

## Minutes of the Meeting of the Governance, Search and Strategy Committee

held at 8.30 am on Wednesday 21 May 2025

In the Banks Room, Spring Grove House

<b>Present:</b>	Mr S McGeoch (SM)	Chair
	Ms T Aust (TA)	CEO/Principal
	Ms R Turner (RT)	
	Mr S Taylor (ST)	
	Mr P Sullivan (PS)	
	Mr A Rides (AR)	
<b>Apologies:</b>	Mr M Othi (MO)	
<b>In Attendance:</b>	Ms K Frost (KF)	Head of Governance
	Mr M Cooper (MC)	Executive Director
	Ms M Gajewska-Kopczyk (MGK)	Vice Principal

### 10/25 **Welcome and Apologies**

The Chair welcomed everyone to the meeting. Apologies for absence were received and accepted from MO.

It was confirmed the meeting was quorate.

### 11/25 **Declarations of Interest**

There were no declarations of interest relating to the items on the agenda.

### 12/25 **Minutes of the Last Meeting**

Minutes from the meeting of the committee held on 5 February 2025 (Paper 3) had been received in advance.

IT WAS DECIDED the minutes were a true record of the meeting and they were approved.

### 13/25 **Matters Arising**

An update on progress towards the actions from the last meeting was received in advance of the meeting. The following matters arising were discussed:

- 5/25: A risk relating to the recruitment and retention of members of the Executive Team has been added to the risk register.

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- 5/25: Completed. Oversight of Risk 20 'Competition for students' had been moved to the CQSE Committee.
- 6/25: Proposal about which accreditations to pursue. MC reported that the College would be proceeding with two accreditations: Disability Confident Leader in 2025-26 and the EDI charter would be considered for 2026-27. The College would be working with a college group who had already achieved the EDI charter. It was noted that the College had already achieved the Good Business Charter.

Governors asked what value the College would gain from achieving the accreditations. It would be important to balance the amount of work involved versus the potential benefits to the College. The CEO said she believed the Disability Confident Leader accreditation would offer benefits, aligning with the College's commitment to being an inclusive employer and organisation. As for the EDI charter, the College planned to evaluate its potential value during the 2025-26 academic year, collaborating with a college group that had already attained the accreditation to better understand the workload required. The College already had a number of measures relating to EDI in place.

## 14/25 Risk Management

A 'Risk Register Extract GSSC' (Paper 5) was received in advance of the meeting. MC summarised changes since the last meeting of the committee.

Governors reviewed each risk on the extract and discussed whether any updates or changes were necessary:

- Governance Quality: No updates needed.
- Merger: No updates needed. The Board continued to provide the steer that a merger was not considered an option.
- Leadership: Recruitment was ongoing for leadership team vacancies. The Vice Principal Curriculum and Quality role had been advertised and interviews would be held on 5 and 6 June 2025. Internal progression to fill the Vice Principal SEND/Inclusion role was underway. The Director of Resources vacancy would be advertised in September.
- Business Continuity: It was agreed to increase the likelihood score due to recent events. Governors asked the Executive Team to create an ongoing business continuity test plan that would provide opportunities to bring the crisis team together on a periodic basis giving them an opportunity to get to know each other and the processes involved. It was suggested the Critical Incident Plan should be reviewed to update changes to key personnel.

**Action:** MC/MGK

- Diversity: No updates needed.

Governors asked how risks in department risk register fed through to the strategic risk register. MC reported that any key changes would be fed into relevant committee meetings.

## 15/25 Strategic Planning

### a) Update on Development of new Strategic Plan

The Chair reported that at the recent Strategy Day it was decided to postpone finalisation of the plan until the January Strategy Day allowing the new CEO an

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opportunity to take ownership of it. An interim development plan would be put in place from September 2025. The CEO reported that the Executive Team had reviewed feedback from the Strategy Day and would use this at the CMT Strategic Planning Day on 13 June 2025 to work on the Development Plan for 2025-26. An update would be given at the July Corporation meeting.

Governors suggested arranging a meeting of the Chairs and Executive Team in August 2025 to review the year, discuss plans for next year and to receive an update on the proposed Development Plan.

**Action:** KF

Governors said they thought the recent Strategy Day worked well being discussion based rather than presentation based.

**b) Update on the Skills and Logistics Centre Lease**

The CEO reported that an initial meeting had been held with the Director of Education at the Borough of Hounslow to talk through the College's longer-term plans for the Skills and Logistics Centre from an education and skills point of view. The Director of Education had arranged for MC to meet with the Assets Director to look at the technicality of the lease.

MC reported that he had met with the Assets Director and explained that the College was seeking to arrange a long term lease of 125 years with a peppercorn rent. Similar arrangements had been made with academies. MC had explained how the College contributed to the Council's priority of regeneration in Feltham through the provision of education aligned to local skills needs. The Assets Director had mentioned he wasn't sure if a 125 year lease would be feasible.

