



**Minutes of the Meeting of the Governance Committee
Held on 05 October 2021 at 5:15pm via MS Teams**

Present	In Attendance
Gideon Schulman (Chair) (GS)	Robert Heal (RoH) (Director of Governance)
Sarbdip Noonan (Principal) (SN)	Bob Pattni (BP) attending as part of development
Jean Lammiman (Vice Chair) (JL)	Omar Charlemagne (OC), Candidate for interview
Sundeeep Bhandari (SB)	

1. Chair's Opening Remarks and report of any Chairs Action taken since the last meeting

GS welcomed all to the meeting and first of year and noted that BP was attending as part of his Principal development program. He commented that he enjoyed reading the Weekly all staff report from the principal and that Governors had seen the all-staff Principals presentation. There were no Chairs actions to report.

2. Apologies for Absence

SR sent apologies and JD (attempted to join remotely but could not for unknown reasons which would be investigated after the meeting).

3. Declarations of Interest

BP declared his interest relating to items regarding the principal's recruitment
JL declared a general interest as Chair of Shaftsbury High School Board of Governors. This was noted and would be presented to the Board as part of the Annual Register of Interests in December.

4. Minutes of the Meeting Held on 23 June 21

The minutes of the meeting held on 23 Jun 2021 were accepted as a true record and approved
The minutes of the emergency meeting relating to the Principals retirement and recruitment were approved and considered to be made confidential.

Review Action Points

Action points were noted as completed or to be completed as part of this meeting.

5. Matters Arising

The need to include a discussion on strategy day was considered; it was agreed to invite Mr Bob Blackman, MP for Harrow East to strategy day and to consider also inviting Mr Paul Butler, Regional Association of Colleges Member.

6. Succession Planning

Interview

Mr Omar Charlemagne (OC) joined the meeting, and the interview was conducted.

GS asked: Why do you wish to be a governor?

OC responded: I am a Harrovian and attended the local St Dominic's 6th form. I also wished to be a Governor in the area and Stanmore always sounded a diverse and modern College, with a good reputation. Stanmore appears willing to try new things and appears to want to move forward. This is a big thing for me.

GS: What do you know about being a governor?

OC: It is a voluntary to oversee the college and to challenge the Headteacher and teachers. It is about holding the College accountable.

GS: Do you appreciate the time commitment, which is 4 board meetings, 3 committee meetings, a strategy day, & link governor meeting in contact with college, this adds up to over 7 eves per annum and some office day hours

OC: I have worked with UCLH and other schools, have lots of spare time and have had the commitment explained. I am OK and I can make the time.

JL: What skills and experience do you bring?

OC: I have Project Management 5 years, business improvement for 2 years this was managing a savings program. Some projects were freight consolidation, meeting suppliers to manage costs and pricing.

JL what were the key aspects of roles?

OC: Stakeholder management. I have just started a master's in quantity surveying and am a junior quantity surveyor now. I have training in PQS and client management. But the roles were mainly project management with cost management.

SB: Your Project Management and aspiration to an MBA compliments the college capital build planning and project. I would suggest considering an additional 5-10 days a year with 2-3 hours as part of the capital working party.

OC: This doesn't seem unreasonable.

SN noted: All meeting times are planned, and we currently need building PM and planning skills.

SB added: This could be CV enhancing for you.

SN also noted: Whilst St Dominic's are our competitor it would be good to have someone on the Board who has recent experience and can complement our offering. You bring good skills and this could be mutually beneficial and enhance your career position.

JL added: and you are a Harrow man.

OC confirmed this.

BP noted that: You have 4-5 years Construction project management and would add value that our learners will benefit from. Good to see.

JL suggested this might also be a good MBA study opportunity for him.

SN asked: From your CV, I see you had a dental position?

OC: Yes, it was a project on marketing dental services, where each patient was a project with a plan, a cost and a managed process.

OC was given the opportunity to ask questions.

