Present

Bob Pickles	Independent Member	Chair
Lindsay Pamphilon	Chief Executive & Principal	
Liz Rushton	Independent Member	
Simon Bland	Independent Member	
Alex Hayman	Independent Member	(joining remotely)
Phillip Kerle	Independent Member	(joining remotely)

Clerk to the Committee

Sue Glover	Director of Governance

SGC.04.24 Declaration of Interests
Members were reminded of the need to declare any personal or financial interest in any item to be considered during the meeting.

There were no declarations of interest.

SGC.05.24 Apologies for Absence
There were no apologies for absence.

SGC.06.24 Notification of Any Other Business
Members agreed that there was no other business to be considered.

SGC.07.24 Unconfirmed minutes of the meetings of the Search and Governance Committee held on 12 October 2024
The minutes of the meetings were approved and signed as a correct record.

SGC.08.24 Matters arising and action points from the minutes of the meetings
Members reviewed the action points arising from the meetings. It was agreed that all matters had been satisfactorily completed and that there were no other matters arising from the minutes of the previous meetings.

SGC.09.24 Risk Management: Spring Term 2024
The CEO & Principal presented, for consideration and approval, the risk register which provided details of the areas of risk that the Board has specifically assigned to the Search and Governance Committee.

The Search and Governance Committee is responsible for the oversight of
- **Risk SG1: Inappropriate response to change in government policy:** fundamental risk – no change
- **Risk SG2: Failure to identify opportunities and threats to the College market position:** significant risk – no change
- **Risk SG3: Severe adverse publicity:** significant risk – no change
- **Risk SG4: Ineffective governance and management arrangements:** minor risk – no change

Members considered the detail of each of the risk areas and, in discussion, agreed that

- the levels of the contributing risks in SG1 remain unchanged, noting that there is a good development of relationships with health services, HMP opportunity and CALAT
- SG2.2 continues to remain a high risk as development of HE is under review and will require a long-term plan to develop a refreshed offer
- SG2.3 remains a high risk due to difficulties in attracting staff, particularly in construction and engineering which continues to be a challenge
- the level of risk for SG4 remains low, and it was agreed that the risk associated with the external governance review is removed as this has now been successfully completed

The Committee noted the key impact measures arising from the report.

Resolved
The Search and Governance Committee approves the assessment of risks for the Spring Term 2024 and commends the report for approval by the Board

Phillip Kerle joined the meeting

SGC.10.24   **Membership of the Corporation**
The Director of Governance presented a report relating to the current membership of the Board and any action to be taken by the Search and Governance Committee.

The Committee was reminded that at the meeting held on 6 July 2023, the Corporation agreed that the membership of the Board shall be up to sixteen members and has reserved the right in the Instrument and Articles to vary the overall number of governors to reflect the requirements of the College. The current membership of the Board is 17, made up as follows:

Independent Members   12
Staff members   2
Student members   2
CEO/Principal   1
Plus one external co-opted member of the Audit Committee.

Independent Members
One new member was appointed to the Board in December 2023 who filled a vacancy created by retiring members and identified skills gaps.

Members noted that the new independent member considered under the part 1 of this meeting had relevant skills that would fulfil further identified skills gaps.

The Committee was reminded that Liz Rushton's current term was extended at the December Board to the end of the academic year in order to support new members. She has now relinquished the key roles held of Vice Chair, Chair of the Learning and Quality Committee and Link Governor for Safeguarding and Prevent.

Jenny Adamson has been approached to take on the role of Chair of the Learning and Quality Committee, which she is willing to do. Arrangements will be made for her to be formally elected by members of the Learning and Quality Committee and this appointment would then be endorsed by the Board when it next meets. Members agreed with this approach and considered that Jenny would make a good Committee Chair.

Members were reminded that the current term of the co-opted member of the Audit Committee, James Marshall, expires in March 2024. He has advised that, whilst not working towards an 'end date', he would see is tenure ending within a year, ahead of the next year's year end audit.