Following the meeting, the next step would be for the College to produce an executive summary report outlining the College's request.

Governors asked what the minimum lease term would need to be in order for it to be considered investable. MC said the majority of capital grant funding stipulated a 125 year lease as a requirement. MC had explained to the Director of Assets that without a 125 year lease, there would be significant barriers to capital expenditure, restrictions on premises development and limitations on the growth of the curriculum offer.

Governors noted that there had not yet been an in-depth discussion at CQSE Committee regarding the long-term vision for the curriculum at Feltham and agreed that such a discussion was needed. It was agreed to add an item to the agenda of a future CQSE committee meeting.

**Action:** KF

Governors emphasised the need for a discussion about whether to commit to the Feltham site if the lease did not allow access to capital funds. It was agreed the executive summary should clearly highlight the necessity of a 125 year lease or the College may consider other locations.

MC reported that Woodbridge Park were currently sharing the Feltham site with the College. Discussions were underway to identify an alternative space for them which would release additional space for College use.

It was noted that a further update would be given at the Corporation meeting in July 2025.

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## 16/25 Governance

### a) **Corporation Membership and Succession Planning**

'Corporation Membership and Succession Planning' (Paper 7a) was received in advance of the meeting.

*SM left the meeting.*

The committee discussed the re-appointment of SM as a governor as his current term of office was due to end on 31 July 2025. The committee considered the following factors:

- Whether SM's skills were still required.
- Whether SM's departure give the Corporation an opportunity to improve the skills mix.
- SM's contribution and commitment to the Corporation's work.
- The diversity on the Corporation.

IT WAS DECIDED to recommend to the Corporation, the re-appointment of SM as an Independent Governor for a 3 year term from 1 August 2025 to 31 July 2028.

*SM re- joined the meeting.*

### **Associate Members**

IT WAS DECIDED to recommend to the Corporation the re-appointment of Charanjit Ajit Singh and John Bolt as Associate Members for a further year with terms of office running from 1 August 2025 to 31 July 2026.

### **Committee Membership and Chairs**

IT WAS DECIDED to recommend to the Corporation the committee membership and chairs as detailed in Appendix 2 of Paper 7a, noting that MGK would replace TA on the relevant committees.

### **Future Succession Planning**

It was noted that the following governors had terms of office coming to an end next academic year:

Rose Turner: May 2026

Philip Sullivan: May 2026

Anita Gray: July 2026

Alan Rides: July 2026

It was agreed that SM would contact each to discuss their future intentions.

**Action: SM**

### b) **Instrument and Articles of Government**

'Draft Instrument and Articles of Government' (Paper 7b) was received in advance of the meeting.

KF explained that it was good practice for the Corporation to review the Instrument and Articles of Government periodically and, as the last review was July 2012, it was an appropriate time to review them.

After making a minor amendment, IT WAS DECIDED to recommend the Draft Instrument and Articles of Government to the Corporation for approval.

### c) **Governor Handbook 2025**

'The draft Governor Handbook 2025' (Paper 7c) was received in advance of the meeting.

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Governors suggested adding a 'College on a Page Sheet' to the Governor Handbook. It was agreed that RT would send an example to the Head of Governance.

**Action:** RT

The committee discussed the current process for determining the pay of Senior Postholders. Currently, the Corporation approved the starting pay, and the Remuneration Committee had delegated responsibility to approve any changes. It was suggested that the Remuneration Committee be granted delegated authority to approve both the starting pay and any subsequent pay changes. Committee members were in agreement that this authority should be granted to the Remuneration Committee. To mitigate any associated risks, it was agreed that a member of the Audit Committee would join the Remuneration Committee, and a mandatory requirement to report the outcomes of any pay decisions to the Corporation would be added to the Terms of Reference for the Remuneration Committee.

**Action:** SM/KF

Governors suggested removing the requirement included in the Safeguarding Governor Role Description to 'ensure that at least one governor on the recruitment and selection panel for senior staff has successfully completed accredited Safer Recruitment training' as this would be the responsibility of the Head of Governance or the GSS Committee.

**Action:** KF

It was agreed that the Head of Governance would be given authority to make minor changes to the Governor Handbook throughout the year, noting that any changes in process would require discussion at the Governance, Search and Strategy Committee.

IT WAS DECIDED to recommend the Governor Handbook 2025 to the Corporation for approval.

**d) Review of Confidential Papers**

A list of the papers marked as Confidential had been received in advance of the meeting. IT WAS DECIDED to continue to mark all of the documents listed as Confidential as well as all minutes from the meetings of the Remuneration Committee.

It was agreed to review the publication of Confidential Papers on a 3 yearly basis moving forward.

**e) Governor Action Plan**

An update on progress towards the Governor Action Plan was received in advance of the meeting. (Paper 7e). The Committee reviewed progress against the agreed actions and discussed the following objectives:

16: It was noted that the College had achieved the Good Business Charter. The action plan would be updated to reflect this.