OC: What does success in a Governor look like?

GS: Each governor has a professional development plan is proactive and contributes to the College progress.

SN added: I would say engagement with the College adding to the development of learner pathway and to be passionate about education.

GS thanked OC and confirmed the Committee would be in touch shortly

OC left the meeting

SN suggest that OC would be a good contribution and demonstrates good skills and appears to be hard working.

JL appreciated he is local, potentially a little young, but could be a good role model for students. He was keen, open minded and also appeared focused.
SN suggested he was hungry
GS suggested we invite him to join the board, all agreed.

JL noted she didn't receive the CV – RoH resent immediately

Student Governor Appointments

The Student Parliament had elected 2 Student Governors for the ensuing year.
Ms Azita Obaydi, studying Diploma in Applied Science & Medical (a former student governor 2020/21)
Ms Asal Safari, studying Diploma in Business

This was noted by the Committee

Vacancies

RoH explained the Board consisted of a maximum 20 members, of which the principal, 2 staff governors and 3 student governor positions were allocated, leaving 14 places for external governors. Only 2 student positions were filled leaving 1 student vacancy. Of external Governors, 12 places were filled, with 1 place allocated to OC, interviewed previously, leaving 1 external vacancy. RoH noted that external governor appointments were for 4 years and student governors were for 1 year. There was the option to fill the vacant student vacancy with an external candidate should the need arise, however this would block the position for a student for up to 4 years. The Instrument and Articles only require a minimum of 1 student position be available with a maximum of 3.

JL commented that we should support student voice, maintain the student vacant position and encourage students to fill.

GS asked if we could appoint external governors for 1 year only. RoH noted that the Board did not allow for less than 4-year terms; however, the Board can co-opt additional members to committees as required.

RoH also noted that the advertisement with Inspiring Governance had recently been refreshed and that there were 2 applications received today that would be forward to Governors in due course.

It was agreed to maintain the student vacancy and RoH and GS to attend Student Parliament in due course.

The additional Governor vacancy was noted.

RECOMMENDATION NOTED

TO RECOMMEND MR OMAR CHARLEMAGNE TO THE BOARD FOR APPROVAL.

BP was invited to retire for the following item

7. Development of actions relating to Principal position

RoH updated the committee on previous campaign advert and pack distributed for review; and on the prospective timeline for recruitment agreed with LE (Director HR). The planned process is 1 month advert from Oct 25th to Nov 22nd, to capture the Half Term break, with a week of visit

opportunities during w/c 15 Nov. Governor shortlisting 25th / 26th Nov. HR would invite candidates on 29th Nov with a 2-day interview / task session on Wednesday 8th / Thursday 9th December. This would enable ratification at Board 14th December, an offer before end of Autumn term and a planned start of Easter 2022.

Interviewers had been discussed prior to meeting and GS, JL, JD, TB and SR were available; although TB would be well suited to the job. JL preferred interviews on 9th. GS overall happy with timeline; preferably interviews would be in person. Suggested interviewers were TB, GS and JL with SR as reserve. SB was available to screen applicants if needed. It was agreed there would be 3 Governors on interview panel and the panel would be onsite (not remote).

SN suggested candidates must meet staff, student and Govs; and complete a key task on one day. Details to be agreed separately. With an interview and presentation on the second day.

The informal meeting would take place on 8th and other Governors would be invited.

**RECOMMENDATION
AGREED
TIMELINE & INTERVIEW PANEL**

BP was invited to rejoin the meeting

8.1 Selection of Vice Chair

RoH advised that the selection of Chair was completed at the previous meeting and that the Vice Chair needed to be selected from amongst the members. JL volunteered and the members unanimously agreed.

**RECOMMENDATION
JL APPOINTED VICE CHAIR OF THE GOVERNANCE COMMITTEE**

8.2 Confirmation of committee membership

The Committee membership plan was reviewed. RoH identified additional members were Student Governors, appointed after Governance committee paperwork has been issued and OC recommended to be appointed from earlier in the meeting. The student governors were assigned to the C&Q committee.

