

**MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE  
HELD: on 22 September 2022 at 17:00 in DHB Boardroom**

<b>Present</b>	<b>In Attendance</b>
Cath Orange (Chair)	Alina Khan (VPEDI&SE)
Chris Webb (CEO)	Chris Malish (VPF&CS)
Paul Birtles	Sarah McKenzie (Clerk to Corporation)
Billy Khokhar	Allison McEvoy (Assistant Clerk to Corporation)
<b>Apologies</b>	
John Williams	

*L/J* Denotes the time a Governor left/joined the meeting

<b>Item</b>		<b>Action</b>
<b>1.</b>	<b><u>Introductions, Apologies for Absence and Disclosures of Interest</u></b>	
1.1	The Chair welcomed everyone to the meeting.	
1.2	Apologies were noted for John Williams.	
1.3	There were no disclosures of interest.	
<b>2.</b>	<b><u>Chair's action</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 28 April &amp; 5 July 2022</u></b>	
3.1	<b>RESOLVED:</b> The Minutes of the meeting held on 28 April and 5 July 2022 were approved as an accurate record and will be signed by the Chair.	
<b>4.</b>	<b><u>Matters Arising</u></b>	
4.1	The Matters Arising report was reviewed.	
4.2	<b><u>6.3 Stakeholder Engagement - Clerk to arrange a session to follow up on the work already started.</u></b>  A discussion took place at the April S&G Committee meeting and it was agreed that the Clerk would arrange a session to follow up on the work already started. Since then an interesting discussion took place at the September training. The governors who took the time to feedback, would welcome further discussion around effective engagement with stakeholders at both local and national level.	

4.3	<b>ACTION:</b> Governor Stakeholder Engagement - to be rolled over to the 2022-23 Governance QIP.	<b>Clerk</b>
4.4	<b>ACTION:</b> Clerk to consult with Board Reviewer (Pauline Odulinski) and the Clerks JISC Network on board level approaches to stakeholder engagement.	<b>Clerk</b>
<b>Effective Governance</b>		
<b>5.</b>	<b><u>Annual Governance Report</u></b>	
5.1	The Committee reviewed the Annual Governance Report for 2021-22 and discussed elements of the report.	
5.2	Members noted that: <ul style="list-style-type: none"> <li>• The equality and diversity of the Corporation membership in terms of age and ethnicity had much improved during 2021-22, however there was a gender imbalance and there was a need to be mindful of this in any future recruitment.</li> <li>• The number of policies that were introduced or approved by the Corporation and/ or its committees was impressive and offered thanks to all involved.</li> <li>• The overall average governor attendance had exceeded target.</li> <li>• A number of actions were generated as a result of the self-assessment exercise, which will be considered for reflection in the 2022-23 Governance QIP: <ul style="list-style-type: none"> <li>○ To continue to offer the flexibility to attend meetings via Teams on occasions where personal attendance is not possible.</li> <li>○ To continue to encourage participation from all governors and to understand the reasons behind any lack of participation, so that these can be addressed.</li> <li>○ To follow up on any training and access needs identified.</li> </ul> </li> </ul>	
5.3	<b>RECOMMENDATION:</b> That the Annual Governance Report 2021-22 be presented to the Corporation.	
<b>6.</b>	<b><u>Succession Planning</u></b>	
6.1	The Committee reviewed term of office dates and the Clerk advised that there were no decisions to be made.	
6.2	The Committee were mindful that there is a potential risk to maintaining the corporate memory as a number of members come to the end of their tenure at the same time.	

<p>6.3</p> <p>6.4</p> <p>6.5</p> <p>6.6</p>	<p>The term of office for both Billy Khokhar and Lendy Ho expires on 30.06.23, both have indicated that they would like to stay on for a second term of office. Lendy has however indicated that she would welcome a move from F&amp;GP Committee should she stay for a second term, perhaps to Audit Committee.</p> <p>In terms of succession planning for a new Chair of Corporation, two expressions of interest had been received and meetings have taken place with the Chair, CEO and Clerk to understand more about the role. It was suggested that the Clerk collates more information about the time commitment for the role and shares this with the candidates, ahead of a vote amongst governors to take place in the autumn term in anticipation that the chair-designate will shadow Cath Orange for 12 months.</p> <p><b>ACTION:</b> That succession planning and any committee membership changes required for 2023-24 are reviewed at the January 2023 Search and Governance Committee meeting.</p> <p><b>ACTION:</b> That a vote amongst governors takes place in the autumn term for a chair- designate.</p>	<p></p> <p><b>Clerk</b></p> <p><b>Clerk</b></p>
<p>7.</p> <p>7.1</p> <p>7.2</p> <p>7.3</p>	<p><b><u>Link Governors</u></b></p> <p>The Clerk reported that engagement with the link relationships has been ‘sketchy’ during 2021-22. The majority of links did meet but meetings have been plagued with cancellations from both sides of the link.</p> <p>Governors had an in-depth discussion on the merits of the link governor scheme and how it may be adapted to encourage better engagement. Members were cautious of the potential to step into the operational and agreed that in line with the scheme as documented, it should be kept at a strategic level but that there should be much wider scope for the link relationship to be more creative beyond just a meeting between governor and executive lead.</p> <p><b>ACTION:</b> Clerk to discuss Link Governor Scheme with new Independent Governor, Bulbul Barratt and assigned a link.</p>	<p></p> <p><b>Clerk</b></p>
<p>8.</p> <p>8.1</p>	<p><b><u>FE and sixth-form college corporations: governance guide</u></b></p> <p>The Clerk updated the Committee on the updated <i>Further education corporations and sixth-form college corporations: governance guide</i>. The guide sets out the legal and regulatory requirements and recommended practice that apply to further education and sixth-form college corporations and reflects recent changes to statutory and</p>	<p></p>