The Committee are aware that James holds an accountancy qualification. It was agreed that, in order to be compliant with the requirements of the Post-16 Audit Code of Practice that members of the Audit Committee should be appropriately experienced with at least one member having a formal qualification, he should be replaced with someone holding a similar qualification, either as a full member or a co-opted member. The search for suitable candidates should start now with a tailored approach through platforms such as Linkedin. The Director of Governance would liaise with marketing to draft appropriate wording to use for an advertisement.

Student Members
The term of office for the current student members ends on 31 July 2024.

Staff Members
The current staff members were appointed for a four-year term with effect from 1 August 2023.

Succession Planning
The Committee acknowledged that Succession Planning forms part of the discussion by the Committee at each meeting and is a key development area in the Governors QIP. The recent External Governance Review recommended that the Committee should review its approach to succession planning for key roles with a skills led documented succession plan that informs training and development.

Members considered the draft Succession Planning Action and Risk Log presented and agreed that this was a well-structured document to help map a potential pipeline for key roles in order to reduce the risk or unexpected vacancies and help inform governor training and development. It was agreed that the Director of Governance would populate the document, which would then be presented to the Committee for review at each meeting.

Link Governors
There are currently five Link Governors in place to support the following areas:

- Safeguarding, Prevent and SEND
- Higher Education
- Careers
- Equality & Diversity
- Sustainability

Gender Balance
Members noted the current gender balance of the membership of the Board and its Committees and the gender balance of the chairs of the Board and its committees.

Diversity of the Board
Members noted the current diversity of the Board.

Agreed

The Search and Governance Committee agreed to
- receive and note the report
- endorse the approach taken to appoint Jenny Adamson as the Chair of the Learning and Quality Committee
- put in place action to be taken now to recruit a replacement for the co-opted member of the Audit Committee
- work continuing with the succession planning action and risk log, to populate this and for the Committee to review at each meeting

SGC.11.24   Governors' Quality Improvement Plan (QIP) 2023/24: Spring Term 2024

The Director of Governance presented for consideration the progress made in the Governors' Quality Improvement Plan for 2023/24: Spring Term 2024.

The Committee was reminded that the QIP is
- established at the beginning of each academic year and is informed by issues arising from the Governors' Self-Assessment
- monitored on a termly basis by the Search and Governance Committee

Members were advised that the QIP has also incorporated the recommendations from the External Governance Review completed in September 2023.

The Committee reviewed the document, noting the proposed revisions, and agreed that the suggested amendments are made.

Members noted the key impact measures arising from the report, in particular the Strategic and Risk implications.

Resolved

The Search and Governance Committee approves the Governors' Quality Improvement Plan: 2023/24: Spring Term 2024 and commends the document for the approval by the Board

SGC.12.24   Review of College Governance with members of the Corporation 2023/24

The Chair of the Corporation presented a report on the findings of the review of College governance.

The Committee was reminded that, in 2011 the Corporation Board had agreed to introduce an annual cycle of review meetings to be held between the Chair of the Corporation and individual governors, the objectives of which were to:

- review the operation and performance of the Corporation and its committees
- gather feedback on how the relationship between governors and the Executive (Chief Executive & Principal / Chief Operating Officer) and other senior staff is perceived and, on the quality, and timeliness of the information provided to governors
- identify personal development opportunities for individual governors

Members were advised that the report focused on the first two objectives, recognising that the development needs of individual governors are considered in the planning process for the Corporation's annual training plan.

Members considered the key issues arising from the report, noting that
- meetings were held between November and December 2023 with all independent and staff governors

- Student governors have regular meetings with the Chief Executive & Principal, which cover issues arising from their work as governors and officers of the Student Union, they also receive support from the Director of Governance
- the Chief Executive & Principal has the opportunity to discuss her role as a governor with the Chair of the Corporation at their monthly 1:1 meetings
- the findings of the review cover the following aspects of the work of the Corporation's activities:
  - ➢ Performance of the Board
  - ➢ Performance of the committees
  - ➢ Contribution of the Chair
  - ➢ Contribution of Executive and Directorate

