

MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON WEDNESDAY 21ST SEPTEMBER 2022

Present

Antony Ball	Governor
Angela Briggs	Governor
Jonathan Davies	Staff Governor (joined the meeting at 17:38)
John Rees	Governor (CEO)
Paul Scanlon	Governor
Mark Swales	Governor
Lee Walker	Governor

The quorum for the meeting was four Members, at last 2 external. The Clerk to the Corporation confirmed that the meeting was quorate.

In attendance

Sharon Harmon	Clerk of Corporation
Joanne Platt	Interim Director of Governance

The meeting was held on MS Teams and commenced at 5.30 pm.

Item	Minute	Action	Date due
	The Chair formally welcomed newly appointed CEO and Governor, John Rees and Clerk to the Corporation, Sharon Harmon, to their first meeting of the S&G committee.		
1	Apologies		
	Apologies for absence were received for Andrea Ward, Governor.		
2	Declarations of Interest		
	Members should declare any personal or financial obligation, allegiance or loyalty which would in any way affect decisions in relation to the subjects under discussion.		
	J Platt, Interim Director of Governance declared an interest in Item 11 External Board Review. J Platt declared an association with the Association of Colleges to conduct Board reviews. Members noted that no decision on the commission of a provided would be decided at the meeting.		
3	Election of Chair and Vice Chair 2022-24		
	The Clerk to the Corporation informed members that the Chair and Vice Chair's two-year terms had expired and both a Chair and Vice Chair needed to be appointed for 2022-24. Members were asked if they wished to express an interest to be the Chair or Vice Chair of the committee. A Ball expressed an interest to be appointed for a further two-year term as the Chair. M Swales expressed an interest to be appointed for a further two-year term as Vice Chair. Members were asked to approve the two appointments.		
	A Ball and M Swales left the meeting for the voting on their respective appointments.		

Item	Minute	Action	Date due
	<p>Resolution: A Ball was unanimously appointed for a further two-year term as Chair of S&G. M Swales was unanimously appointed for a further two-year term as Vice Chair of the S&G committee.</p>		
4	<p>Minutes of a meeting of the Search and Governance Committee held on 25 May 2022 and any matters arising</p>		
	<p>The members agreed an update to Item 4, page 2, paragraph 2 to include the following minute 'It was further agreed that the Chair and Vice Chair of the Finance and Resources committee would attend the one meeting of the Audit and Risk committee at which the annual Financial Statements were reviewed'.</p>	Clerk	Sept 22
	<p>The minutes were agreed as a true and correct record to be signed by the Chair pending the agreed amendment.</p>		
	<p>Matters Arising</p>		
	<p>J Platt, Interim Director of Governance, confirmed all the actions from the minutes of the last meeting of the Search and Governance Committee held on 25 May 2022 had been completed.</p>		
5	<p>Review of Committee Performance and Annual Report 2021/22</p>		
	<p>Members were asked to consider the Committee Performance and Annual Report 2021/22 presented by J Platt. Members noted report provides an overview of the Committee performance against its terms of reference.</p>		
	<p>Members agreed they are happy with the Committee's achievements in the previous academic year and are satisfied that the Committee has fulfilled all its responsibilities as set out in the Terms of Reference and Annual Report 2021/22.</p>		
	<p>Resolution: The Committee approved its Annual Report for 2021-22.</p>		
6	<p>Board Self-Assessment Report</p>		
	<p>Members were asked to consider the Governance Self-Assessment 2021-22 report presented by J Platt. Members noted that the Board Self-Assessment for 2021-22 has been completed for inclusion in the College-wide SAR. The information in the draft Board Self-Assessment is taken from the outcome of a gap analysis against the Association of College's Code of Good Governance for English Colleges, the outturn on the 2021-22 Governance QIP, feedback from the recent Ofsted inspection and the annual Board Self-Assessment survey undertaken in June 2022.</p>		
	<p>Members further noted that areas for improvement identified in the self-assessment have been incorporated into an action plan, which will be added to the action plan arising from a gap analysis of the Association of College's Code of Good Governance for English Colleges to form a new Governance QIP for 2022-23 which is currently being drafted. The draft Governance QIP for 2022-23 will be circulated to the S&G committee for review before it is submitted to the Corporation Board for approval.</p>	Clerk	Sept 22
	<p>Members thanked J Platt for the detailed report.</p>		

