

**MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE  
HELD: THURSDAY 24 SEPTEMBER 2020 AT 17:00 VIA MICROSOFT TEAMS**

<b>Present</b>	<b>In Attendance</b>
Cath Orange (Chair)	Sarah McKenzie (Clerk to Corporation)
Paul Ashton	Allison McEvoy (Assistant Clerk to Corporation)
Paul Birtles (Observer)	
June Durrant	
Chris Webb (CEO)	

The quorum was two Committee members

*L/J* Denotes the time any individual left/rejoined the meeting. A record identifying the individual concerned is held separately and is available on request.

Item		Action/ Report Item
<b>1</b>	<b><u>Introductions, Apologies for Absence and Declarations of Interest</u></b>	
1.1	The Chair opened the meeting.	
1.2	There were no apologies for absence.	
1.3	The CEO declared a conflict of interest in relation to the recommendation around the membership of Remuneration Committee. The CEO did not take part in this discussion and did not vote on the matter.	
<b>2</b>	<b><u>Chair's Actions</u></b>	
2.1	There had been no use of Chairs action since the last meeting.	
<b>3</b>	<b><u>Minutes of the meeting held on 23 April 2020 and Matters Arising</u></b>	
3.1	<b>RESOLVED:</b> The Minutes of the meeting held on 23 April 2020 were approved as an accurate record and will be signed by the Chair.	
3.2	The matters arising report was considered and the Chair requested an update on the Student Union. The Clerk advised that changes are being made to the constitution of the Student Union, the Vice Principal Quality & Student Experience had advised that student reps will be elected by mid-October and that the opportunity for the position of student governor will be offered to that cohort. It is anticipated that we will have two student governors in place for the December 2020 Corporation meeting.	
<b>4</b>	<b><u>Annual Governance Report 2019-20</u></b>	

4.1	The Committee reviewed the Annual Governance Report for 2019-20.	
4.2	<p>The Committee was asked to consider and make the following recommendations:</p> <ul style="list-style-type: none"> <li>a) that the Corporation accepts the composition for the year to 31 July 2021 or until the composition needs to be amended);</li> <li>b) that consideration be given to the attendance information and the Corporation re-affirm the attendance targets</li> <li>c) that the committee structure is re-affirmed and agreed and that the approach to reviewing Committee Terms of Reference and compliance against these, is agreed.</li> <li>d) that the Terms of Reference for Search and Governance Committee be agreed as amended</li> <li>e) that the Term of Refence for the Senior Post holder and Clerk Appointments Committee be agreed as amended</li> <li>f) that the membership of Corporation committees should be confirmed, including the updated membership to Search and Governance Committee and Remuneration Committee.</li> <li>g) that the Corporation considers and agrees the revised Standing Orders;</li> <li>h) that the Corporation considers and agrees the revised Governor’s Code of Conduct;</li> <li>i) to agree that the process of updating the Register of Interests and Declaration of Eligibility remains on an annual cycle, managed by the Clerk to the Corporation.</li> </ul> <p>The Committee was also asked:</p> <ul style="list-style-type: none"> <li>j) to consider whether the management information governors receive is relevant/appropriate to need and agree that this information continues to be sent to them on a regular basis;</li> <li>k) to note the development activity undertaken in the year to 31 July 2020;</li> <li>l) to consider the questions used and the approach taken in Appraisal and Assessment of the Chair and subject to any suggested amendments agree these for use next year;</li> <li>m) to consider the appropriateness of the annual report and if it requires any additional information to be provided in future reports.</li> </ul>	
4.3	<p><b>ACTION:</b> In considering the above, the committee asked for the following amendments:</p> <ul style="list-style-type: none"> <li>• That the target for governor attendance reverts back to 75% for 2020-21</li> <li>• That the membership of Remuneration Committee remains unchanged</li> </ul>	Clerk