Performance of the Board

Governors consider that

- individual governors appreciate the skills and knowledge contained within the Board and consider that the Board continues to be extremely effective, a view attributed by some to the degree of stability in its membership. Given this, succession planning needs to be a longer-term consideration, particularly for key roles such as Chairs, and, in this context, particular consideration needs to be given to how to broaden the membership of the board over time to address the growing need to satisfy the EDI ambitions of the college
- there continues to be the strongly held view that the Board challenges very effectively and that the Executive respond well
- the training programme offered and the opportunities to engage with teaching and learning and the assessment of performance equip them for their role
- Corporation meetings are seen as being effective but increasingly formalised as a consequence of the regulation of the sector. Agendas are clear and the time management of the meetings is good
- the work of the Director of Governance is much appreciated as is the support given to governors at and between meetings

Performance of the committees

Governors consider that

- the committees place greater responsibility on individual governors to contribute from their own expertise and experience to the strategic development of the College and the Corporation demonstrates considerable confidence in their work
- the Strategy Committee was regarded as an effective forum for broader discussion outside the more structured agendas of other committees
- the committees are relevant and effective and provide opportunities for challenge and to consider the appropriate levels of detail in conjunction with access to, and support from, relevant senior staff of the College
- the regular meetings of the Chairs of all Committees introduced last year has led to the Committee Chairs becoming members of the Search and Governance Committee as it was found this committee covered much of what was discussed by the Committee Chairs

Contribution of the Chair of Corporation

Governors consider that

- the Chair and Vice Chair have moved the College and its governance forward during their tenure
- meetings are focused, well run and interesting

Contribution of the Executive and Directorate

Governors consider that

- the Executive are viewed as extremely competent and most commented positively on the quality of the relationship between governors and the Senior Management Team
- reports presented are of good quality and written in styles that make them accessible to all members of the Corporation
- the introduction of a brief 'part 3' meeting attended by only independent governors after each full Board meeting was regarded as a worthwhile move

Conclusion

Members considered the conclusion of the report, noting that the outcome of the 2023/24 review indicates that governors consider that they contribute to the College and that its governance processes are robust, although an appropriate level of challenge must be maintained.

The Chair advised that there would be value in more frequent 'one to one' meetings and in 2024/25 will endeavour to have two per year.

Resolved

The Search and Governance Committee approves and commends to the Corporation Board

- the report of the Chair of the Corporation on the Review of College Governance with Members of the Corporation: 2023/24
- the conclusions of the Review and, in particular, the key issues identified for improvement by governors

FRC.13.24 **Annual Schedule of Meetings of the Corporation Board and Committees: 2024/25**

The Director of Governance presented, for consideration and approval, the Annual Schedule of Meetings of the Corporation Board and Committees for 2024/25.

The Committee was advised that the schedule reflected that of the current and previous years.

The Committee was also asked to consider the basis for the continuation of virtual meetings for the Committees.

Members considered the proposals presented and agreed that these were appropriate. It was also agreed that as the current arrangements of virtual meetings for committees and in College for the full Board has been successful and proved to be more convenient to all members, they should continue for 2024/25.

Members noted the key impact measures arising from the report, in particular the Strategic and Risk implications.

Resolved

The Search and Governance Committee approves and commends to the Corporation Board for approval

- the Annual Schedule of Meetings of the Corporation Board and Committees: 2024/25
- the continuation of virtual meetings for committees and in College when the full Board meets

SGC.14.24 **Governor Stakeholder Engagement Strategy**
The Director of Governance presented for consideration the draft Governance Stakeholder Engagement Strategy.

Members were advised that
- stakeholder engagement is crucial for any governor to effectively govern and make informed decisions that align with the needs and expectations of the community
- the strategy is a suggested framework identifying key stakeholders and reinforces priorities to engage with learners, employers, communities and key stakeholders

Members reviewed the document and agreed this provided a good framework, which captured the responsibilities of governors and where sources of assurance can be gained. It was noted that the strategy would feed into the risk register where appropriate.

The Committee had no other comments or amendments to make at this time and should be recommended to the Board for approval. It was agreed that the document would be reassessed on an annual basis.

Resolved
The Search and Governance Committee approves and recommends to the Corporation Board for approval the Governor Stakeholder Engagement Strategy.

