

MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON MONDAY 10TH FEBRUARY 2025

Present

Angela Briggs	Governor
Ruth Brook	Governor
Sue Craggs	Governor
John Rees	Governor (CEO)
Mark Swales	Governor

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

In attendance

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

Item	Minute	Action
1	Apologies	
	Apologies had been received from Lee Walker (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.	
3	Minutes of the meeting of the Search and Governance Committee held on 25th September 2024 and any matters arising	
	The minutes of the meeting of the Search and Governance Committee held on 25th September 2024 were agreed as a true and accurate record of the meeting.	

Matters Arising

Item 3 - The Clerk confirmed that an updated Board EDI profile reflecting the current Board membership was included with the meeting papers.

Item 4 - The Clerk confirmed that updates had been made to the controls, assurances, mitigations and planned actions for the Governance risk on the risk register to reflect the positive completion of the Independent Board review.

Item 5 - The Clerk outlined options for Safer Recruitment training for the S&G Committee.

Item 7 - The Clerk confirmed that student Governors had been contacted to discuss any further support that may facilitate attendance at meetings, including the offer of access to laptops and clearer direction around meeting papers.

Item	Minute	Action
4	<p>Risk Register</p> <p>Members reviewed the Group Risk Register. Members noted that the committee has 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. Members noted and considered the number of current and imminent vacancies on the Corporation Board and recognised the ongoing governor recruitment challenges. Members discussed and agreed the implementation of a robust governor recruitment plan. Members agreed that until additional Governors have been appointed to fill the vacancies there was an increased risk around the size of Board membership. Members proposed that the Risk Register should be updated accordingly to reflect this emerging risk.</p> <p>Action: The Clerk to put forward proposed updates to the Governance risk (10) on the Group Risk Register to reflect the emerging risk relating governor recruitment challenges as agreed.</p>	Clerk
5	<p>Board and Committee Membership Update</p> <p>Members reviewed the Corporation Board and committee membership.</p> <p>Members noted that since the last meeting of the committee on 30th September 2024, one new governor had been appointed to the Board, and one governor had resigned from the Board. Members noted that there are currently three independent governor vacancies on the Board and that a further three independent governors will complete their second term of office on 31 July 2025.</p> <p>Members noted that since the last meeting of the committee independent governor vacancies had arisen on both the Finance and Resources committee and the HEPQ committee following the resignation on an independent governor. The Clerk advised that the vacancy on the Finance and Resources committee had been filled by the newly appointed independent governor. Members agreed to appoint a new independent governor to the HEPQ committee once new appointments had been made.</p> <p>Members noted that two independent governors will have complete their first term of office on 31 July 2025. Members agreed that their reappointment be considered at the next Search and Governance Committee meeting on 14 May 2025.</p> <p>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. Members noted that a Director on the Optime support Board would be completing a first term of office on 31st July 2025 and this should be kept in mind should the Director not continue for a second term of office. There were no proposed changes to the Subsidiary Companies Boards membership for the academic year 2024/25.</p> <p>Members noted there were no changes to the Link Governor roles since the last meeting of the committee.</p>	

Item	Minute	Action
6	<p>Recruitment and Succession Planning</p> <p>Members discussed governor recruitment and agreed that the number of imminent vacancies on the Board present a recruitment challenge. Members consider the Board skills set and composition, taking into account forthcoming vacancies due second terms of office ending on 31st July 2025. Members discussed and agreed the implementation of a robust recruitment programme utilising the College's Talent Acquisition Team alongside the engagement of a specialised recruitment agency.</p> <p>Action: The Clerk to liaise with the College's Talent Acquisition Team to start a recruitment programme for new governors as agreed. The Clerk to seek governor recruitment proposals from specialised recruitment agencies for the consideration of the Search and Governance committee.</p> <p>Members reviewed the Board Succession Plan 2024-27. Members agreed actions for this academic year. Members agreed to put out a call for nominations for the appointment of a second Vice Chair to the Corporation Board to fill a vacancy from 31 July 2025. Members agreed to discuss the imminent director vacancies on the subsidiaries' Boards with Governors during annual reviews.</p>	Clerk
7	<p>Professional Conversation Guidance</p> <p>Members received and considered updates to the Professional Conversation Guidance. Members noted that the Professional Conversation Guidance is due for review under the policy review cycle and that the Search and Governance Committee have the remit for reviewing and recommending updates to the guidance.</p> <p>Members noted that there were no proposed changes to the methodology and guidance set out in the document, the only proposed updates are to reflect the changes in terminology and to job titles. Members reviewed the guidance and considered the appropriate frequency of Professional Conversations. Members agreed that Professional Conversations should be conducted at least once annually with additional scheduled as appropriate. Members agreed that the guidance would benefit from further updates to reflect changes within the college and to terminology. Members asked the Clerk to liaise with the Senior Leadership Team to further reviewed the document before approval.</p> <p>Action: The Clerk to liaise with the Senior Leadership Team on updates on the Professional Conversation Guidance. The Clerk to share proposed updates to the Professional Conversation Guidance with the Search and Governance Committee for approval.</p> <p>Members discussed the programme for Professional Conversations for the 2024/25 academic year and agreed to schedule a Professional Conversation in the summer term.</p>	
8	<p>Governance Development Plan Update</p> <p>Members reviewed the Governance Development Plan and considered the updates on progress against targets. Members agreed all targets remain appropriate and were assured that progress against targets was on track.</p> <p>Members reviewed and considered the Board training and development schedule for 2024-25. Members agreed a programme for the governor development event scheduled on 7th May 2025 to include training on AI, an update on meeting local skills need and the review and approval of the Annual Accountability Statement.</p>	

Sharon Harmon
Clerk to Corporation