

MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON TUESDAY 5 DECEMBER 2023

Present

Angela Briggs	Governor
Ruth Brook	Governor
Sue Craggs	Governor
Mark Swales	Governor
Andrea Ward	Governor (from 4.45 pm)
Lee Walker	Governor

The quorum for the meeting was four Members, at last two external. The meeting was quorate.

In attendance

Sharon Harmon Clerk of Corporation

The meeting was held on MS Teams and commenced at 4.30 pm.

Item	Minute	Action
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1 Apologies

Apologies for absence were received from John Rees, CEO.

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.

There were no declarations of interest made.

3 Minutes of the meeting of the Search and Governance Committee held on 2 October 2023 and any matters arising

The minutes of the meeting of the Search and Governance Committee held on 2 October 2023 were agreed as a true and correct record to be signed by the Chair.

Matters Arising

Item 5 - The Clerk confirmed that the risk scoring mechanism was included with the Group Risk Register for this meeting and will be available at all future meetings.

Item 7 - The Clerk confirmed that the updated skills matrix would be circulated to the Committee for information once fully populated.

Item 14 - The Clerk confirmed that provider details and comprehensive guidance on the External Governance Review process was included in the report for discussion at this meeting.

4 Risk Register

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

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	<p>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.</p>	
5	<p>External Governance Review</p>	
	<p>The Clerk presented an updated report on External Governance Review covering the requirement for review, the scope of the review, and the expected timeline and cost. Members noted the contents of the report.</p>	
	<p>Members noted that, subsequent to the last Search and Governance Committee meeting, the External Governance Review service provider had informed the College that the reviewer that had been booked for the spring term 2024 is no longer available due to a change in circumstances. As there is high demand and a shortage of reviewers in the spring term 2024, no replacement reviewer could be secured to complete the review in the spring term. In order to secure a replacement reviewer, the review timeline has been pushed back to the summer term 2024, with the reviewer in attendance at the Corporation Board meeting on 10 July 2024. Members noted the revised timeline for the External Governance Review.</p>	
	<p>Members discussed the scope of the review and potential areas of focus. Members agreed it was important for the review to be purposeful. Members agreed it would be useful for areas of focus to link in with the Governance Development Plan. Members noted the External Governance Review update report would be presented at the next Corporation Board meeting for information and comment.</p>	
	<p><i>Note: A Ward joined the meeting</i></p>	
6	<p>Code of Good Governance</p>	
	<p>The Clerk advised members that at the end of September 2023 the AoC had launched a new version of the Further Education Code of Good Governance to which the Group subscribes. The Clerk explained that, as the Code was launched part way through the academic year, organisations are offered the option to continue the year with the previous version of the code or to adopt the new version of the code for this academic year. Members considered the new version of the code alongside the report provided by the Clerk and agreed to recommend to the Corporation Board the adoption of the latest version of the code for this academic year.</p>	
	<p>Resolution: The Search and Governance Committee agreed to recommend the adoption of the AoC Code of Good Governance 2023 for the 2023/24 academic year to the Corporation Board for approval.</p>	
7	<p>Link Governor Guidance</p>	
	<p>Members reviewed the updated Link Governor Guidance. The Clerk advised members that the guidance had been reviewed with feedback from Link Governors and the Senior Leadership Team. Members agreed the updates were helpful and appropriate.</p>	
	<p>Resolution: The Search and Governance Committee agreed to recommend the updated Link Governor Guidance to the Corporation Board for approval.</p>	
8	<p>Governance Development Plan</p>	
	<p>Members received the reformatted draft Governance Development Plan 2023-26. Members noted the Governance Development Plan 2023-26 replaces the previous quality improvement plan (QIP). Members noted that the agreed targets and areas</p>	

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	<p>for development were the same as set out in the draft QIP presented to the committee at the last meeting. The plan had been reformatted and the language around targets updated to more accurately reflect the planned activities, developments and target outcomes. Members agreed the reformatting of the plan worked well and was an improvement and that the three-year timeframe with annual review was appropriate.</p>	
	<p>Resolution: The Search and Governance Committee agreed to recommend the draft Governance Development Plan 2023-26 to the Corporation Board for approval.</p>	
9	<p>Committee Chair’s Report to Corporation Board</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"> • External Governance Review update on revised timeline and discussion about scope. • Update on the AoC Code of Good Governance 2023 and recommendation that the Corporation Board adopt the new code for this academic year. • Recommend the updated Link Governor Guidance for approval. • Recommend the reformatted Governance Development Plan 2023-26 for approval. 	
10	<p>Any Other Business</p>	
	<p>The Clerk raised a question regarding quoracy at committee meetings. Members noted that currently under the Corporation Standing Orders (clause 3.1) quoracy at committee meeting is 40% of the committee membership. In addition to this clause within the Standing Orders, the Committees’ Terms of Reference specify a set number of external governors should be in attendance but there is not consistency of the set number across committees. It was recommended that the Corporation’s Standing Orders be amended to clarify quorum at committee meetings with regard to external governors in attendance. Members discussed appropriate number of external governors at each committee meeting and agreed that at least 3 external governors should be in attendance at each committee meeting to allow robustness of discussion and decision making. Members reviewed the membership of each committee and agreed the membership across all committees was strong with the exception of the HEPQ committee. Members agreed that the HEPQ Committee membership should be strengthened by the addition on one more external governor member.</p>	
	<p>Action: The Clerk to canvass the Corporation Board for an additional member to join the HEPQ Committee.</p>	Clerk
	<p>Resolution: The Search and Governance Committee agreed to recommend the proposal that the Corporation Standing Orders and the Committees’ Terms of Reference be updated to specify quoracy of 40% of committee membership and at least 3 external members in attendance, to the Corporation Board for approval.</p>	
	<p>There were no further items of any other business.</p>	
11	<p>Date and Time of Next Meeting</p>	
	<p>The next meeting of the Search & Governance Committee is scheduled for Wednesday 15th May 2024, 5.00 pm, on MS Teams.</p>	

The meeting closed at 5.20 pm.

Sharon Harmon
Clerk to Corporation

Signed: (Chair)

Date:

TABLE OF ACTIONS				
Date	Item	Action	Responsibility	Date Due
05/12/23	10	The Clerk to canvass the Corporation Board for an additional member to join the HEPQ Committee.	Clerk	February 2023