SGC.15.23 **Appraisal of the Chair of the Corporation**
The Director of Governance presented for consideration the process for appraising the Chair of the Corporation.

The Committee was reminded that it was a recommendation from the External Governance Review to '*design and implement a Chair's appraisal scheme that ensures the Chair's performance is evaluated constructively'.*

Members were advised that
- the appraisal would be formed of a survey circulated to all members of the Board
- the statements in the survey are based on the 'role and responsibilities of the Chair' from the Instrument and Articles and the Board's Terms of Reference
- the outcome of the appraisal would be reported to this committee

The Committee reviewed the survey questions and agreed they were appropriate. However, as this was the first appraisal it was appreciated that until the outcome was reviewed some questions may not be appropriate or necessary. It was also agreed that in future years there could be the option for the process to be conducted by an external independent source to ensure that there would be no conflict between the Chair, Director of Governance and Chief Executive. However, this would be further considered when the outcome is reviewed by the Committee.

Agreed
The Search and Governance Committee agreed that the survey questions presented are used for the Chair's appraisal and are circulated by the Director of Governance to all members of the Board for completion

SGC.16.24 **Code of Good Governance for English Colleges (the Code)**
The Director of Governance presented the draft audit of compliance against the revised Code.

Members were reminded that
- the Code of Good Governance for English Colleges was introduced by the AoC in March 2015 and was adopted by the Corporation Board
- the funding agencies continue with the current funding condition that English colleges either adopt the Code or alternatively have due regard to the UK Corporation Governance Code. Colleges are expected to state its adoption of the Code in the corporate governance statement contained in its annual audited accounts
- the Code was revised in October 2021 and used from start of the 2021/22 academic year. The audit of compliance against this version was regularly considered by the Committee and agreed that good progress made to ensure that the Board was compliant with the Code
- the Code was revised again in September 2023 and it was agreed by the Board in December 2023 that the Code would continue to be adopted

The Committee reviewed the work undertaken to date on the audit of compliance against the revised version of the Code and agreed that this was appropriately evidencing how the Board was compliant with the Code. Work would continue so that any areas can be identified that may need to be improved or strengthened. The Committee would keep under review.

Agreed
The Search and Governance Committee agreed
- the basis of the audit of compliance against the current version of the Code
- work continues so that any areas can be identified that would need to be improved or strengthened

SGC.17.24 **Termly review of the attendance at meetings of the Corporation Board and its Committees 2023/24: Autumn term 2023**
The Director of Governance presented a report, which provided details of the attendance of members at meetings during the Autumn Term 2023.

Members were reminded that the Committee considers, on a termly basis, the levels of attendance of members at meetings in order to ensure the probity of governance at the College and considered the detail of the report.

Members noted the overall good attendance, in particular the student members.

Members noted the impact measures arising from the report.

Agreed
The Search and Governance Committee agreed to receive and note the report

SGC.18.24 **Governors' Development and Training Programme 2023/24: Spring Term 2024**
The Director of Governance presented a report regarding the development and training programme for governors.

The Committee noted the
- extent of the programme during the Autumn Term 2023 and the involvement of governors in the various events and activities
- events and activities scheduled for the Spring Term 2024
- summary of training that is mandatory/desirable/essential

Members expressed satisfaction with the involvement of governors in the wide range of events and activities and with the schedule proposed for the remainder of the year and agreed that the format presented gave a much more succinct overview of governors training requirements.

Members noted the impact measures arising from the report.

Agreed
The Search and Governance Committee receives and notes the report.

SGC.19.24 **Committee Chairs Question Time**
In discussion, the Committee Chairs agreed that

- Succession Planning for each committee would need to be a priority for this year and the action and risk log presented at this meeting will help to highlight forthcoming vacancies, particularly Committee Chair roles, in a timely manner
- The replacement of the co-opted member of the Audit Committee is also a key priority for this year

SGC.20.24 **Any other business**
Members noted that there was no other business.

SGC.21.24 **Dates of scheduled meetings: 2023/24**
Thursday 16 May 2024

All meetings commence at 16.00

As there was no further business, the Chair declared the meeting closed.

SIGNED AS A CORRECT RECORD:

DATE: 16 May 2024