The committee discussed where vacancy and skills gaps existed within committees. It was noted that Audit & Assurance was short of members. SB noted that RB attendance on Resources was a concern. JL suggested that Audit was appropriate for OC with his analytical skills.

GS suggested that we appoint to Audit and move across if Resources became an issue.

**RECOMMENDATION
OC BE APPOINTED TO AUDIT & ASSURANCE COMMITTEE
STUDENT GOVERNORS BE APPOINTED TO CURRICULUM & QUALITY COMMITTEE
APPROVED
COMMITTEE MEMBERSHIP**

8.3 Governor Attendance

RoH shared the attendance sheet showing the percentages. GS asked where this information is shared. BP confirmed it was the annual financial statement. RoH identified concerns as RoB 29% and SR at 40%. SN questioned their attendance and RoH explained this was a record taken from

the minutes of all meetings and percentages were of eligible meetings attended. SN noted that 81% overall attendance was slightly better than previous although RoH explained that this increase was in part to the additional Covid committee meetings achieving 100% attendance. SN questioned why, with online meetings available during Covid, that attendance was not higher. The impact of poor student attendance was discussed and removing this gave a revised figure of 85% attendance.

GS agreed to follow up with RoB. It was noted by SB that SR was chairing a committee now and this should drive an attendance improvement.

RoH noted that the Financial Statement would show AW (who resigned after the end of the previous year but was not eligible for any of this years' meetings) this would not impact the percentages seen.

GS noted that student governor attendance has historically been poor and last year was no exception. He suggested that it be impressed onto student governors the importance of attendance. It was seen that student governors attended C&Q committee but did not attend the Board meetings. SN noted that students have more say in the committee meeting. RoH agreed to implement this in their training and induction.

BP asked if there was a percentage of attendance that would trigger Governors being spoken to. RoH confirmed Board Standing orders were limited to vacation from office after unauthorised absence for 6 months. It was discussed regarding attendance of student governors and identified that as elected governors there was no recourse other than the Board standing order. GS clarified that 6 months was clarified effectively 2 Board meetings. This was noted as different to authorised absence and the example of a sabbatical for VR was given. SN noted that Governors might be absent but could still read papers and offer insight in advance of the meeting.

JL left the meeting at this point

SB spoke about the Accounting Officers letter (to be shared at the Board meeting) in which the Chief Executive of the ESFA stressed the importance of Governance and tightening of regulation. He suggested a letter to Governors on the importance of attendance from the Chair.

SN noted the additions to the Governance Operational Plan on the weighting applied to the plan and the requirements of Governors to challenge the executive.

RoH to draft letter. GS agreed to make a statement at Board.

RECOMMENDATION

NOTED

GS TO WRITE TO ALL GOVERNORS ON THE MATTER

9 Outstanding Governance Plan review

RoH explained, this is the document to replace the Governance Action Plan. SN raised a concern regarding the plan title as it suggested outstanding had been achieved. SN suggested that it was an action plan to achieve outstanding governance through operational improvement, and suggested the name be change to Governance Operational Plan. SN suggested that the title could be revisited at any time and that it was better to move forward and reconsider later.

RoH explained that the previous action plan was predominantly green and no longer stretching the College. This revised plan brought together all the elements from the AoC Good Governance

Guidance and the Ofsted framework, along with targets set for the Director of Governance to achieve outstanding governance. The plan will be the subject of strategy day and governors will be instrumental in developing the next steps. SN noted that at strategy day each element would be assigned to a committee to develop and monitor. The plan has KPI's to measure and drive change leading to outstanding Governance. The recommendation is to approve the plan to go to the Board for adoption and implementation.

