

MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 15 MAY 2024.

Present

Sue Craggs	Governor
John Rees	Governor
Mark Swales	Governor
Lee Walker	Governor
Andrea Ward	Governor

The quorum for the meeting was 40% of committee membership to include at least 3 external governors. The meeting was quorate.

In attendance

Sharon Harmon Clerk of Corporation

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

Item	Minute	Action
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1 Apologies

Apologies for absence had been received from Angela Briggs (Governor) and Ruth Brook (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.

There were no declarations of interest made.

3 Minutes and confidential minutes of the meeting of the Search and Governance Committee held on 7 February 2024 and any matters arising

The minutes and confidential minutes of the meeting of the Search and Governance Committee held on 7 February 2024 were agreed as a true and correct record.

Matters Arising

Item 4 – Action completed.

4 Committee Risk Register

Members reviewed the Group Risk Register. Members noted the committee had oversight of one risk in relation to ‘Governance’. Members noted that this risk currently sits within the target risk appetite score. Members considered the controls, assurances, mitigations and planned actions in relation to Governance and were satisfied that the risk rating remains appropriate.

Item	Minute	Action
5	Board and Committee Membership Update	
	<p>Members reviewed the Corporation Board and committee membership.</p>	
	<p>Members considered committee membership and noted there is no change to committee membership since the last meeting of the Search and Governance Committee.</p>	
	<p>Members noted that in relation to the Audit and Risk Committee membership, P Pascoe's (Coopted Member) current term of office was ending on 31 July 2024. Members agreed that the Audit and Risk Committee has strengthened its membership and has a robust membership with a strong skills set. Members proposed not to seek a replacement coopted member of the Audit and Risk committee.</p>	
	<p>Members noted in relation to CQP Committee membership, B Lawrance's (Coopted Member) first term of office is ending on 31 July 2024. The Committee considered a second term of office for Ben as a coopted member of the CQP Committee. Members agreed that it would be beneficial for the CQP Committee to retain B Lawrance and the educational knowledge and experience he provides on the CQP Committee. Members agreed that B Lawrance should be nominated for a second term of office of 4 years as a coopted member of the CQP Committee.</p>	
	<p>Action: The Clerk to follow up with the Chair of the Audit and Risk committee regarding P Pascoe's term of office ending and coopted membership of the Audit and Risk Committee. The Clerk to invite B Lawrance to be put forward for a second term of office as a coopted member of the CQP Committee.</p>	Clerk
	<p>Members consider Board membership and noted that two external governors will have completed their first term of office on 31 July 2024, D Agoro and A Ward. Members were advised that A Ward would not be available for a second term of office. Members considered a second term of office for D Agoro. It was agreed that the Clerk to the Corporation and the Chair of the Corporation would have a discussion with D Agoro about her availability to commit to a second term of office. The committee to be advised of the position following a discussion with D Agoro.</p>	
	<p>Action: The Clerk to convene a meeting with D Agoro and the Chair of the Corporation Board to discuss availability to commit to second term of office.</p>	Clerk
	<p>Members noted that L Tillman had tendered his resignation from the Board to take effect from 31st July 2024. Members were further advised that S Hibbins student governor had resigned from the Board effective from 8th May 2024.</p>	
	<p>Members discussed the imminent vacancies on the Board and agreed to start a recruitment process for Governors with the appropriate skill sets in the summer term. Members considered the Board's skills matrix and identified any skills gap following the expected departure of Governors from the Board over the next year. Members agreed that the Board would benefit from the recruitment of Governors with skills and experience in Higher Education, Law, Estates Management and Health and Safety.</p>	
	<p>Members noted that there was no change to the subsidiaries board's membership since the last meeting.</p>	

Item	Minute	Action
	<p>Members received and reviewed the Board's current membership EDI profile data. Members requested that data be measured against the latest census data and student demographic data and be brought back to a future meeting for information.</p>	
	<p>Action: The Clerk to update the Board's EDI profile with the requested comparative data and bring back to the committee for information.</p>	
6	External Board Review Update	
	<p>The Clerk updated members on the progress with the External Board Review. Members noted that the External Board Review commenced with the scoping meeting with the reviewer David Wright on 22 April 2024. Members noted the agreed scope and activity schedule for External Board Review. Members were assured that the review was progressing to schedule. Members agreed not to undertake any of the additional optional review activities at this time.</p>	
7	Calendar of Meetings	
	<p>Members reviewed the draft Calendar of Board and Committee meetings for the academic year 2024/25. Members noted the dates had been reviewed and agreed by the SLT. Members agreed the dates for the three Search and Governance Committee meetings for 2024/25. Members agreed future Chairs and Vice Chairs meetings would be scheduled on an ad-hoc basis.</p>	
	<p>Resolution: The Committee agreed the Calendar of Board and Committee meetings for the academic year 2024/25 for recommendation to the Corporation Board for approval.</p>	
8	Cycle of Business 2024/25	
	<p>Members considered the committee's proposed cycle of business for 2024/25. The Committee agreed the proposed Search and Governance Committee's Cycle of Business for 2024/25 for recommendation to the Corporation Board for approval.</p>	
9	Governance Development Plan Update	
	<p>Members reviewed the spring term update to the Governance Development Plan noting progress against targets. Members agreed that good progress was being made against all targets. Members noted the development plan targets will be reviewed at the end of academic year following the Board review process.</p>	
10	Committee Chair's Report to Corporation Board	
	<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 items were highlighted for inclusion:</p>	
	<ul style="list-style-type: none"> • Board and Committee Membership update. • Update on recruitment of governors. 	

Item **Minute** **Action**

11 Any Other Business

Members discussed the Board Self-Assessment process for the academic year 2023-24 and agreed to use the results of the AoC external board review questionnaire in place of the usual self-assessment questionnaire to inform the Board self-assessment review process.

Members noted that this would be the last meeting of the Search and Governance committee before A Ward’s term of office ended on 31st July 2024. Members thanked A Ward for her valued contribution to the Search and Governance committee.

12 Date and Time of Next Meeting

Members noted that the time and date of the next Search and Governance Committee is to be confirmed.

The meeting closed at 6.05 pm.

Sharon Harmon
Clerk to Corporation

Signed: (Chair) **Date:**

TABLE OF ACTIONS				
Date	Item	Action	Responsibility	Date Due
15/05/24	5	The Clerk to follow up with the Chair of the Audit and Risk committee regarding P Pascoe’s term of office ending and coopted membership of the Audit and Risk Committee. The Clerk to invite B Lawrance to be put forward for a second term of office as a coopted member of the CQP Committee.	Clerk	June 2024
15/05/24	5	The Clerk to convene a meeting with D Agoro and the Chair of the Corporation Board to discuss availability to commit to second term of office.	Clerk	June 2024
15/05/24	5	The Clerk to update the Board’s EDI profile with the requested comparative data and bring back to the committee for information.	Clerk	Oct 2024