Item	Minute	Action	Date due
	<p>Members agreed the action relating to ‘curriculum intent’ can be removed as not appropriate for the Board action plan. In addition, the action relating to student forums can be removed as the work on Student Engagement from the previous action plan has been carried out.</p>	Clerk	Sept 22
	<p>Resolution: Pending agreed updates members approved the Board Self-Assessment for 2021-22 and the associated Action Plan for 2022-23, for recommendation to the Corporation Board for approval on 19 October 2022.</p>		
7	<p>Board and Committee Membership Update</p>		
	<p>Members were asked to review the Board and committee membership.</p>		
	<p>Members noted there is currently one Independent Governor vacancy and three Student Governor vacancies (1x HE and 2 x FE). The three Student Governor vacancies will be filled via student election at the start of the academic year. An application for the Independent Governor vacancy has been received from Dan Fell.</p>		
	<p>Members noted governors with terms of office ending this academic year. Members discussed reappointment of governors. It was agreed the Chair and Clerk would discuss further and consult with governors in question to ascertain if reappointment was appropriate.</p>	Chair of Corp /Clerk	Oct 22
	<p>Members reviewed Dan Fell’s application for the Independent Governor vacancy. The Chair of Corporation reported on the recruitment meeting with Dan Fell and recommend his appointment. Following discussion, members unanimously supported the recommendation of Dan Fell’s appointment as an Independent Governor to the Board.</p>		
	<p>Resolution: Members unanimously recommend the appointment of Dan Fell as Independent Governor to the Corporation Board.</p>		
	<p>Members noted Lee Walker, Paul Scanlon and Lee Tillman’s first term of office comes to an end at the end of July 2023. Members were asked to vote on inviting them to serve a further four-years from 1 August 2023.</p>	Chair of Corp / Clerk	May 23
	<p>Resolution: Members unanimously agreed to recommend the re-appointment of Lee Walker, Paul Scanlon and Lee Tillman for a further four-years from 1 August 2023 to the Board pending acceptance of the invitation from the governors in question.</p>		
	<p>Members noted that Student Governor Luke Cantrill will complete his term of office at the end of July 2023 and he will also have completed his studies, a new student Governor will be elected to replace him at the start of the 2023-24 academic year.</p>		
	<p>Members noted that Staff Governor, Emma Kirk will complete her first term of office (of two years on 31 July 2023. Member were asked to consider offering Emma reappointment, subject to Board approval in July 2023, for a further four years. Members noted that Emma’s re-appointment would bring Staff Governors’ terms of office in alignment.</p>		
			May 23

Item	Minute	Action	Date due
<p>Resolution: Members unanimously agreed Emma Kirk be invited to serve a second term of office of four years (subject to Board approval in July 2023).</p>	<p>Members noted that Ruth Brook will have completed her second term of office on 31 July 2023. Members were asked to consider inviting Ruth to serve another term of two years. Members confirmed re-appointment for a third term was permissible, in exceptional circumstances, within Instruments and Articles of Government. Members discussed Ruth's reappointment and agreed given the recent high turnover of Board members and Ruth's considerable experience it would be a benefit to the Board to invite Ruth to serve another term of two years.</p>	<p>Chair of Corp / Clerk</p>	
<p>Resolution: Members unanimously agreed Ruth Brook be invited to serve a third term of office of two years from 1 August 2023 (subject to Board approval in July 2023).</p>	<p>Members noted the Chair of the Board, Angela Briggs, will have completed her second term of office on 31 July 2023. Members were asked to consider the proposal that Angela be invited to serve a further (final) term of office as a Governor of four years, subject to Board approval. If approved, Angela will then be eligible for re-appointment as Chair (Instrument 5 (10)) and accordingly, a further four years (which will be subject to a formal vote at the March 2023 meeting of the Board). Members discussed the proposal and agreed given the exceptional circumstances and turbulence of the last few years, in addition to the recent high turnover of Board members, that recommending the Chairs re-appointment would be beneficial to the Board.,</p>	<p>Chair of Corp / Clerk</p>	<p>May 23</p>
<p>Resolution: Members unanimously agreed to recommend to the Board that Angela Briggs be invited to serve a further (final) term of office as a Governor of four years.</p>	<p>Members noted changes are required to membership of subsidiary companies due to the recent retirement of Mick Lochran and it is proposed that the Companies are asked to appoint John Rees to take his place on the Boards of Kingsway Consulting and Doncaster and North Lindsey Colleges.</p>		
<p>John Rees left the meeting for voting on this item.</p>	<p>Resolution: Members unanimously agreed the recommendation of the appointment of John Rees to the Boards of Kingsway Consulting and Doncaster and North Lindsey Colleges.</p>		
<p>Members noted that governors have recently been asked to complete a new Skills Audit survey and the outcome of this will be discussed with each Governor individually at their 1-1s with the Chair in May 2023.</p>	<p>Members discussed Committee membership. It was agreed the Chair of the Corporation, Vice Chair of the Corporation and Clerk would further discuss Committee membership and look to strengthen committees with identified skills gaps. It was noted that there appears to be a gap in relation to accountancy experience on the Board. Members discussed the most appropriate committee for Dan Fell to serve on should his appointment be approved by the Board. Members agreed Dan's skill set would be of particular benefit to the CQP Committee.</p>	<p>Chair/ Vice Chair /Clerk</p>	<p>Oct 22</p>