	<p>funding requirements and incorporates the best practice elements of the updated Code of Good Governance for English Colleges.</p>	
8.2	<p>The Clerk highlighted the key changes requiring attention:</p> <ul style="list-style-type: none"> <li>a) Equality and Diversity considerations as part of both governor and designated senior post recruitment.</li> <li>b) A documented governor training policy and agreed annual development plan</li> <li>c) Annual governor development review</li> <li>d) Publication of declarations of interest</li> <li>e) Statutory duty to review provision in relation to local needs</li> </ul>	
8.3	<p><b>ACTION:</b> That the key changes are incorporated into the 2022-23 Governance Quality Improvement Plan.</p>	<b>Clerk</b>
<b>9.</b>	<p><b><u>Code of Governance Compliance 2021-22</u></b></p>	
9.1	<p>The Committee reviewed the College’s compliance against the Code of Good Governance 2021-22 and agreed that it could be reported on positively as part of the published Statement of Corporate Governance.</p>	
9.2	<p>It was noted that the Code had been updated for 2022-23 and that actions arising, were captured for inclusion in the proposed 2022-23 Governance QIP.</p>	
<b>10.</b>	<p><b><u>Governance Quality Improvement Plan</u></b></p>	
10.1	<p><b><u>2021-22</u></b></p> <p>The committee reviewed the 2021-22 Governance Quality Improvement Plan and noted the progress that had been made. It was agreed to roll over the governance stakeholder engagement work to the 2022-23 plan.</p>	
10.2	<p><b><u>2022-23</u></b></p> <p>The committee reviewed the draft 2022-23 Governance Quality Improvement Plan. The Committee discussed the content of the draft plan, including:</p> <ul style="list-style-type: none"> <li>• Governance Stakeholder Engagement Strategy</li> <li>• Responsiveness to local need</li> <li>• Environmental Sustainability</li> <li>• ED&amp;I</li> <li>• Governor and Clerk training</li> </ul>	



12.3	<b>c. <u>Governor's Code of Conduct</u></b>  As part of the annual review of the Governor's Code of Conduct, there were no proposed changes identified.	
12.4	<b>RECOMMENDATION:</b> That the identified changes to the Standing Orders be recommended to the Corporation for approval.	
<b>13.</b>	<b><u>(Items 13 and 14 were discussed after item 4)</u></b>	
13.1	<b><u>Strategic planning day- draft agenda</u></b>	
13.2	The VPF&CS presented the draft agenda for the Strategic Planning Event due to take place in January 2023.for the Committee to review.  Members added a few suggestions for weaving into the event:  <ul style="list-style-type: none"> <li>• Reflections on impact and successes</li> <li>• Considerations around the character of the College</li> <li>• How do we test if the College is living its values?</li> <li>• That the students should attend the event as previous but that an enrichment/reward session should be built into the day.</li> </ul> Governors welcomed that local need, which now forms part of the Ofsted Education Inspection Framework was on the agenda.	
13.3	<b>ACTION:</b> The VPEDI&SE to consider some prompting questions around the enrichment offer for the student session.	<b>VPEDI&amp;SE</b>
13.4	<b>ACTION:</b> The VPEDI&SE to oversee that an outing is organised for the students after the session.	<b>VPEDI&amp;SE</b>
13.5	<b>ACTION:</b> That the Strategic planning day draft agenda be shared with the wider Corporation.	<b>Clerk</b>
<b>14.</b>	<b><u>Corporation- draft agenda</u></b>	
14.1	The Committee reviewed the draft agenda for the Corporation meeting due to take place on 20 October 2022.	
14.2	Members agreed that the amount of time spent on the chosen strategic discussion (sustainability/green agenda) should be extended as it would lead to a better discussion.	
14.3	<b>ACTION:</b> To review timings on proposed 20 October Corporation meeting agenda.	<b>Clerk</b>

