

**MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON MONDAY 2<sup>ND</sup> OCTOBER 2023**

**Present**

Angela Briggs	Governor
Ruth Brook	Governor
Sue Craggs	Governor
John Rees	Governor
Mark Swales	Governor
Andrea Ward	Governor
Lee Walker	Governor

The quorum for the meeting was four Members, at least 2 external.

**In attendance**

Sharon Harmon Clerk of Corporation

The meeting was held on MS Teams and commenced at 5.00 pm.

<b>Item</b>	<b>Minute</b>	<b>Action</b>
<b>1</b>	<b>Apologies</b>  There were no apologies for absence.  The Chair welcomed new Members of the Search and Governance Committee R Brook and S Craggs.	
<b>2</b>	<b>Declarations of Interest</b>  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.  There were no declarations of interest made.	
<b>3</b>	<b>Election of Chair and Vice Chair of the Committee</b>  Following the departure of the previous Chair of the search and Governance Committee from the Corporation Board, the Clerk called for a vote on the appointment of a new Chair of the committee. Members were asked for expressions of interest in the role prior to the meeting. The Clerk advised that Mark Swales had been nominated as Chair of the committee.  Mark Swales left the meeting for the vote.  <b>Resolution:</b> The Search and Governance Committee appointed Mark Swales as Chair of the committee for a two-year term of office.  Mark Swales rejoined the meeting, and his appointment was confirmed.  Following the appointment of Mark Swales as Chair of the committee, the Clerk called for a vote on the appointment of a new Vice Chair of the Search and Governance Committee. The Clerk advised that Lee Walker had been nominated as Vice Chair of the committee.	

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	Lee Walker left the meeting for the vote.	
	<b>Resolution:</b> The Search and Governance Committee appointed Lee Walker as Vice Chair of the committee for a two-year term of office.	
	Lee Walker rejoined the meeting and his appointment was confirmed.	
4	<b>Minutes of the meeting of the Search and Governance Committee held on 21 September 2022 and any matters arising</b>	
	The minutes of the meeting of the Search and Governance Committee held on 21 September 2022 were agreed as a true and correct record to be signed by the Chair.	
	<b>Matters Arising</b>	
	Members reviewed the actions from the previous meeting. The Clerk confirmed all actions had been completed.	
5	<b>Risk Register Review</b>	
	Members reviewed the Group Risk Register. Members noted the committee had oversight of one risk which is 'Governance - Failure to develop and maintain an effective corporate governance and internal control framework.' Members noted that this risk currently sits within the target risk appetite score. Members considered the controls, assurances, mitigations and planned actions around Governance and agreed the risk rating remains appropriate. Members noted the good deal of work that had happened over the past year in strengthening Governance arrangements.	
	Members asked that the risk scoring mechanism be provided with the Risk Register at future meetings.	
	<b>Action:</b> The Clerk to include the risk scoring mechanism with the Risk Register at future meetings.	<b>Clerk</b>
6	<b>Review of Committee Performance 2022/23</b>	
	Members were asked to consider the performance of the Search and Governance Committee in 2022/23 measured against the Committee's Terms of Reference. Members were also asked to consider any improvements which could enhance the Search & Governance Committee for 2023/24.	
	Members agreed that the Committee had met its responsibilities set out in the Terms of Reference for the Committee and had been effective in carrying out its remit. Members noted however that a lot of work in maintaining good governance had been conducted outside to the committee meeting format and the Committee would benefit from an additional meeting during academic year to conduct its business more effectively. Members agreed the Committee should meet at least twice a year to strengthen its effectiveness. Members noted that the Committee was schedule to meet again in May 2024. Members agreed a revision to the Committee's Terms of Reference clause 4.1 to stipulate that the committee should meet a least twice a year.	
	<b>Resolution:</b> The Search and Governance Committee approved the agreed amendment to Committee's Terms of Reference for recommendation to the Corporation Board for approval.	

