

HARLOW COLLEGE FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on MS Teams at 1.30pm on Wednesday 7 May 2025

Membership *Ray Levy (Chair)
 *Lily Lin
 *Karen Spencer
 *Ian Tompkins

*denotes present

In attendance Paul Whitehead, Deputy Principal
 Deanne Morgan, Executive Director – Finance
 Ruth Lucas, Head of Governance

1 Apologies for Absence

There were no apologies for absence.

Ray Levy was elected as Chair for the meeting and Ian Tompkins was welcomed to his first Search and Governance Committee meeting.

2 Declarations of Interest

There were no declarations of interest.

3 Minutes of the Previous Meeting

The minutes of the Search and Governance Committee meeting held on 13 February 2025 were agreed as an accurate record of the meeting.

4 Matters Arising from the Minutes (not mentioned elsewhere on the agenda)

There were no matters arising.

5 Register of Membership

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6 Membership of Harlow College Further Education Corporation

The Search and Governance Committee received and considered the Register of Membership and update on the membership of Harlow College Further Education Corporation, presented by Ruth Lucas, Head of Governance.

The Search and Governance Committee noted that Julia Filary's term of office expires on 7 July 2025. Julia has indicated that she would like to be considered for reappointment. The Search and Governance Committee noted the expertise Julia has brought to the Corporation and unanimously agreed to recommend Julia's reappointment to the Corporation at its meeting on 21 May 2025.

The Committee noted that there is currently one vacancy and discussions were held by

the Committee on targeting someone in the construction sector in line with the recommendation in the External Governance Review. Members of the Committee agreed to follow up with contacts they have in the sector and Karen Spencer will raise this with the leader of Harlow Council when they meet.

The Search and Governance Committee noted the Register of Membership and update on the membership of Harlow College Further Education Corporation, and recommended the reappointment of Julia Filary as a Governor of Harlow College Further Education Corporation for a period of four years to the Corporation for approval at its meeting on 21 May 2025.

7 Governance KPIs and Improvement Plan 2024 – 2025

The Search and Governance Committee received and considered the report on Governance KPIs 2024 – 2025 and Improvement Plan, presented by Ruth Lucas, Head of Governance.

The report was taken as read.

Ruth Lucas highlighted the updates to the KPIs and the Improvement Plan since the last Search and Governance Committee meeting, covering attendance at meetings, monitoring of KPIs by the Corporation and Standards and Curriculum Committee and Governor succession planning.

A discussion was held around the formal reporting of Senior Post Holder appraisals to the Remuneration Committee and that a summary of the appraisals should be provided to the Committee. It was agreed that this would be done via a report to the July Remuneration Committee meeting and a follow-on report to the Corporation.

A Governor asked if there is a formal way of reporting back on stakeholder engagement. Feedback should be sent to the Head of Governance and Governors' attendance at external events can be recorded at the Corporation meetings. If there is an opportunity to put the College in contact with key stakeholders and / or organisations, this should be done via the Principal and Head of Governance. Governors were reminded that if they are attending College in any capacity, the Head of Governance needs to be informed in advance.

A question was asked about meeting attendance and whether there was a particular issue or person. The Committee was informed that attendance is closely monitored and that conversations are had with individuals if their attendance is starting to cause concern. There is annual reporting of attendance figures in the annual self-assessment of governance.

The Search and Governance Committee noted the Governance KPIs 2024 – 2025 and Improvement Plan.

8 Annual Accountability Statement

The Search and Governance Committee received an update on the Annual Accountability Statement, presented by Karen Spencer, Principal and Ruth Lucas, Head of Governance.

Governors were reminded that an Annual Accountability Statement is required as part of

the College's funding agreement with the DfE. The Statement is a sub-set of the College's Strategic Plan and forms part of the basis of the Annual Strategic Conversation discussions with the DfE and the FE Commissioner Team.

A draft Annual Accountability Statement will be presented to the Corporation for discussion at its meeting being held on 21 May 2025 and the Corporation will be asked to delegate the final sign-off to the Search and Governance Committee at its meeting being held on 23 June 2025. The deadline for submission of the Statement to the DfE is 30 June 2025.

The Search and Governance Committee noted the update on the Annual Accountability Statement and agreed the approach set out above.

9 FE Commissioner Termly Newsletter – Spring Term

The Search and Governance Committee received, considered and noted the FE Commissioner Termly Newsletter – Spring Term, presented by Ruth Lucas, Head of Governance.

10 FE Commissioner Intervention Assessment Summary Report: Weston College

The Search and Governance Committee received and considered the report on the FE Commissioner Intervention Assessment Summary Report: Weston College, presented by Karen Spencer, Principal and Ruth Lucas, Head of Governance.