4.4	<ul style="list-style-type: none"> <li>That an error in relation to the committee structure and the Chair of Search and Governance Committee be corrected.</li> </ul> <p><b>ACTION:</b> that in next year's report, reflections of the past year, attendance and targets be added to the executive summary.</p>	Clerk
4.5	<p><b>RECOMMENDATION:</b> All items to be recommended to Corporation with the exception of Item f, Remuneration Committee attendance for all Chairs is not required at this time.</p>	
5	<p><b><u>Succession Planning</u></b></p> <p>5.1 The Committee reviewed the Succession Planning Report.</p> <p>5.2 There are 4 independent governor vacancies and a recruitment campaign took place during July and August 2020. The Committee considered covering letters/ CVs of five individuals wishing to be considered.</p> <p>5.3 <b>ACTION:</b> Informal meetings between each candidate and Committee Members to be arranged.</p> <p>5.4 Four Independent Governors' terms of office are due to conclude by the end of 2021 this includes that of the Chair and the Vice Chair. The Clerk highlighted the need to consider recruitment to these key roles.</p> <p>5.5 <b>ACTION:</b> The Clerk to explore succession planning with individual Corporation members during the autumn term and draw up an appropriate plan which may include external recruitment.</p> <p>5.6 It was noted that there may need to be a degree of flexibility in filling roles, in order to obtain an appropriate skills mix.</p>	Clerk      Clerk
6	<p><b><u>Updates:</u></b></p> <p>6.1 <b>(a) Code of Good Governance Compliance</b></p> <p>The Clerk presented the Code of Good Governance for English Colleges: Compliance Review. The Committee reviewed the points.</p> <p>6.2 <b>ACTION:</b> Item 1.7 (annual operating plan) to be changed to green.</p> <p>6.3 <b>(b) Governance Quality Improvement Plan</b></p> <p>The Clerk presented an update on progress against the Quality Improvement Plan (QIP). Items had been identified that have not been achieved, it was noted that these were impacted by the closure of the</p>	Clerk

	college during the pandemic. It was agreed that these items will be carried forward into the plan for 2020-21. Additional items had been added to the plan to implement further compliance with the Code of Good Governance.	
6.4	<b>ACTION:</b> A focus on Equality and Diversity to be added to the QIP	<b>Clerk</b>
6.5	<b>ACTION:</b> Clerk to close off 18-19/19-20 plan and create a 20-21 plan.	<b>Clerk</b>
<b>7</b>	<b><u>Any Other Business</u></b>	
7.1	There was no other business.	
7.2	The Chair closed the meeting at 18.00.	
<b>8</b>	<b><u>Meeting Evaluation</u></b>	<b>Assistant Clerk</b>
8.1	Link to meeting evaluation form to be circulated via email.	<b>Clerk</b>

Approved by the Committee

Cath Orange

15.01.2021

Signed by the Chair

Date

### Agreed Actions

#	Minute	Action	Who
1	4.3	Amendments: <ul style="list-style-type: none"> <li>• That the target for governor attendance reverts back to 75% for 2020-21</li> <li>• That the membership of Remuneration Committee remains unchanged</li> <li>• That an error in relation to the committee structure and the Chair of Search and Governance Committee be corrected.</li> </ul>	Clerk
2	4.4	That in next year's report, reflections of the past year, attendance and targets be added to the executive summary.	Clerk
3	5.3	Informal meetings between each candidate and Committee Members to be arranged.	Clerk
4	5.5	The Clerk to explore succession planning with individual Corporation members during the autumn term and draw up an appropriate plan which may include external recruitment.	Clerk
5	6.2	Item 1.7 (annual operating plan) to be changed to green.	Clerk

6	6.4	A focus on Equality and Diversity to be added to the QIP.	Clerk
7	6.5	Clerk to close off 18-19/19-20 plan and create a 20-21 plan.	Clerk
8	8.1	Link to meeting evaluation form to be circulated via email.	Assistant Clerk