17: Governors suggested the following training sessions for next academic year: ESOL, Creative Arts, Skills and Logistics Centre.

**Action:** KF

Governors said they thought the training sessions arranged for this academic year had been fantastic and were well attended. Thanks were passed on to the senior managers involved.

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The Chair reported that next year's area of focus would be on reporting and the updating and streamlining of the Data Dashboard.

**f) Discussion about Effectiveness of Committees**

The Chair invited committee members to reflect on the effectiveness of the committee over the last 12 months. The following points were noted in the discussion:

- When combined with the two Strategy Days, the committee has had meaningful discussions and maintained good momentum, even though the strategic plan was still to be finalised. Decisions had been made, including discussions on the SPA.
- The committee had approached the monitoring of the Feltham lease in a logical and sensible way.
- The committee was operating effectively.
- Looking ahead, the committee would have a role in overseeing the development of the data dashboard.
- Adhoc meetings could be arranged if necessary. Timing dependencies should not be a barrier to decision-making. There was flexibility within the governance structure to hold additional meetings—virtually, if needed—when business requirements arose. The executive team were reminded that they could request an ad hoc meeting should an urgent issue arise.
- Members agreed that the committee's biggest achievements included the strategic discussions at the Strategy Day and the work on Feltham, and felt the committee was fulfilling its purpose effectively. The committee's role was considered clear, and there was confidence that key issues had been reported back to the Board appropriately.
- No changes to the committee's structure or operation were proposed.

**g) Update on External Review**

It was agreed that SM, MGK and KF would take forward the action to arrange a reviewer for the next External Review of Governance due in the summer term 2026.

**Action:** KF/SM/MGK

**17/25 Key Points from the Meeting**

It was agreed to bring the following points to the attention of the Corporation:

- An update on progress towards the interim Development Plan for 2025-26 would be provided at the July meeting of the Corporation.
- The likelihood score for the Business Continuity risk was increased due to recent events. The committee asked the Executive Team to arrange some regular crisis team exercises and asked for the Critical Incident Plan to be updated.
- Negotiations continued with Hounslow about the new lease for the Skills and Logistics Centre. The committee agreed that it would be important for the College to be given a 125 year lease which would unlock capital investment. If this wasn't granted, the Corporation would need to discuss whether to look for a site elsewhere.
- Succession planning was underway for several governors with terms ending in 2026. SM would meet with each governor.
- The committee was proposing a change to the Remuneration Committee responsibilities. Moving forward they would have delegated authority to approve the starting pay for Senior Postholders in addition to the changes in pay. To mitigate against any risks with this a member of the Audit Committee would join the Remuneration Committee and a requirement for the Remuneration Committee to report on the decisions made would be added to the Terms of Reference.

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- Positive feedback from governors on this year's training programme. Suggestions for training next year included ESOL, Creative Arts and the Skills and Logistics Centre.
- The committee reviewed its effectiveness. Positive feedback on operations and flexibility in the governance structure. No changes suggested.
- Plans were progressing for the next External Review of Governance in summer 2026.

## 18/25 **Date of the Next Meeting**

The date of the next meeting of the committee was 8.30am on Wednesday 12 November 2025.

## Summary of Actions

No.	Action	Lead	Target Date
14/25	Increase the likelihood score for Business Continuity Risk. Create an ongoing business continuity test plan that provides opportunities to bring the crisis team together on a periodic basis giving them an opportunity to get to know each other and the processes involved.	MC/MGK	Nov 25
14/25i	Update the Critical Incident Plan with changes to key personnel. (To be taken forward by the FRCP Committee).	LS	Nov 25
15/25	Arrange a meeting of the Chairs and Executive Team in August 2025.	KF	July 25
15b/25	Add an in depth discussion to the agenda of a future CQSE Committee meeting regarding the long-term vision for the curriculum at the Skills and Logistics Centre.	KF	Nov 25
16a/25	Contact RT, PS, AR and AG to discuss their terms of office and future intentions.	SM	Nov 25
16c/25	Send an example of a 'College on a Page Sheet' to the Head of Governance.	RT	Nov 25
16c/25	Arrange for a member of the Audit Committee to join the Remuneration Committee. Add a mandatory requirement to report the outcomes of any pay decisions to the Corporation to the Terms of Reference for the Remuneration Committee.	SM/KF	Nov 25
16ci/25	Remove the requirement in the Safeguarding Governor Role Description to 'ensure that at least one governor on the recruitment and selection panel for senior staff has successfully completed accredited Safer Recruitment training'.	KF	Nov 25
16e/25	Include the following areas in the training sessions for next academic year: ESOL, Creative Arts, Skills and Logistics Centre.	KF	Nov 25
16g/25	Take forward the action to arrange a reviewer for the next External Review of Governance due in the summer term 2026.	KF/SM/MGK	Nov 25

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