

MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE

HELD: on 28 April 2022 at 17:00 in DHB Boardroom

Present	In Attendance
Cath Orange (Chair)	Alina Khan (VPED&I)
Chris Webb (CEO)	Sarah McKenzie (Clerk to Corporation)
Paul Birtles	Allison McEvoy (Assistant Clerk to Corporation)
Billy Khokhar	
Neil Ward	
Apologies	
John Williams	

Item		Action
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.	
1.4	The Chair welcomed Alina Khan (VPED&I) to her first Search and Governance Committee meeting.	
2.	<u>Chair's action</u>	
2.1	There had been no use of Chairs action since the last meeting.	
3.	<u>Minutes of the meeting held on 13 January 2022</u>	
3.1	RESOLVED: The Minutes of the meeting held on 13 January 2022 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.	
4.2	An exercise to recruit and elect a new staff governor had taken place in February 2022. Governors were pleased to hear that nine members of staff had put themselves forward. Umar Rafique had won the election, as a staff member Umar works with young people and adults as a Progress Coach and Intervention Officer. The appointment is for a term of 4 years was approved by the Corporation on 31 March 2022.	
Effective Governance		

<p>5.</p> <p>5.1</p> <p>5.2</p> <p>5.3</p> <p>5.4</p> <p>5.5</p>	<p><u>Governor Attendance</u></p> <p>The Committee reviewed the attendance report provided, which gave a summary of attendance by Committee/Corporation/individual.</p> <p>It was noted the agreed target for governor attendance in 2021-22 was 75% and that average overall attendance was reported at 84%.</p> <p>Following the January meeting of Search and Governance Committee, the Clerk had reminded all governors of the importance of attendance and approached individual governors with low attendance to understand their personal circumstances.</p> <p>It was noted that Azim Kidwai had stepped down as governor.</p> <p>Additionally, Ann Kendal had indicated that she would like to extend her leave of absence to September 2022. The Clerk will meet with Ann over the summer to bring her up to speed.</p>	
<p>6.</p> <p>6.1</p> <p>6.2</p> <p>6.3</p>	<p><u>Governance Quality Improvement Plan – update</u></p> <p>The Committee reviewed progress against the Governance Quality Improvement Plan.</p> <p>Governors had an in-depth discussion on how they could capture the work on the Governance Stakeholder Engagement Strategy that had commenced at the Strategic Planning event in January and how governors could be supported to carry out this element of the role.</p> <p>It was acknowledged that whilst there was important outward facing work to raise the profile and reputation amongst governor networks, governor attendance at College events remains a priority.</p> <p>ACTION: Clerk to arrange a session to follow up on the work already started.</p>	<p>Clerk</p>
<p>7.</p> <p>7.1</p>	<p><u>Compliance with updated Code of Good Governance</u></p> <p>As part of the cycle of regular reviews, an updated version of the AoC Code of Good Governance for English Colleges was updated earlier this academic year and has been made available for colleges to take account of. However, the AoC have announced that there is no expectation that colleges report against the new version until 2022/23 academic year. The Code will be further reviewed after the Skills and Post-16 Education Bill has been implemented and there is</p>	