	<i>L/ CM</i>	
<b>15.</b>	<b><u>Meeting dates 2023-24</u></b>	
15.1	The Committee reviewed the draft proposed schedule of the meeting dates for 2023-24.	
15.2	<b>ACTION:</b> It was agreed that the Clerk would circulate wider to ensure there are no issues.	<b>Clerk</b>
15.3	<b>RECOMMENDATION:</b> That the draft schedule of meeting dates for 2023-24 be recommended to the Corporation for approval.	
	<i>L/AK</i>	
<b>Any other business</b>		
<b>16.</b>	<b><u>Items for report to the Corporation</u></b>	
16.1	<ul style="list-style-type: none"> <li>• Minutes of meetings – 22 September 2022</li> <li>• Annual Governance Report</li> <li>• Governance Quality Improvement Plan 2022-23 incorporating ED&amp;I governance objectives</li> <li>• Changes to Standing Orders</li> <li>• Strategic planning day – draft agenda</li> <li>• Meeting dates 2023-24</li> </ul>	
<b>17.</b>	<b><u>Any other business</u></b>	
17.1	<p><b><u>Committee Chairs Discussion- Senior Post Holder Roles</u></b></p> <p>Following the departure of the VPQ&amp;SE (a designated Senior Post) a discussion amongst Committee Chairs took place within the Search and Governance Committee.</p>	
17.2	<p>The CEO outlined there had been some organisational changes at Exec/SLT level. The key changes being that:</p> <ul style="list-style-type: none"> <li>• The VPF&amp;CS (existing designated Senior Post) role has no changes</li> <li>• The DQI&amp;S is now Vice Principal Quality Teaching &amp; Learning, with a vacancy for HoD Quality being recruited</li> <li>• The DPS (existing designated Senior Post) will become the Designated Safeguarding &amp; Prevent Lead</li> <li>• The VPD&amp;F will lead the SEND and ALS teams with a new HoD vacancy for Inclusive Learning being recruited</li> <li>• The VPED&amp;I will become VPEDI &amp; Student Experience and will be responsible for student voice</li> <li>• The VPC will lead Maths &amp; English</li> <li>• The DSR&amp;EA role has no changes</li> </ul>	

17.3	Governors sought assurance from the CEO that there was sufficient capacity within the Exec/SLT to absorb the responsibilities previously carried out by the VPQ&SE. The CEO confirmed that there was enough capacity and that the College would not be at risk of exposure as a result of the reallocation of responsibilities. The CEO also advised that the Exec/SLT would be further developed in the areas they had been given additional responsibility for. Governors were reassured about the capacity and capability within the organisational changes.	
17.4	The Clerk had circulated advice on the process for the designation of senior posts by the Corporation. The Chair acknowledged the advice and asked that a discussion around which posts should be designated as senior posts going forward, should take place, with advice from the CEO on the timing of the discussion.	
17.5	<b>ACTION:</b> That a discussion around which posts should be designated as senior posts going forward is set up.	Clerk/CEO
17.6	<b>ACTION:</b> Any changes relating to existing SPHs be discussed at the next Remuneration Committee meeting on 24 November 2022.	Clerk
17.7	<b>ACTION:</b> The Chair of Q&S, CEO and Clerk to consider a new Exec lead for Q&S Committee.	Chair of Q&S, CEO and Clerk
17.8	The Chair closed the meeting at 19.05.	
<b>18.</b>	<b><u>Meeting Evaluation</u></b>	
18.1	Link to meeting evaluation form to be circulated via email.	Assistant Clerk

Approved by the Committee:

C.Orange  
Signed by the Chair

16.01.2023  
Date

### Agreed actions

No	Minute	Action	Who?
1	4.3	Governor Stakeholder Engagement - to be rolled over to the 2022-23 Governance QIP.	Clerk
2	4.4	Clerk to consult with Board Reviewer (Pauline Odulinski) and the Clerks JISC Network on board level approaches to stakeholder engagement.	Clerk
3	6.5	That succession planning and any committee membership changes required for 2023-24 are	Clerk



		reviewed at the January 2023 Search and Governance Committee meeting.	
4	6.6	That a vote amongst governors takes place in the autumn term for a chair- designate.	Clerk
5	7.3	Clerk to discuss Link Governor Scheme with new Independent Governor, Bulbul Barratt and assigned a link.	Clerk
6	8.3	That the key changes are incorporated into the 2022-23 Governance Quality Improvement Plan.	Clerk
7	13.3	The VPEDI&SE to consider some prompting questions around the enrichment offer for the student session.	VPEDI&SE
8	13.4	The VPEDI&SE to oversee that an outing is organised for the students after the session.	VPEDI&SE
9	13.5	That the Strategic planning day draft agenda be shared with the wider Corporation.	Clerk
10	14.3	To review timings on proposed 20 October Corporation meeting agenda.	Clerk
11	15.2	It was agreed that the Clerk would circulate wider to ensure there are no issues.	Clerk
12	17.5	That a discussion around which posts should be designated as senior posts going forward is set up.	Clerk/ CEO
13	17.6	Any changes relating to existing SPHs be discussed at the next Remuneration Committee meeting on 24 November 2022.	Clerk
14	17.7	The Chair of Q&S, CEO and Clerk to consider a new Exec lead for Q&S Committee.	Chair of Q&S, CEO and Clerk
15	18.1	Link to meeting evaluation form to be circulated via email.	Assistant Clerk