SB questioned some missing actions within the plan. An example was selected and RoH confirmed these will be developed by the relevant committees and that only known / evidenced actions already in progress were shown. GS confirmed that each committee would own their element, develop actions and monitor progress; with a clear understanding the Governors take ownership.

Approved to go to Board for discussion and adoption

RECOMMENDATION

APPROVED

TO RECOMMEND THE GOVERNANCE OPERATIONAL PLAN TO THE BOARD FOR APPROVAL

10 Governance Framework and Policies to support development of Governor handbook

RoH explained that as part of the development of the Governors handbook and the previous action plan for outstanding governance; it was seen that there were gaps with the College documentation and what was required was a summary framework that clearly shows the key elements of Governance combined with the role of the Director of Governance. This would allow a new Governor to quickly appreciate and understand what is required. All these aspects have been summarised into a single sheet framework.

In developing the framework in conjunction with AoC guidance, it was appreciated that a number of Governor policies were currently omitted or out of date. These policies have been taken from the AoC policies where available or updated from existing. All SPH policies have been taken from AoC policies and I am advised by LE, Director of HR, that these can be implemented without consultation due to being implicit in our existing staff policies.

BP asked for the Regularity review to be included, SN noted it would be covered in other documents. RoH agreed to add it.

RoH asked that the framework be approved, and policies be approved or reviewed by committees GS asked for an annual review of the framework, this was agreed as annually in October to match the Governors Handbook.

GS asked if the handbook can be shared, RoH yes once updated with framework and new committees. Handbook to be shared with Board at Strategy Day or December.

The committee agreed the framework.
The policies were agreed to be reviewed by committees.

RECOMMENDATION

TO RECOMMEND POLICIES BE REVIEWED BY COMMITTEES

APPROVED

THE GOVERNANCE FRAMEWORK

11 Terms of Reference

RoH explained the Covid emergency committee terms remain unchanged. However it is noted that the committee has not met since January 2021. The delegation lasts only until the emergency has ended, so a key question is does the committee consider the emergency has ended?

GS suggested a meeting of the Covid committee to discuss. SN noted that there is a revised Business Continuity Plan going to the Board which considers further lockdowns in this academic year. GS asked if the committee had to meet. RoH confirmed that the terms allowed for meetings as required and that a meeting would only be needed if an emergency dictated.

It was noted that the Business Continuity Plan identified the creation of a Disaster Recovery Committee. The Covid committee is separate to this. It was agreed the committee should continue its delegation and that the emergency was effectively continuing. The Terms of Reference were approved. SB asked that we acknowledged the good work of the committee.

RoH explained that the Capital Working Party Terms of Reference have been created by the committee. The key points were the authority to make decisions on behalf of the Board with non-delegable authority exception; and that the quorate numbers were 1 Governor and the Principal (Accounting Officer). This was approved.

RECOMMENDATION APPROVED THE TERMS OF REFERENCE

12 Governor Link visits

RoH identified the existing link Governors and plan. That 3 positions are vacant, being Curriculum , finance and quality. It was suggested that JD should lead on Curriculum as already meeting on similar functions, SR to move to Finance to align with his Committee role and DK is without portfolio, so could take Quality.

The revised plan and the template were agreed.

RECOMMENDATION APPROVED THE LINK GOVERNORS PLAN AND TEMPLATE

13 Any Other Business

None

14 Paperless Meeting Review and Evaluation

The Committee agreed the meeting was effective.

15 Date of Next Meeting

The date of the next meeting will be held on Tuesday 7 December 2021 at 5.15pm

The meeting ended at 7:15 pm

Signed

Chair

Date

Action Points

Item	Action	Responsibility	Timescale	Completed
6	Invite Mr Omar Charlemagne to join the Board	RoH	Oct 2021	
8.3	Draft a Letter to Governors For Chair, on importance of Governor Attendance and expectations.	RoH	Oct 2021	
10	Issue Governance Handbook to Board.	RoH	Dec 2021	