

**MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE  
HELD: on 27 April 2023 at 17:00 in DHB Boardroom**

<b>Present</b>	<b>In Attendance</b>
Cath Orange (Chair)	Alina Khan (VPEDI&SE)
Chris Webb (CEO)	Allison Booth (Assistant Clerk to Corporation until 1 May 2023 and then Clerk)
Billy Khokhar	
Paul Birtles	
John Williams (via MS Teams)	
<b>Apologies</b>	
Sarah McKenzie (Clerk to Corporation)	

*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 Sarah McKenzie.	
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 12 January 2023</u></b>	
3.1	<b>RESOLVED:</b> The Minutes of the meeting held on 12 January 2023 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	4.4- That a session to discuss which posts should be designated as senior posts with the CEO and the Chairs is organised before the end of February 2023.	
4.3	The session had taken place on 27 February 2023 and the CEO will present the findings at the next S&G Committee meeting.	
4.4	<b>ACTION:</b> The CEO will present a paper on designated senior posts at the next S&G Committee on 28 September 2023.	<b>CEO</b>

Equality Diversity & Inclusion		
5.	<b><u>Update on strategic objective – To become a truly inclusive College</u></b>	
5.1	<p>The VPEDI&amp;SE provided an update on the <i>to become a truly inclusive College</i> Dashboard:</p> <ul style="list-style-type: none"> <li>• Ensure learners feel safe has dropped slightly from 97% to 95%- Focus groups through course reps and student forums to unpick this are on-going. The actions are to be incorporated in Student Services action plan / KPIs.</li> <li>• Embed anti-racism as whole-college approach- Some feedback has been around why an anti-racist approach instead of just an all-inclusive approach. Previous rationale based on BLG research but we have better data capture / analysis of more EDI data now.</li> <li>• Encourage staff to share profile data- Not sure this is the right measure that will drive SO1 outcomes. Still encourage staff to share and continuing with the work around psychological safety and belonging.</li> <li>• Narrow ethnicity pay gap- Work is ongoing to improve the quality of ethnicity data recorded for staff. Analysis will be conducted over Q3/Q4.</li> </ul>	
5.2	<p>It was noted that data measuring will increase over time and that this would inform future decision-making long term. Members had an in-depth discussion regarding risk appetite around ED&amp;I in departments that were under represented. Members considered if the College was brave enough to set the targets which would meet those challenges and were mindful that there would be a need to explain the narrative if it failed its target. It was agreed that the Committee would need more guidance before it could proceed.</p>	
5.3	<p>The CEO advised that the college had been awarded £50K as part of the Mission 44 Challenge to increase the number of female and Asian apprentices. The target of which was to recruit five female engineering or stem apprentices, five BAME and five female apprentices on to HNC/HND.</p>	
5.4	<p><b>ACTION:</b> The VPEDI&amp;SE to consider how the College could be less risk averse and provide proposed targets and measures.</p>	VPEDI&SE
5.5	<p><b>ACTION:</b> Clerk to liaise with VPEDI&amp;SE to arrange a suitable date for an extra S&amp;G meeting to discuss strategic objective one ahead of the July 2023 Corporation.</p> <p>L/AK</p>	Clerk
Effective Governance		