Item	Minute	Action	Date due
	<p>Resolution: Pending Dan Fell's appointment as an Independent Governor, Members unanimously agreed to recommend to the Board Dan Fell's appointment to the CQP Committee.</p> <p>Members discussed Board diversity and agreed the diversity of the Board has been strengthened over the past two years with new Governor appointments but acknowledged the need to keep Board diversity in mind when recruiting.</p>		
8	<p>Review of Governance Documentation</p> <p>Members review proposed updates to Governance documents. Members noted that following the change of title of the Director of Governance to that of Clerk to the Corporation, there is a need to make changes to some core governance documents. These include the Instrument and Articles of Government, Standing Orders, Scheme of Delegation, and the Committee's Terms of Reference.</p> <p>Members considered a proposal to amend the Instrument and Articles of Government to remove the provision which limits the appointment of staff governors to one from each campus. Members noted that the way in which staff governors are selected for appointment via nomination and election by staff will not change. Where a vacancy for a Staff Governor arises, the advertisement will be circulated to all staff at all campuses. The proposed change to the Instrument and Articles of Government simple lifts the restriction of appointing a member of staff from each campus thereby widening the pool of staff eligible for appointment. Following a question from members the Clerk confirmed staff (via unions) are being consulted on this proposed amendment.</p> <p>Members noted on Scheme of Delegation item 54 Health and Safety Policy should be remit of Audit and Risk Committee not Health and Safety Committee. The Clerk agreed to make this amendment before submitting to Board for approval.</p> <p>Resolution: Following discussion members agreed:</p> <p>I. To recommend changes to the Instrument and Articles of Government to the Corporation Board at its meeting on 19 October 2022.</p> <p>II. To recommend changes to the Board Standing Orders to the Corporation Board at its meeting on 19 October 2022.</p> <p>III. To recommend changes to the Committee's Terms of Reference to the Corporation Board at its meeting on 19 October 2022.</p> <p>IV. To recommend discussed changes to the College's Scheme of Delegation to the Corporation Board at its meeting on 19 October 2022.</p>	Clerk	Sept 22
9	<p>Succession Planning and Board Development</p> <p>Members reviewed the proposed Board Succession Plan 2022-25 and the Board Development Plan for 2022-23. Members noted these plans have been developed in accordance with one of the actions arising from the analysis of</p>		

Item	Minute	Action	Date due
	compliance against the Association of College’s Code of Good Governance and the new Governance QIP 2022-23 which is being drafted.		
	Resolution: Members agreed to recommend approval of the Board Succession Plan 2022-25 and the Board Development Plan for 2022-23 to the Corporation Board on 19 October 2022.		
10	AoC Code of Good Governance		
	Members reviewed the gap analysis against the requirements of the AoC Code of Good Governance undertaken by the Interim Director of Governance. Members noted the report is the outcome of the work done to assess the College’s governance arrangements against the Code. Members thanked the Interim Director of Governance for a very thorough and detailed report which all agreed was very useful. Members also acknowledge the work of the SLT in populating the document. Members noted that actions identified in the gap analysis will feed into the Governance QIP. As agreed in Item 5 above, the Chair and Clerk will circulate the Governance QIP to Search and Governance Committee members before taking to the Board for approval.		
11	External Board Review		
	Members noted that three-yearly external Board Reviews are now mandated for all colleges and must take place between 2021 and 2024 (academic years). Members discussed the timing around the commissioning of the first External Board Review. Following discussion members agreed to aim to commission the first External Board review in the Spring Term of the 2024/25 academic year. Members agreed this position should be kept under review and scoping and planning should be started in the next academic year. Members agreed to include ‘External Board Review’ on the S&G Committee agenda for the Autumn term 2023.	Clerk	Sept 23
	Resolution: Members agreed to recommend to the Corporation Board the College’s first external Board Review be commissioned in the Spring Term of the academic year 2023/24 with scoping and planning to begin in the next academic year.		
12	Review of Confidential Minutes		
	Members reviewed the schedule of confidential minutes of meetings held between December 2021 and July 2022. Members considered and agreed which minutes should be deemed no longer confidential and identified for publication.		
	Resolution: Members agreed to recommend the publication of minutes no longer deemed to be confidential to the Corporation Board on 19 October 2022.		
13	Governor Attendance – Annual Report 2021-22		
	Members reviewed the Governor Attendance Annual Report 2021-22. Members noted a fall in attendance over the previous year. Members noted that an action is included in the new Governance QIP for 2022-23 to improve attendance. Members discussed strategies for improving Governor		

