

MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON MONDAY 30TH SEPTEMBER 2024

Present

Angela Briggs	Governor
Ruth Brook	Governor
Sue Craggs	Governor
Lee Walker	Governor (Acting Chair)

The quorum for the meeting is over 40% of membership, to include at least 3 external. The meeting was quorate.

In attendance

Sharon Harmon	Clerk of Corporation
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The meeting was held at on MS Teams and commenced at 5.00 pm.

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1 Apologies

Apologies for absence were received from Mark Swales (Governor) and John Rees (Governor and 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.

3 Minutes of the meeting of the Search and Governance Committee held on 15 May 2024 and any matters arising

The minutes of the meeting of the Search and Governance Committee held on 15 May 2024 were agreed as a true and accurate record.

Matters Arising

Item 5 - The Clerk reported that the actions in relation to Board and committee membership had been completed.

Item 5 – The Clerk reported that an updated Board EDI profile would be circulated to the committee.

Action: The Clerk to circulate the updated Board EDI profile to reflect the current Board membership to the S&G Committee for information. **Clerk**

4 Risk Register Review

Members reviewed the Group Risk Register. Members noted the committee had specific 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. Members noted that the findings of

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	<p>the recent External Board Review completed in July 2024 provided further assurance that Governance processes and procedures remained robust and confirmed the appropriateness of ratings for governance risk. Members further noted that the actions relating to commissioning the external review of governance have now been completed and the positive results can be moved to the third line of assurance.</p>	
	<p>Action: The Clerk to make updates to the controls, assurances, mitigations and planned actions for the Governance risk on the risk register to reflect the positive completion on the External Board review.</p>	Clerk
5	<p>Review of Committee Performance 2023-24 and Review of Committee Terms of Reference</p>	
	<p>Members were asked to consider the performance of the Search and Governance Committee in 2023/24 measured against the Committee's Terms of Reference. Members were also asked to consider any further development which could enhance the Search & Governance Committee for 2024/25.</p>	
	<p>Members agreed that the Committee had met its responsibilities set out in the Terms of Reference for the Committee and that it had been effective in carrying out its remit. Members considered training and development that would enhance the committee's effectiveness. Members agree that the Committee would benefit from further training in Safer Recruitment.</p>	
	<p>Action: The Clerk to explore options for Safer Recruitment training for the Committee.</p>	Clerk
	<p>Members reviewed the Committee's Terms of Reference (ToRs) and agreed they remain appropriate. Members were assured there were no updates to external guidance which required changes to the remit of S&G Committee ToRs. Members agreed one minor revision at clause 6.6 to remove reference to College Stakeholder Board.</p>	
	<p>Resolution: The Search and Governance Committee approved the Committee's Terms of Reference with agreed minor amendment for recommendation to the Corporation Board for approval.</p>	
6	<p>Board and Committee Membership Update and Succession Plan 2024-26</p>	
	<p>Members reviewed the Corporation Board and committee membership.</p>	
	<p>Members noted that there are currently three external governor vacancies on the Board. Members noted that the recruitment process to fill the vacancies was underway.</p>	
	<p>Members noted that there are currently three student governor vacancies on the Board and noted the schedule for Student Governor recruitment.</p>	
	<p>Members noted that three external governors will complete their second term of office on 31 July 2025. Members agreed to begin the recruitment to fill these forthcoming vacancies in this academic year.</p>	
	<p>Members noted that two external governors will have complete their first term of office on 31 July 2025. Members agreed that their reappointment be considered at S&G Committee meeting in May 2025.</p>	
	<p>Members noted and agreed Board Committee's membership.</p>	

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Members reviewed Subsidiary Companies Boards memberships and noted there were no change to membership since the last meeting of the S&G Committee. Members further noted that two subsidiary board members will be completing their second term of office on the Corporation Board on 31st July 2025. Members agreed that replacement Directors will need to be appointed to these Boards when their respective Terms of Office ends on 31st July 2025. There were no other proposed changes to the Subsidiary Companies Boards membership in the academic year 2024/25.

Members noted the Link Governor roles currently on the Corporation Board and there were no proposed changes to the Link Governor roles for the academic year 2024/25.

Members received and considered the proposed Board Succession Plan 2024-26. Members noted that the Succession Plan 2024-26 had been updated to reflect forthcoming changes to membership during the academic year 2024/25. Members were reminded that the Board Succession Plan 2023-25 was approved by the Search and Governance Committee and the Corporation Board in the Autumn term 2023. Members noted that all planned actions for the 2023-24 academic year had been completed. Members noted that planned actions for the 2024/25 academic year. The Clerk confirmed that governor aspirations were discussed as part of the governor annual review process in the summer term 2024.

