

**MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE
HELD: THURSDAY 23 SEPTEMBER 2021 AT 17:00 IN 4F07- DHB BOARDROOM**

Present	In Attendance
Cath Orange (Chair)	Sarah McKenzie (Clerk to Corporation)
Chris Webb (CEO)	Allison McEvoy (Assistant Clerk to Corporation)
Paul Birtles	
Paul Ashton	
Billy Khokhar	

The quorum was three Committee members

L/J Denotes the time any individual left/rejoined the meeting.

Item		Action/ Report Item
1	<u>Introductions, Apologies for Absence and Disclosures of Interest</u>	
1.1	The Chair opened the meeting.	
1.2	Apologies were noted for John Williams.	
1.3	There were no disclosures of interest.	
2	<u>Chair's Actions</u>	
2.1	There had been no use of Chairs action since the last meeting.	
3	<u>Minutes of the meeting held on 22 April 2021</u>	
3.1	RESOLVED: The Minutes of the meeting held on 22 April 2021 were approved as an accurate record and will be signed by the Chair.	
4	<u>Matters Arising</u>	
4.1	The Matters Arising report was reviewed and it was noted that:	
4.2	Consideration of arrangements for the appraisal of the Vice Chair would be scheduled for a future date, pending the recruitment of a new Vice Chair.	
4.3	It was also noted that the Framework for the Approval, Payment and Reporting of Redundancies falls under the remit of the Finance and General Purposes Committee.	
Effective Governance		
5	<u>Annual Governance Report 2020-21</u>	

6.2	ACTION: The Committee will reflect on the use of terminology used to describe the different categories of staff governor.	ALL
7	<u>Procedure for the appointment of governors</u>	
7.1	A new Procedure for the Appointment of Governors had been developed by the Clerk which aligns with the Instrument and Articles. The Committee agreed that the Procedure would be useful in managing the recruitment of governors and that it should be shared with potential applicants and published on the College website.	
7.2	RECOMMENDATION: That the Procedure for the Appointment of Governors be recommended to Corporation for approval.	
8	<u>Link Governors</u>	
8.1	The Clerk advised that the Link governor scheme was rolled out during the summer term 2020-21. All links had met and the Clerk had received positive feedback from the both governors and staff. There were three areas of focus: a. new governors to be assigned with a link b. areas with outgoing governors to be assigned with a governor c. links to be encouraged to continue to develop the link relationships and feedback The Committee reviewed the current list of link governors and agreed some new areas for the new governors.	
8.2	ACTION: To discuss the various links and finalise allocations.	Chair/ Clerk
9	<u>Review of key governance documents:</u>	
9.1	<u>Instrument and Articles</u>	
9.2	The Clerk had carried out a review against the minimum requirements set out in the primary legislation. The Clerk confirmed that all minimum criteria was being met and that there were no recommended changes. However, there were a small number of drafting amendments that had needed to be corrected and some role title changes.	
9.3	APPROVED: The Search & Governance Committee approved the minor amendments to the Instrument and Articles.	
9.4	ACTION: To publish the updated version of the Instrument and Articles.	Clerk

9.5	<u>Standing Orders and Governor's Code of Conduct</u>	
9.6	The Clerk advised that both the Standing Orders and Governor's Code of Conduct underwent a thorough review in September 2020 with suggested amendments approved by the Corporation at its meeting on 22 October 2020. The Clerk had reviewed both documents again this year and there were no suggested changes.	
10	<u>Code of Governance Compliance</u>	
10.1	The Corporation is required to comment on its adoption and compliance against the adopted Code in its Statement of Corporate Governance which is published alongside the Annual Financial Accounts. It was noted that all items were RAG rated green with the exception of one which remains as amber pending the review of governance arrangements for the College's jointly owned subsidiary, Inprint and Design.	
10.2	The Committee awaits the updated Code of Good Governance due to be published by the AoC in 2022.	
11	<u>Governance Quality Improvement Plan:</u>	
11.1	<u>2020-21</u> The committee reviewed the 20-21 Governance Quality Improvement Plan and noted the progress that had been made.	
11.2	<u>2021-22</u> The committee reviewed the draft 2021-22 Governance Quality Improvement Plan which incorporated actions from external board review and the governance self-assessment. The Committee discussed at length the content of the draft plan, including: <ul style="list-style-type: none"> • stakeholder mapping • the development of the skills audit • the development of reports and information • opportunities to increase gov interact with student and staff • Governor development <p>The Committee agreed that what had been proposed would further enhance governance but that there was a need to prioritise the list.</p>	

11.3	ACTION: Chair, Clerk and CEO to reflect on the discussions and finalise the proposed plan.	Chair/ Clerk/ CEO
11.4	RECOMMENDATION: that the finalised governance quality improvement plan 2021-22 be recommended to the Corporation for approval.	
12	<u>Arrangements for obtaining the views of students and staff</u>	Clerk/ Chair
12.1	The Clerk advised that this was a new document and a requirement of the College's Articles of Government (Article 3.1) – to publish the arrangements for consulting with students and staff at the College on the determination and periodic review of the educational character and mission of the College and the oversight of its activities.	
12.2	The committee reviewed the methods by which governors receive feedback and agreed that greater clarity could be given to the document by identifying primary and secondary sources.	
12.3	ACTION: To review the presentation of the document before it is presented to the Corporation.	
12.4	RECOMMENDATION: Subject to the amendments, that the Arrangements for obtaining the views of students and staff be recommended to the Corporation for approval. <i>L- BK</i>	
13	<u>Items for report to the Corporation</u>	
13.1	<ul style="list-style-type: none"> • Meeting minutes of 23 September 2021 • Annual Governance Report 2020-21- For information • The Succession Plan- For approval • Procedure for the appointment of governors – For approval • Governance Quality Improvement Plan 2021-22 – For approval • Arrangements for obtaining the views of students and staff- For approval 	
Any other business		
14.	<u>Any other business</u>	
14.1	The Chair thanked the Clerk for all of her hard work.	
14.2	There was no other business.	
14.3	The Chair closed the meeting at 18.55	
15	<u>Meeting Evaluation</u>	

15.1	Link to meeting evaluation form to be circulated via email.	Assistant Clerk
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Approved by the Committee

C. Orange

14.01.2022

Signed by the Chair

Date

Agreed Actions

#	Minute	Action	Who
1	6.2	Succession Planning- The Committee will reflect on the use of terminology used to describe the different categories of staff governor.	ALL
2	8.2	Link Governors- To discuss the various links and finalise allocations.	Chair/ Clerk
3	9.4	To publish the updated version of the Instrument and Articles.	Clerk
4	11.3	Governance Quality Improvement Plan: 2021-22- Chair, Clerk and CEO to reflect on the discussions and finalise the proposed plan.	Chair/ CEO/ Clerk
5	12.3	To review the presentation of the document Arrangements for obtaining the views of students and staff before it is presented to the Corporation	Clerk/ Chair