Karen Spencer reported that a sector letter is expected as a result of the FE Commissioner Intervention Assessment Summary Report: Weston College, which could include mandates for the sector. The report highlights poor accountability and poor governance and makes a series of recommendations.

Each of the recommendations raised in the report were discussed by the Search and Governance Committee, including any action which the College might need to take.

Weston College Recommendation	Harlow College's Practice
Recommendation 1: the college must put in place a formal scheme of delegation which clearly sets out the level of full board or committee approval required for key decisions including the remuneration of senior staff.	<p>Remuneration of Senior Post Holders (the Principal, three Deputy Principals and the Head of Governance) is discussed by the Remuneration Committee which consists of the Chair of the Corporation and the Chairs of the Committees. This is then reported to and agreed by the full Corporation.</p> <p>The Principal completes a statement every year on remuneration however this is not formally recorded or reported back to the Corporation however the full details are included in the Financial Statements annually. All Senior Post Holders are happy to have full disclosures. Deanne Morgan reported she would have a</p>

	<p>discussion with the College's external auditors around the presentation and disclosure of this. Paul Whitehead highlighted that it is critical that Governors are provided with this information even if the auditors do not want it to be published in the accounts.</p> <p>Ruth Lucas confirmed that a full scheme of delegation is in place which is reviewed and approved annually by the Corporation.</p>
Recommendation 2: The terms of reference of the remuneration committee should be updated to specify that the decisions on senior pay must be ultimately approved by the full board of governors.	This is covered in the Remuneration Committee's terms of reference.
Recommendation 3: Terms of office for governors should normally be limited to two terms of four years, as recommended by the AoC Code of Good Governance and the college's Instruments & Articles should be amended to reflect this.	<p>There is a possibility that a sector letter could mandate colleges to limit terms of office to two terms of four years.</p> <p>In some circumstances, Governors have longer terms in office, for example if they are from a particular employer or sector or if they have a particular skills-set. The reasons and circumstances for having Governors with longevity would need to be incorporated into the Instrument and Articles of Government or other relevant governance documents. There are two Governors who have currently served more than two terms however the Committee agreed that there is sufficient challenge from Governors with longer terms of office.</p> <p>It was agreed that the proportion of longstanding Governors would be the issue and mandating to limit the number of terms of office could potentially have a negative effect.</p> <p>A Governor reported that limiting the term of office is normal in other sectors and that there could be other roles these Governors could move into.</p> <p>A Governor reported that it takes time to build confidence to be a critical friend.</p>

	<p>Karen Spencer reported that the challenge is with cosy relationships and it could be easy to see how relationships could morph into something different.</p> <p>The Committee agreed that Governors who have served more than two terms of office should be in the minority of external Governors and maybe limited to two.</p>
<p>Recommendation 4: The appointed clerk to the board should hold, or be working towards, a professional clerking qualification.</p>	<p>This is a specific requirement for Weston College.</p> <p>The sector requirement, as detailed in the FE and Sixth Form College Corporations: Governance Guide, published by the DfE, is for the Governance Professional to either have a professional clerking qualification or relevant sector experience.</p> <p>This is therefore covered by the Head of Governance's experience and training undertaken.</p>
<p>Recommendation 5: The approval of senior post-holder pay must be based on the whole proposed remuneration package, expressed in monetary figures, and including all bonuses and ancillary payments. The proposed package must be carefully considered in line with sector benchmarks and value for money. Minutes of meetings which record these decisions must be sufficiently detailed to record the impact of the decision on the monetary value of total annual remuneration. Non-confidential Board minutes should be published on the College's website in a timely fashion.</p>	<p>This is covered in the College's response to recommendation 1 above, in which the Principal's full remuneration is reported to Governors and in the Financial Statements.</p> <p>It was agreed that reports to the Remuneration Committee on proposed Senior Post Holder remuneration will include actual amount of the remuneration in addition to the percentage.</p> <p>The statement signed by the Principal annually could be presented to the Remuneration Committee to give Governors additional information on the remuneration. This could be extended to all Senior Post Holders.</p>
<p>Recommendation 6: The senior leadership of the college should instigate procedures for identifying planned transactions which might require permission under the principles of Managing Public Money, for example reviewing as part of the monthly management accounts. There should be</p>	<p>The College has systems in place to ensure the principles of Managing Public Money are adhered to.</p> <p>The Principal's credit card and expenses are authorised by the Chair of the Audit Committee.</p>