Resolution: The Search and Governance Committee approved the Board Succession Plan 2024-26 for recommendation to the Corporation Board for approval.

7 Governor Attendance – Annual Report 2023-24

Members reviewed the Governor Attendance Annual Report 2023-24. Members noted that overall attendance at committees and Corporation Board in 2023-24 was strong at 81% which is above the 80% target and is an increase on the previous year.

Members noted that attendance for some Student Governors was below target and discussed strategies for supporting improved Student Governor attendance.

Action: The Clerk to consider strategies discussed including ensuring access to laptops and clearer direction around meeting papers.

8 Register of Interests

Members noted the Corporation’s Register of Interests provided for information. There were no points of discussion raised.

9 Governance SAR / Board Self-Assessment

Members received and considered the draft Governance Self-Assessment 2023-24 report presented by the Clerk. Members noted that the Board Self-Assessment for 2023-24 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 of the Governance Development Plan for 2023-24, feedback from annual review meetings with governors and the findings of the External Board Review completed in July 2024.

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	<p>Members agreed it was a well-considered and accurate report. Members considered areas for further Governance development and agreed areas for development for 2024/25.</p>	
	<p>Resolution: The Search and Governance Committee agreed the Board Self-Assessment Report 2023-24 for recommendation to the Corporation Board for approval pending review by the College validation panel.</p>	
10	<p>Governance Development Plan 2024-27</p>	
	<p>The Clerk to the Corporation presented the draft Governance Development Plan 2024-27. Members considered the draft plan and noted the performance area targets set out in the draft plan are taken from the outturn of the Governance Development Plan for 2023-24, the outcome of a gap analysis against the Association of College's Code of Good Governance for English Colleges, feedback from annual review meetings with governors and consideration of the recommendations from the External Board Review completed in July 2024.</p>	
	<p>Members agreed the updated performance areas were appropriate and focused on the right areas for development and agreed to further expand on the performance area relating to engagement with learners.</p>	
	<p>Resolution: The Search and Governance Committee approved the Governance Development Plan 2024-27 for recommendation to the Corporation Board for approval.</p>	
11	<p>Review of Confidential Minutes 2023/24</p>	
	<p>Members reviewed the schedule of confidential minutes of meetings held between August 2021 and July 2024. Members considered which minutes should be deemed no longer confidential and identified for publication. Members did not identify any minutes for release for publication.</p>	
	<p>Resolution: The Search and Governance Committee recommend the schedule of confidential minutes of meetings to the Corporation Board for approval.</p>	
12	<p>Code of Conduct for Corporation Members</p>	
	<p>Members received and considered updates to the Code of Conduct for Corporation Members. Members noted that the code of conduct is due for review under the review cycle and that the Search and Governance Committee have the remit for reviewing and recommending updates to the policy.</p>	
	<p>Members agreed the updates to the Code of Conduct for Corporation Members were helpful and appropriate and take into account external sector guidance.</p>	
	<p>Resolution: The Search and Governance Committee approved the updated Code of Conduct for Corporation Members for recommendation to the Corporation Board for approval.</p>	
13	<p>Governor Induction and Training Policy</p>	
	<p>The Clerk presented updates to the Governor Induction and Training Policy. Members noted that the policy is due for review under the policy review cycle and that the Search and Governance Committee have the remit for reviewing and approving the policy.</p>	

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Members agreed the updates were helpful and appropriate.

Resolution: The Search and Governance Committee approved the updated Governor Induction and Training Policy.

14 Committee Chair’s Report to Corporation Board

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:

- No change to Governance risk profile following the business of the meeting. Further assurance provided by positive External Board Review report.
- Review of S&G Committee performance.
- Board and Committee Membership update.
- Update on Governor recruitment.

15 Any Other Business

There were no items of any other business.

16 Date and Time of Next Meeting

The next meeting of the Search & Governance Committee is scheduled for Wednesday 29 January 2025, MS Teams.

The meeting closed at 6.12 pm

Sharon Harmon
Clerk to Corporation

Signed: (Chair)

Date:

TABLE OF ACTIONS				
Date	Item	Action	Responsibility	Date Due
30/09/24	3	The Clerk to circulate the updated Board EDI profile to reflect the current Board membership to the S&G Committee for information.	Clerk	October 2024
30/09/24	4	The Clerk to make updates to the controls, assurances, mitigations and planned actions for the Governance risk on the risk register to reflect the positive completion on the External Board review.	Clerk	Nov 2024
30/09/24	5	The Clerk to explore options for Safer Recruitment training for the S&G Committee.	Clerk	Nov 2024
30/09/24	7	The Clerk to explore strategies to support Student Governor attendance at meetings, including access to laptops and clearer direction around meeting papers.	Clerk	Jan 2025