MINUTES OF A MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON WEDNESDAY 14TH MAY 2025

Present

Ruth Brook	Governor
Sue Craggs	Governor
Mark Swales	Governor (Chair)
Lee Walker	Governor

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

In attendance

Sharon Harmon	Clerk of Corporation

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

Item	Minute	Action
1	**Apologies**	
	Apologies had been received from Angela Briggs (Chair of the Corporation) and 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.	
3	**Minutes of the meeting of the Search and Governance Committee held on 10th February 2025 and any matters arising**	
	The minutes of the meeting of the Search and Governance Committee held on 10th February 2025 were agreed as a true and accurate record of the meeting.	
	Matters Arising	
	Item 4 - The Clerk confirmed that the Governance risk (10) on the Group Strategic Risk Register had been updated to reflect the emerging risk relating to governor recruitment challenges as agreed.	
	Item 6 - The Clerk confirmed that two new external governors had been recruited via the College's Talent Acquisition Team. The Clerk confirmed that a governance specialised recruitment agency had been engaged to assist with governor recruitment.	
	Item 7 - The Clerk confirmed that the Deputy Principal had reviewed the Professional Conversation Methodology and Guidance and no further changes had been suggested. As there were no further amendments requested, members agreed to the Professional Conversation Methodology and Guidance remains appropriate.	

Item	Minute	Action

Resolution: The Search and Governance Committee approved the Professional Conversation Methodology and Guidance.

4 Risk Register

Members reviewed the Group Risk Register. Members noted that the committee has specific oversight of one risk in relation to 'Governance'. Members noted that the residual risk score currently sits slightly above target risk appetite score to reflect governor recruitment challenges. Members considered the controls, assurances, mitigations and planned actions in relation to Governance. Members discussed updates on governor recruitment noting the recent appointment of two new external governors and the continued recruitment programme underway. Members agreed the importance of a comprehensive and robust induction programme for newly appointed governors. Members agreed that until additional governors have been appointed to fill the upcoming vacancies on the Board, the current risk score remains appropriate.

5 Board and Committee Membership Update

Members reviewed the Corporation Board and committee membership.

Members noted that since the last meeting of the committee on 10th February 2025, two new external governors had been appointed to the Board. Members noted that there is currently one external governor vacancy on the Board and that a further three external governors will complete their second term of office on 31 July 2025 leading to a further three external governor vacancies.

Members received and discussed the updated report from the appointed recruitment agency and were assured that a comprehensive recruitment programme is underway. Members noted key dates for the search panel. Members discussed the induction of new governors and the Clerk assured members that a comprehensive and robust induction programme was in place.

Members noted that two external governors will have completed their first term of office on 31 July 2025. The Clerk confirmed that P Grant would like to be considered for a second term of office, but K Jackson was not able to confirm availability for a second term.

Members considered the appointment of P Grant for a second term of office. Members noted that P Grant currently holds a number of roles on the Board including Vice Chair of the Finance and Resources Committee, Director of Optime Support Ltd Board, Link Governor (Safeguarding/EDI) and member of the Audit and Risk Committee. Members acknowledged P Grant's valued contribution to the Corporation Board and agreed to recommend P Grant's appoint to the Corporation Board for a second 4 year term of office to the Corporation Board approval.

Members reviewed Subsidiary Companies Boards memberships and noted there were no changes 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.

Item	Minute	Action

Members noted current committee membership and agreed to review again once new external governors had been appointed.

Members noted there were no changes to the Link Governor roles since the last meeting of the committee.

6 Calendar of Meetings 2025/26

Members reviewed the draft Calendar of Board and Committee meetings for the academic year 2025/26. Members noted the dates had been reviewed and agreed by the SLT. Members noted and discussed the proposed provisional extra Board meeting in February 2026. Members discussed the number of committee meetings in March 2026 and discussed the future of the People and Transformation Committee. Members noted that the dissolution of the People and Transformation Committee would be discussed at the next meeting of the committee. Members agreed the dates for the three Search and Governance Committee meetings for 2025/26.

Resolution: The Search and Governance Committee approved the Calendar of Board and Committee meetings for the academic year 2025/26.

7 S&G Committee Cycle of Business 2025/26

Members considered the committee's proposed cycle of business for 2025/26. The Committee considered the business of the committee and agreed the proposed cycle of business was appropriate.

Resolution: The Search and Governance Committee approved the proposed Search and Governance Committee's Cycle of Business for 2025/26 for recommendation to the Corporation Board for approval.

8 Governance Development Plan Update

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. Members noted the development plan targets will be reviewed at the end of academic year following the Board self-assessment review process.

9 Committee Chair's Report to Corporation Board

Members considered the business of the meeting and noted key items and any changes to strategic risks identified for feedback in the Committee Chair's Report to the Corporation Board. Members agreed to highlight:

- Governance Risk (10) 'Likelihood' score remains above target due to emerging risk around challenges relating to governor recruitment. A robust programme of governor recruitment has been agreed for immediate implementation. Full update on recruitment to Corporation Board on 9th July 2025

10 Any Other Business

Members commented on the quality of the governor training on the use AI delivered on 7th May 2025.

Members thanked M Swales for his time as Chair of the Search and Governance.

Item	Minute	Action
11	**Date and Time of Next Meeting**	
	Members noted that the date and time of the next meeting of the Search and Governance Committee is to be confirmed.	

The meeting closed at 5.37 pm

Sharon Harmon
Clerk to Corporation

Signed: ………………………………………… (Chair) **Date: …………………….**

TABLE OF ACTIONS				
Date	**Item**	**Action**	**Responsibility**	**Date Due**