<p>a report on these in an appropriate format as part of regular updates to the board.</p>	<p>The Principal signs off all other Senior Post Holders' expenses and a discussion was held on whether the Committee was comfortable with this. Governors were informed that the value of these expenses are low. The Committee and Deanne Morgan agreed that they were comfortable with this.</p> <p>Deanne Morgan reported that additional information on key management personnel expenses can be added into the regularity self-assessment questionnaire and it was agreed that this would be beneficial for greater transparency.</p>
<p>Recommendation 7: The annual financial statements must be produced in line with the ESFA college accounts direction and the note on accounting officer emoluments must agree explicitly with the full value of remuneration approved by the board.</p>	<p>The College is fully compliant with this.</p>
<p>Recommendation 8: All salary payments processed by the finance team must follow the standard payroll processing and authorisation procedure and there must be no exceptions for senior post-holders.</p>	<p>Deanne Morgan confirmed that it has been clarified with Payroll and the Finance Team that all expenses go through payroll and recorded that way.</p>
<p>Recommendation 9: Board committee structures should follow CUC (Committee of University Chairs) and AoC Code of Good Governance, including that the chair of remuneration should never be the same individual as the chair of the board.</p>	<p>The College is compliant with this.</p>
<p>Recommendation 10: There should be a skills audit of the current (as at June 2024) board of governors with a view to ensuring an appropriate breadth of management experience. There should be a qualified accountant on the audit committee at all times.</p>	<p>The College is compliant with this.</p>
<p>Recommendation 11: The induction process for governors should be reviewed to ensure clarity on the need for governors to hold college leadership to account.</p>	<p>This was covered in the External Review of Governance and is part of the AoC Governor Induction training.</p>

<p>Recommendation 12: The college should review its policies to ensure it maintains a recently updated personal relationships policy which sets out safeguards, including reporting, on potential conflicts of interest.</p>	<p>Personal relationships need to be declared via HR however it was agreed that a review by Finance and HR is required to ensure that safeguards are in place and fully documented, particularly around the financial accountability aspects.</p> <p>For individuals in relationships, the College ensures they are not in a direct line management structure. Risk mitigations and how they are implemented need to be looked at and relevant departments need to be aware of how to manage this.</p> <p>Deanne Morgan agreed to discuss with the external auditors the section in the report on disclosing close family relationships in the Financial Statements and the Regularity Self-Assessment Questionnaire.</p>
<p>Recommendation 13: The board of governors should commission an internal audit to provide full reassurance that no element of the previous principal's remuneration was paid or reported through the separate legal entity of the West of England Institute of Technology.</p>	<p>This is not relevant to the College.</p>

Ruth Lucas agreed to produce a report to the Corporation which documents the recommendations and the College's response to each recommendation which will be presented at the next Corporation meeting taking place on 21 May 2025.

The Search and Governance Committee noted the report on the FE Commissioner Intervention Assessment Summary Report: Weston College.

11 FE Commissioner's Team Active Support

The Search and Governance Committee received and considered the report on the FE Commissioner's Team Active Support, presented by Ruth Lucas, Head of Governance.

The Committee discussed the areas of active support provided by the FE Commissioner's Team. A discussion was held around the Curriculum Efficiency and Financial Sustainability Support (CEFSS) offered however the College operates a different curriculum planning model to most colleges therefore the model used in the CEFSS may not be that appropriate for or transferable to Harlow College.

After consideration of the support currently offered, the Search and Governance Committee agreed that at present, support was not required.

The Search and Governance Committee noted the report on the FE Commissioner's Team Active Support.

12 Any Other Business

There were no items of any other business.

13 Dates of Next Meetings

Summer Term 2025	Monday 23 June 2025	10am
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Key Points From The Meeting For Corporation:

- 1. Membership of Harlow College Further Education Corporation**
To ratify the recommendation of the Search and Governance Committee.
- 2. FE Commissioner Termly Newsletter – Spring Term**
To receive and note the FE Commissioner's termly newsletter for the Spring Term,
- 3. FE Commissioner Intervention Assessment Summary Report: Weston College**
To receive the report on the College's response to the recommendations raised in the FE Commissioner Intervention Assessment Summary Report: Weston College.

Action Plan:

Action No.	Agenda Item	Action	By Whom	By When
001	7 – Governance KPIs 2024-2025 and Improvement Plan	Formal report on SPH appraisals to include a summary of the appraisals to be presented to the Remuneration Committee and Corporation.	Ruth Lucas	10 July 2025
002	10 – FE Commissioner Intervention Assessment Summary Report: Weston College	Ruth Lucas to produce a report for Corporation on the College's response to the recommendations raised in the report.	Ruth Lucas	21 May 2025