governors and inform governors of plan to cease use of Monoux email accounts.

The Chair of Corporation expressed his gratitude to both Maurine Lewin and Kwame Atta who were approaching the end of their terms of office and expressed his thanks to them for their service to college on behalf of the corporation.

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### **13. Date and time of next meeting**

To confirm the next Committee meeting over Teams at 6.30pm on Tuesday 21st January.

The next meeting was confirmed as Monday 21st January at 6.30pm over Teams to be chaired by Pat Morton.

**Information**

Maurine Lewin

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### **14. Meeting Close**

The meeting closed at 7.43pm

**Information**

Maurine Lewin