	<p>an understanding of how these changes impact on governance forms and college board duties.</p> <p>7.2 In the meantime, the Clerk had reviewed and RAG rated the college against the criteria set out in the revised version of the Code. This had highlighted a number of areas of focus for 2022/23 and it was proposed that these were added to the Governance Quality Improvement Plan.</p> <p>These were:</p> <p>1.3 to continue to develop and review appropriate policies.</p> <p>5.4 publish an account of the college’s engagement with the main communities that it serves; the progress made towards meeting their needs for education and training and how it aims to meet future needs.</p> <p>5.6 [linked to 5.4] Colleges should publicise to the communities they serve and other stakeholders, the coverage and timing of its reporting, and should offer opportunities to engage with the college on reports or other areas of concern.</p> <p>7.5 Review governance arrangements within Inprint and Design.</p> <p>8. Environmental Sustainability – this is new section that needs addressing.</p> <p>9.6, 9.8, 9.9, 10.31 – ED&I objectives in the operation of governance and formalise ED&I monitoring.</p> <p>10.39 - consider training tailored to specific roles e.g. Committee Chair.</p> <p>10.48 - A statement on the annual training completed by the clerk should be included in the annual report.</p> <p>10.52 - arrange for Governance Quality Improvement Plan to be published and updated annually.</p> <p>7.3 It was noted that there were a number of areas that would need input from the executive and the Clerk will follow up as appropriate.</p> <p>7.4 ACTION: Clerk to incorporate the red and amber rated areas into the Governance Quality Improvement Plan for 2022/23.</p>	<p>Clerk</p>
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<p>8.</p> <p>8.1</p> <p>8.2</p> <p>8.3</p> <p>8.4</p>	<p><u>Succession Planning and review of Skills Audit</u></p> <p>A revised Skills Audit Questionnaire was approved at the January 2022 meeting of Search and Governance Committee and rolled out to members for completion. 16 out of 19 members completed the questionnaire.</p> <p>Governors noted that there was a good spread of skills across the membership but there were areas of support that can be offered to governors particularly around the quality and standards themes.</p> <p>The Committee reviewed the current composition and committee membership. The Clerk had suggested a number of changes that were agreed by the Committee but in doing so, governors were also mindful of the fact that the gender balance on some Committees were adversely affected. It was agreed that there should be a focus on increasing female representation as part of any future recruitment.</p> <p>In terms of succession planning for a new Chair of Corporation when Cath Orange steps down in December 2023, the Clerk has received expressions of interest from two governors. Governors discussed the different process' in electing the future Chair of Corporation and it was agreed that the next stage of the process would be for the two governors who had expressed an interest to meet with the Chair and CEO to understand more about the role before a potential vote at Corporation.</p> <p>ACTION: To discussed proposed changes in committee membership with individual governors.</p> <p>ACTION: Set up a meeting for the governors who had expressed an interest in the role of Chair of Corporation with the Chair and CEO.</p> <p>RECOMMENDATION: That both Paul Birtles and Neil Ward a reappointed for a second term of office.</p>	<p></p> <p>Clerk</p> <p>Clerk</p> <p></p>
<p>9.</p> <p>9.1</p>	<p><u>Governor training</u></p> <p>As part of the Skills Audit, governors were asked to identify areas for development. The Committee reviewed the list of areas and in looking ahead to the next training session in September 2022, governors fed back that some of the training sessions had been hectic and that it would be best to give focus on one subject to allow time for Q&A etc. It was agreed that the September 2022 training</p>	<p></p>

9.2	<p>session would focus on strategic knowledge of the sector which would include a reflection on the Colleges strategic objectives.</p> <p>ACTION: Clerk to facilitate training with the CEO.</p>	Clerk/CEO
10.	<p><u>Committee Self-assessment against Terms of Reference</u></p>	
10.1	<p>The Committee reviewed the Committee Self-assessment against its Terms of Reference, it was agreed that the Committee had covered the breadth of its Terms of Reference and performed well.</p>	
10.2	<p>In reviewing the Terms of Reference, it was put to the Committee that with the development of a new ED&I focused strategic objective, the question of where this will sit within the governance structure had been raised. And that following an initial discussion between the Chair, the CEO and the Clerk it was proposed that the Terms of Reference for Search and Governance Committee could be expanded to allow for scrutiny and oversight of the new strategic objective. The rationale being that:</p> <ul style="list-style-type: none"> a) The Committee’s membership is formed by the other committee chairs allowing for clear lines of communication on the issues in discussion; and b) It will bring a focus on ED&I across the governance structure and at the highest level within the organisation. <p>The Committee agreed with the proposal and reviewed the suggested addition to the Terms of Reference.</p>	
10.3	<p>It was agreed that the Vice Principal ED&I will be invited to the Search and Governance Committee meetings and that the Clerk will work with her to update the Schedule of Business for 2022-23 accordingly.</p>	
10.4	<p>ACTION: To arrange an additional Search and Governance Committee meeting to take place in June, focused on the new ED&I strategic objective before it is presented to the Corporation for approval in July.</p>	Clerk
10.5	<p>The Chair raised the issue of the construct of the Corporation agendas and members discussed how it might use the Committee (being constituted of the Committee chairs) to develop the agenda to allow for more time to be spent on strategic horizon scanning, with a focus on the taking the college to outstanding.</p>	
10.6	<p>ACTION: To develop a form of words for inclusion in the Terms of Reference to reflect the proposal that the Committee is responsible for advising on the Corporation agenda.</p>	Clerk/Chair