<p><b>6.</b></p> <p>6.1</p> <p>6.2</p>	<p><b><u>Governor Attendance</u></b></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 2022-23 was 75% and that average overall attendance was reported at 83%. There were no issues of concern.</p>	
<p><b>7.</b></p> <p>7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p>	<p><b><u>Governor succession planning – verbal update</u></b></p> <p>In terms of succession planning for a new Chair of Audit, a meeting had taken place earlier in the day with the Chair, CEO, Assistant Clerk and the candidate Peter McKenzie. It was agreed that Peter was a good fit for the role with the necessary experience in both Audit and FE. The committee agreed to recommend his appointment to the Corporation for approval.</p> <p>The Assistant Clerk advised that another meeting had been scheduled for members to meet a potential Q&amp;S member and this would take place on 15 May 2023. Members were advised that the application for the Peridot/ DfE programme to assist with the search for new governors had been put on hold until these meetings had taken place.</p> <p><b>ACTION:</b> Add John Williams to the invite on the 15 May to meet the potential Q&amp;S member.</p> <p><b>RECOMMENDATION:</b> That the appointment of Peter McKenzie as independent governor for a term of 4 years and as Audit Chair is recommended to the Corporation for approval.</p>	<p><b>Clerk</b></p>
<p><b>8.</b></p> <p>8.1</p> <p>8.2</p>	<p><b><u>Governor 1:1s</u></b></p> <p>As part of the Governance Improvement Plan, it had been agreed that consideration would be given to governor 1:1s as part of the existing annual board self-assessment exercise. Members discussed the implementation of the plan and the benefits of what it could achieve.</p> <p><b>RECOMMENDATION:</b> That the implementation of Governor 1:1's is recommended to the Corporation for approval.</p>	
<p><b>9.</b></p>	<p><b><u>Governance QIP update</u></b></p>	

9.1	The Committee reviewed progress against the Governance Quality Improvement Plan.	
9.2	It was noted that the DfE had extended the deadline for submission of the college Accountability Statement up to 31 July 2023.	
9.3	<b>ACTION:</b> Amend the date under the timescale on Governance Stakeholder Engagement Strategy to reflect the extension of the deadline on the Accountability Statement.	<b>Clerk</b>
<b>10.</b>	<b><u>Governance effectiveness review - plan</u></b>	
10.1	The Committee reviewed the proposed plan for the review of governance effectiveness for 2022-23.	
10.2	Members discussed how they could introduce values focus in to the skills audit and agreed that it was difficult to measure an individual's values as perceptions varied. The Committee will reflect on how best to measure this going forward with a view to feeding into the strategic planning event in January 2024.	
10.3	<b>ACTION:</b> The Clerk to initiate the process for the appointment of a reviewer to carry out the next external board review, due in 2023-24.	<b>Clerk</b>
10.4	<b>ACTION:</b> In considering the strategic planning event (January 2024), to consider values.	<b>S&amp;G Committee</b>
10.5	<b>RECOMMENDATION:</b> That Governance effectiveness review plan for 2022-23 is recommended to the Corporation for approval.	
<b>11.</b>	<b><u>Link Governors</u></b>	
11.1	At the previous meeting the Clerk had suggested that the link governors beyond the statutory links would need to be revisited before meetings are set up as there had been a lot of movement in Governors and in the Executive. Members discussed how to utilise the scheme and how to make it more effective.	
11.2	The Assistant Clerk suggested that she meet with the CEO to discuss ideas and planning. Members agreed this would give more time to create a clear proposal.	
11.3	<b>ACTION:</b> Clerk and CEO to meet to discuss the Link Governor scheme and to add this to the agenda for the additional S&G Committee meeting in June 2023.	<b>CEO/ Clerk</b>