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7	<p data-bbox="223 246 829 291"><b>Board and Committee Membership Update</b></p> <p data-bbox="223 313 1372 392">Members reviewed the Corporation Board membership, Committee membership and subsidiary companies Board's membership.</p> <p data-bbox="223 414 1372 593">Members noted there are currently two External Governor vacancies and three Student Governor vacancies (1x HE and 2 x FE) on the Corporation Board. Members noted the three Student Governor vacancies will be filled via student election this term. Members were advised that, following a rigorous recruitment process, interviews for the External Governor vacancies were conducted on 27<sup>th</sup> September 2023.</p> <p data-bbox="223 616 1372 795">A Briggs reported that following interviews, the interview panel recommend the appointment of Tina Greaves and Philippa Poland as External Governors. Members considered the applications and feedback from the interview panel and agreed to recommend the appointment of both Tina Greaves and Philippa Poland to the Corporation Board for ratification.</p> <p data-bbox="223 817 1372 929"><b>Resolution:</b> The Search and Governance Committee approved the recommendation of the appointment of Tina Greaves and Philippa Poland to the Corporation Board for ratification.</p> <p data-bbox="223 952 1372 1064">Members noted that two External Governors will have completed their first term of office on 31 July 2024, Dolly Agoro and Andrea Ward. It is agreed that second terms of office be considered at the next meeting of the Search and Governance Committee.</p> <p data-bbox="223 1086 1372 1164">Member reviewed the Corporation Board Committee membership 2023-24 and noted and agreed changes to committee membership.</p> <p data-bbox="223 1187 1372 1299">Members noted and agreed Link Governor appointments 2023-24, Members noted an activity plan for Link Governors would be agreed and implemented with the Senior Leadership Team.</p> <p data-bbox="223 1321 1372 1400">Members noted that since the last meeting Peter Grant (Governor) had been appointed as a Director to the Optime Support Board.</p> <p data-bbox="223 1422 1372 1736">Members considered the Skills Audit report and agreed there are no clear gaps in the skills profile on the Corporation Board. Members commented that the new format for presenting skills mix data was not as helpful as the previously used skills matrix document. Members asked the Clerk to populate the skills matrix with the latest skills audit data and circulate to the Committee for information. Members discussed areas where development, training and strengthening of skills set may be of benefit to the Corporation Board going forward. Members noted estates and legal are potential areas where skills and knowledge could be strengthened across the Corporation Board membership.</p> <p data-bbox="223 1758 1372 1848"><b>Action:</b> The Clerk to populate the skills matrix with the latest skills audit data and circulate to the Committee for information.</p>	Clerk
8	<p data-bbox="223 1859 861 1904"><b>Governor Attendance Annual Report 2022-23</b></p> <p data-bbox="223 1926 1372 2128">Members reviewed the Governor Attendance Annual Report 2022-23. Members noted that overall attendance at committees and Corporation Board in 2022-23 was 77% which although below the 80% target is a slight increase on the previous year. Members noted that a target is included in the new Governance QIP for 2023-24 to improve attendance. Members discussed strategies for improving Governor attendance, particularly the attendance of Student Governors.</p>	

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9	<b>Register of Interests</b>	
	<p>Members noted that this item was provided for information. Members noted the Register of Interest for 2023/24. There were no points of discussion raised.</p>	
10	<b>Governance SAR / Board Self-Assessment</b>	
	<p>Members were asked to consider the Governance Self-Assessment 2022-23 report presented by Clerk. Members noted that the Board Self-Assessment for 2022-23 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 2022-23 Governance QIP and feedback from the annual Board Self-Assessment survey undertaken in August 2023.</p>	
	<p>Members further noted that areas for improvement identified in the self-assessment have been incorporated into the Governance QIP 2023-24.</p>	
	<p>Members agreed it was a well-considered and accurate report and had no additions or amendments to the report.</p>	
	<p><b>Resolution:</b> The Search and Governance Committee approved the Board Self-Assessment Report 2022-23 for recommendation to the Corporation Board for approval.</p>	
11	<b>Governance QIP 2023-24</b>	
	<p>The Clerk to the Corporation presented the draft Governance QIP 2023-24. Members considered the draft plan and noted the performance targets set out in the draft QIP are taken from the outturn on the Governance QIP 2022-23, the outcome of a gap analysis against the Association of College's Code of Good Governance for English Colleges, and the annual Board Self-Assessment survey undertaken in August 2023. Members further noted that areas for improvement identified in the self-assessment review 2022-23 have been incorporated into the Governance QIP 2023-24. Members agreed the performance targets were appropriate and focused on the right areas for development.</p>	
	<p><b>Resolution:</b> The Search and Governance Committee approved the Governance QIP 2023-24 for recommendation to the Corporation Board for approval.</p>	
12	<b>Review of Confidential Minutes 2022/23</b>	
	<p>Members reviewed the schedule of confidential minutes of meetings held between August 2021 and July 2023. Members considered and agreed which minutes should be deemed no longer confidential and identified for publication.</p>	
	<p><b>Resolution:</b> The Search and Governance Committee recommend the publication of minutes no longer deemed to be confidential to the Corporation Board for approval.</p>	
13	<b>Succession Planning and Board Development</b>	
	<p>Members reviewed the Board Succession Plan 2023-25. Members were reminded that the Board Succession Plan 2022-25 was approved by the Search and Governance Committee and the Corporation Board in the Autumn term 2022. Members noted that all planned actions for the 2022-23 academic year had been completed. Members noted that a planned action for this academic year was the appointment of a second Vice Chair of the Corporation Board. Members agreed that a call for nominations for the role should</p>	