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	attendance, particularly the attendance of Student Governors. The Clerk agreed to follow up on discussed strategies to improve attendance and Student Governor recruitment.	Clerk	Sept 22
14	Register of Interests 2022-23		
	The Clerk updated members on Register of Interests 2022-23.		
15	Statement on Attendance at Meetings		
	Members noted that the College is required to publish its policy on attendance at meetings. Members agreed that although this information is contained within the College's Instruments and Articles of Government and Standing Orders which are available on the College's website, this is not transparent and accordingly agreed the extract developed for publication.	Clerk	Oct 22
16	Committee Chair's Report to Corporation Board and any Risks Identified		
	Members considered the business of the meeting and recorded key items and any changes to strategic risks identified for feedback to the Board in the Committee Chair's Report to Corporation Board.		
17	Any Other Business		
	There was no other business recorded.		
18	Date and Time of Next Meeting		
	The Search & Governance Committee meets annually, and the next meeting will be scheduled for September 2023. Ad hoc meetings will be scheduled as required.		

The meeting closed at 7.22pm

Sharon Harmon
Clerk to Corporation

Signed: (Chair)

Date:

TABLE OF ACTIONS				
Date	Item	Action	Responsibility	Date Due
21/09/22	4	Update Item 4, page 2, paragraph 2 of the S&G Committee minutes of the meeting on 25 May 22 to include the following minute 'It was further agreed that the Chair and Vice Chair of the Finance and Resource committee would attend the one meeting of the Audit and Risk committee at which the annual Financial Statements were reviewed'.	Clerk	Sept 22
21/09/22	4	Invite the Chair and Vice Chair of the Finance and Resource committee to attend the one meeting of the Audit and Risk	Clerk	Oct 22

		committee at which the annual Financial Statements were reviewed.		
21/09/22	6	Circulate the draft Governance QIP for 2022-23 to the S&G committee for review before it is submitted to the Corporation Board for approval.	Clerk	Sept 22
21/09/22	6	Remove the actions relating to 'curriculum intent' and 'student forums' from the Board Self-Assessment for 2021-22 and the associated action plan for 2022-23 before submitting to Corporation Board for approval.	Clerk	Sept 22
21/09/22	7	Members noted governors with terms of office ending this academic year. Chair and Clerk to discuss further and consult with governors in question to ascertain if reappointment was appropriate.	Chair of Corporation/ Clerk	Oct 22
21/09/22	7	Lee Walker, Paul Scanlon and Lee Tillman's invite to serve a further four year term from 31 July 23 pending Corporation Board approval.	Chair of Corporation/ Clerk	May 23
21/09/22	7	Emma Kirk be invited to serve a second term of office of four years subject to Board approval in July 2023	Chair of Corporation/ Clerk	May 23
21/09/22	7	Ruth Brook be invited to serve a third term of office of two years from 1 August 2023 (subject to Board approval in July 2023).	Chair of Corporation/ Clerk	May 23
21/09/22	7	Review Committee membership and look to strengthen committees with identified skills gaps.	Chair of Corporation/ Vice Chair / Clerk	Oct 22
21/09/22	8	Update Scheme of Delegation item 54 Health and Safety Policy should be remit of Audit and Risk Committee not Health and Safety Committee.	Clerk	Sept 22
21/09/22	11	Include 'External Board Review' on the S&G Committee agenda for the Autumn term 2023.	Clerk	Sept 23
21/09/22	13	Follow up on discussed strategies to improve attendance and Student Governor recruitment.	Clerk	Sept 22
21/09/22	15	Arrange publication of Statement on Attendance at Meetings on DNCG website.	Clerk	Oct 22