10.7	RECOMMENDATION: That the amended Terms of Reference are proposed to the Corporation for approval.	
11.	<p><u>Scheme of Delegation – review</u></p> <p>11.1 The Scheme of Delegation had been reviewed by the Clerk and updated to reflect new roles titles and changes in responsibility. Arising from the updated Code of Good Governance, the need for an Environmental Sustainability Strategy had been reflected in the document but the need for a <i>Review how well the education or training provided meets local needs</i> had not yet been added as there needed to be further discussion about where this will sit.</p> <p>11.2 RECOMMENDATION: That the updated Scheme of Delegation be recommended to the Corporation for approval.</p>	
12.	<p><u>Schedule of business 2022-23</u></p> <p>12. 1 The Committee reviewed the Schedule of Business which covered each meeting for the coming academic year.</p> <p>12.2 RESOLVED: That the schedule of business for 2022-23 is agreed.</p>	
13.	<p><u>Governance effectiveness review – planning</u></p> <p>13.1 The Clerk proposed that the annual governance effectiveness review, as required by the conditions of funding, takes the same format for 2022 as to that introduced in 2021:</p> <ul style="list-style-type: none"> • All governors will (in July) complete an individual self-assessment questionnaire reflecting on their personal performance. The Clerk will review the responses and in discussion with the Chair follow up on any areas of concern or where clarity is needed. It is envisaged that this process will assist in identifying future succession and individual development and training needs and as such, the headline outcomes will be reported to Search and Governance Committee. • The performance of the Chair will be reviewed (in July) via a questionnaire, with anonymous responses submitted by governors to the Clerk. The Clerk will collate the responses and provide a summary report to the Search and Governance Committee for review. • The performance of the Corporation will be assessed (in July) via a governance self-assessment questionnaire. With anonymous 	

13.2	<p>responses submitted by governors to the Clerk. The Clerk will collate the responses and provide a summary report to the Search and Governance Committee for its consideration.</p> <ul style="list-style-type: none"> • The Committees will each review their performance annually (in the summer term) against their terms of reference, reporting on the outcomes of the assessment, and making any arising recommendations on changes to their terms of reference, to the Corporation. • The Audit Committee will review the performance of internal and external auditors annually and make any arising recommendations to the Corporation. • The skills audit will be kept up to date (to include new members) by the Clerk and will be made available to the Search & Governance Committee to support their considerations in respect of governor recruitment and training. • The Search and Governance Committee will monitor compliance against the revised AoC Code of Good Governance. • The Clerk will (in the autumn term) review (or sooner if required, e.g. due to legislative changes) the Corporation’s Instrument and Articles, and supporting Standing Orders, policies and Code of Conduct. • An External Board Review will be carried out every three years inline with the requirements set out in the conditions of funding. The first review was carried out in 2020 -21, therefore the next review will be due in 2023-24. <p>With any actions to be taken forward as a result of the above assessments being captured in the Governance Quality Improvement Plan which would be kept under review by the Search and Governance Committee.</p> <p>Members noted that going forwards the College is required to publish the Governance Quality Improvement Plan on the College website and update annually as part of the governance self-assessment process, to aid transparency, highlight good practice and demonstrate the board’s commitment to governance development.</p> <p>RECOMMENDATION: That the approach to the review of governance effectiveness for 2021-22 be recommend to the Corporation.</p>	
Any other business		
14.	<u>Items for report to the Corporation</u>	
14.1	<ul style="list-style-type: none"> • Minutes of meeting - 28 April 2022 • Succession planning • Scheme of Delegation 	

	<ul style="list-style-type: none"> • Terms of Reference • Governance effectiveness review 2022 	
15.	<u>Any other business</u>	
15.1	There was no other business.	
15.2	The Chair closed the meeting at 18.50.	
16.	<u>Meeting Evaluation</u>	
16.1	Link to meeting evaluation form to be circulated via email.	Assistant Clerk

Approved by the Committee:

C.Orange
Signed by the Chair

06.10.2022
Date

Agreed actions

No	Minute	Action	Who?
1	6.3	Clerk to arrange a session to follow up on the work already started.	Clerk
2	7.4	Clerk to incorporate the red and amber rated areas into the Governance Quality Improvement Plan for 2022/23.	Clerk
3	8.2	To discussed proposed changes in committee membership with individual governors.	Clerk
4	8.3	Set up a meeting for the governors who had expressed an interest in the role of Chair of Corporation with the Chair and CEO.	Clerk
5	9.2	Clerk to facilitate training with the CEO.	Clerk/ CEO
6	10.4	To arrange an additional Search and Governance Committee meeting to take place in June, focused on the new ED&I strategic objective before it is presented to the Corporation for approval in July.	Clerk
7	10.6	To develop a form of words for inclusion in the Terms of Reference to reflect the proposal that the Committee is responsible for advising on the Corporation agenda.	Clerk

8	16.1	Link to meeting evaluation form to be circulated via email.	Assistant Clerk