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	<p>be circulated to eligible Board members in advance of the Corporation Board meeting on 18 October in order that a second Vice Chair could be elected at that meeting. The Clerk confirmed that governor aspirations were discussed as part of the governor annual review process in the summer term 2023. Members noted there were no proposed changes to the Succession Plan 2023-25.</p> <p><b>Action:</b> The Clerk to call for nominations for the second Vice Chair role in advance of the Corporation Board meeting on 18 October 2023.</p>	<b>Clerk</b>
<b>14</b>	<p><b>External Board Review</b></p> <p>The Clerk provided members with an update on the commissioning of an External Board Review. Members were reminded that three-yearly external Board Reviews are now mandated for all colleges and that the first review must be completed by 31<sup>st</sup> July 2024. Members noted it had been agreed at the last S&amp;G Committee meeting and approved by the Corporation Board that the first External Board Review should be commissioned to be conducted the in the Spring Term of the 2024. The Clerk reported that scoping and planning was underway and following the tender process with External Board Review service providers, a provider had been commissioned based on availability and value for money. The Clerk provided an overview of the review process and reported that the first scoping phase on the process would begin in December 2023. Members discussed the scope of the review and areas that may be covered. Members agreed the committee should have oversight of the process and the Corporation Board should be kept informed as the process progresses. Members asked that full details and guidance on the review process be shared with the committee for further consideration and discussion.</p> <p><b>Action:</b> The Clerk to share provider details and comprehensive guidance on the External Board Review process to the Search and Governance Committee.</p>	<b>Clerk</b>
<b>15</b>	<p><b>Committee Chair’s Report to Corporation Board</b></p> <p>Members considered the business of the meeting and recorded key items and any changes to strategic risks identified for feedback to the Corporation Board in the Committee Chair’s Report. The following points were highlighted:</p> <ul style="list-style-type: none"> <li>• Recommendation for the ratification of the appointment of new External Governors.</li> <li>• Student engagement opportunities.</li> <li>• Self-assessment survey and skills audit.</li> <li>• External Board Review update.</li> </ul>	
<b>16</b>	<p><b>Any Other Business</b></p> <p>There were no items of any other business.</p>	
<b>17</b>	<p><b>Date and Time of Next Meeting</b></p> <p>The next meeting of the Search &amp; Governance Committee is scheduled for Wednesday 15<sup>th</sup> May 2024, 5.00 pm, MS Teams</p>	

The meeting closed at 7.00 pm.

**Sharon Harmon**  
**Clerk to Corporation**

**Signed:** ..... (Chair)

**Date:** .....

<b>TABLE OF ACTIONS</b>				
<b>Date</b>	<b>Item</b>	<b>Action</b>	<b>Responsibility</b>	<b>Date Due</b>
02/10/23	5	The Clerk to include the risk scoring mechanism with the Risk Register at future meetings.	Clerk	May 2024
02/10/23	7	The Clerk to populate the skills matrix with the latest skills audit data and circulate to the Committee for information.	Clerk	Oct 2023
02/10/23	14	The Clerk to share provider details and comprehensive guidance on the External Board Review process to the Search and Governance Committee.	Clerk	Oct 2023