<p><b>12.</b></p> <p>12.1</p> <p>12.3</p>	<p><b><u>Scheme of Delegation</u></b></p> <p>The Scheme of Delegation had been updated to incorporate the new responsibilities and job titles across the Executive.</p> <p><b>RECOMMENDATION:</b> The Scheme of Delegation is recommended to Corporation for approval.</p>	
<p><b>13.</b></p> <p>13.1</p> <p>13.2</p> <p>13.3</p>	<p><b><u>Policy on the publication of Minutes, Papers and Agendas</u></b></p> <p>The Policy on Publication of Corporation Minutes, Papers and Agendas was last reviewed in March 2021. It had been reviewed again to ensure that it is consistent with the Instrument and Articles, the Standing Orders and individual Committee Terms of Reference. There are no recommended changes at this time.</p> <p>The Committee agreed there were no recommended changes to the Policy on the Publication of Corporation Minutes, Papers and Agendas.</p> <p><b>RESOLVED:</b> There are no recommended changes to the Policy on the Publication of Corporation Minutes, Papers and Agendas.</p>	
<p><b>14.</b></p> <p>14.1</p> <p>14.2</p> <p>14.3</p> <p>14.4</p>	<p><b><u>Committee Self-assessment against Terms of Reference</u></b></p> <p>Members considered the Committee Self-assessment against the Terms of Reference. Members felt that the Committee continues to perform well.</p> <p>There were no suggested changes to the Terms of Reference for 2023-24.</p> <p><b>RESOLVED:</b> The Committee agreed that it had fulfilled its Terms of Reference in 2022-23.</p> <p><b>RECOMMENDATION:</b> That the Corporation notes the Committee self-assessment.</p>	
<p><b>15.</b></p> <p>15.1</p> <p>15.2</p>	<p><b><u>Schedule of Business for 2023-24</u></b></p> <p>The Committee reviewed the Schedule of Business which covered each meeting for the coming academic year.</p> <p><b>RESOLVED:</b> That the schedule of business for 2023-24 is agreed.</p>	
<p><b>16.</b></p>	<p><b><u>Corporation - draft agenda</u></b></p>	

16.1	Members considered the strategic discussions for the May and July 2023 Corporation meetings.	
16.2	<b>RESOLVED:</b> The two topics agreed were: <ul style="list-style-type: none"> <li>• ED&amp;I- are we brave enough? – May Corporation</li> <li>• Are our values still relevant today? - July Corporation</li> </ul>	
16.3	<b>ACTION:</b> Assistant Clerk to add the topics to the draft agendas and to liaise with Chair and CEO in preparation for strategic discussions.	<b>Clerk</b>
<b>Any other business</b>		
<b>17.</b>	<b><u>Items for report to the Corporation</u></b>	
17.1	<ul style="list-style-type: none"> <li>• Draft Minutes of meeting- 27.04.23</li> <li>• Update on strategic objective – To become a truly inclusive College</li> <li>• Succession planning – verbal update</li> <li>• Governor 1:1s</li> <li>• Scheme of Delegation</li> <li>• Committee Self-assessment against Terms of Reference</li> <li>• Governance effectiveness review 2022-23</li> </ul>	
<b>18.</b>	<b><u>Any other business</u></b>	
18.1	There was no other business.	
18.2	The Chair closed the meeting at 18.35.	
<b>19.</b>	<b><u>Meeting Evaluation</u></b>	<b>Clerk</b>
19.1	Link to meeting evaluation form to be circulated via email.	

Approved by the Committee:

J.Williams  
Signed by the Chair

28.09.2023  
Date

### Agreed actions

No	Minute	Action	Who?
1	4.4	The CEO will present a paper on designated senior posts at the next S&G Committee on 28 September 2023.	CEO

2	5.4	The VPEDI&SE to consider how the College could be less risk averse and provide proposed targets and measures.	VPEDI&SE
3	5.5	Clerk to liaise with VPEDI&SE to arrange a suitable date for an extra S&G meeting to discuss strategic objective one ahead of the July 2023 Corporation	Clerk
4	7.3	Add John Williams to the invite on the 15 May to meet the potential Q&S member.	Clerk
5	9.3	Amend the date under the timescale on Governance Stakeholder Engagement Strategy to reflect the extension of the deadline on the Accountability Statement	Clerk
6	10.3	The Clerk to initiate the process for the appointment of a reviewer to carry out the next external board review, due in 2023-24.	Clerk
7	10.4	In considering the strategic planning event (January 2024), to consider values.	S&G Committee
8	11.3	Clerk and CEO to meet to discuss the Link Governor scheme and to add this to the agenda for the additional S&G Committee meeting in June 2023.	CEO/ Clerk
6	19.1	Link to meeting evaluation form to be circulated via email.	Asst Clerk