

# Search and Governance Committee

Wed 20 September 2023, 16:00 - 18:00

MS Teams



## Attendees

**Present:** Ann Harrison (Chair), Kath Causey, Andrea Ferguson, Anna Dawe

**In attendance:** Joanne Platt (Director of Governance).

The meeting commenced at 4pm on MS Teams and was quorate.

## Meeting minutes

### 1. Apologies for absence

SG-23-09-01

There were no apologies for absence.

### 2. Declarations of Interest

SG-23-09-02

Andrea Ferguson declared an interest in Item 4 and left the meeting for part of this item.

### 3. Minutes of the previous meeting and matters arising

SG-23-09-03

The minutes of the previous meeting were agreed as an accurate record and approved by the Committee.

There were no matters arising.

**Resolved:** The Committee approved the minutes of the meeting of the 13 June 2023 for signature by the Chair.



This file is sealed with a digital signature.  
The seal is a guarantee for the authenticity  
of the document.

Document ID:  
A2D84BD104AD42BEB2685B16D64AD5D9

### **Andrea Ferguson left the meeting at 4.19pm.**

The Committee considered a report in relation to the appointment of a new Chair of the Governing Board, noting that at its meeting on 4 July 2023, the Governing Board had re-appointed Ann Harrison as a Governor and Chair of the Governing Board for a further period of 12-months to the end of October 2024, pending the appointment of a new Chair.

Since then, one of the current Vice Chairs of the Board, Andrea Ferguson had agreed to put herself forward to Chair the Board, when Ann Harrison steps down in October 2024 and the Committee considered this and agreed to make a recommendation to the Governing Board to appoint Andrea Ferguson as Chair Elect of the Board, so that she can shadow the current Chair over the course of this academic year, before being formally appointed as Chair at the July 2024 meeting of the Board.

The Committee also reviewed and approved the revised Role Description of the Chair of the Corporation, in accordance with the Scheme of Delegation.

### **Andrea Ferguson re-joined the meeting at 4.28pm.**

The Committee discussed the potential vacancies of Vice Chair of the Governing Board and Chair of the Curriculum and Student Matters Committee, that would arise if Andrea becomes Chair in October 2024. It was noted that some Governors had expressed an interest in taking on leadership roles but as they are all relatively newly appointed Governors, the Committee agreed that this should be considered again by the Committee at its meeting in September 2024, and in the meantime, shadowing and committee observation opportunities should be made available to Governors in 2023-24, to help them to develop a wider knowledge and understanding of Board business.

It was also noted that Andrea Ferguson could nevertheless remain Chair of the Curriculum and Student Matters Committee, when she becomes Chair of the Governing Board.

**Resolved:** The Committee agreed to recommend the appointment of Andrea Ferguson as Chair Elect of the Governing Board, to the Governing Board at its meeting on 10 October 2023.

**Resolved:** The Committee approved the revised Role Description for the Chair of the Governing Board.

**Resolved:** The Committee agreed to review committee memberships and chairs / vice chairs at a future meeting in 2024.

---

## 5. Committee periodic review of management and governance structures

The Committee considered a report in relation to the review of management and governance structures, noting that it is good practice for College Governing Boards to periodically undertake a review, to ensure that structures remain fit for purpose to deliver the College strategy. It was noted that no significant changes have been made to either management or governance structures in recent years.

The Committee considered a number of options but in light of the impending External Governance Review scheduled to take place in the spring term of 2024 and the review of the College's Strategic Plan which will be undertaken in the current year, it was agreed to defer the review until the September 2024 meeting of the Committee.

**Resolved:** The Committee agreed to recommend to the Governing Board that the review of management and governance structures should be deferred until September 2024.



This file is sealed with a digital signature.  
The seal is a guarantee for the authenticity  
of the document.

Document ID:  
A2D84BD104AD42BEB2685B16D64AD5D9

## 6. Committee Effectiveness and Impact Review and Annual Report 2022-23

SG-23-09-06

The Committee considered its effectiveness and impact and a draft annual report for 2022-23, which detailed the activities of the Search & Governance Committee in the preceding year. The purpose of the report was to provide assurance to the Board that the Committee's expected functions have been discharged and that the skills and expertise required by the Board is in place and / or that actions are being taken to address any skills shortfalls.

The Committee reviewed the report and concluded that it had discharged its responsibilities and had made a positive impact on the Board.

**Resolved:** The Committee approved its Annual Report for 2022-23 for submission to the Governing Board for information.

---

## 7. Board Self Assessment

SG-23-09-07

The Committee reviewed the draft Board Self-Assessment (Board SA) for 2022-23, which included a review of areas for improvement identified in the 2022-23 Governance Quality Improvement Plan (QIP) and a revised QIP for 2023-24.

The Self-Assessment included a Business Checklist which details all the required annual Board business and confirms how each part of the checklist has been discharged, and the Committee noted that all expected actions and matters of business have been completed as required, although it was noted that there are still some gaps in the Annual Declarations from Governors, which will be chased up again by the Director of Governance.

The Committee noted Governor responses to the Self-Assessment Questionnaire for 2022-23, which had been completed by 15 out of a possible 17 Governors. It was noted that neither of the two student governors had responded to the survey.

Responses show an improved position from the previous year as the Governors appointed in 2021-22 have gained experience and are more confident in the Governor role. However, member attendance has worsened again this year and actions to address this are included within the QIP for 2023-24.

The Committee noted the completed actions in last year's QIP which have made a positive impact and agreed that the scores for all themes except capabilities and representation should be re-scored as a Grade 1. In relation to this, it was noted that although there are many strengths in relation to capabilities and representation including Board diversity, worsening attendance and the lack of experienced governors to take on Committee chairing roles needs to be addressed before this theme could be scored as a Grade 1.

In relation to attendance, in addition to the actions included in the QIP, it was agreed to move meetings of the Curriculum and Student Matters Committee to MS Teams apart from the first meeting of each academic year, the rationale for this being that the newly appointed student governors would have the chance to meet other governors face to face at the first meeting of the Committee, at the December meeting of the Board and at the strategic workshop, before continuing to meet on Teams for their committee meetings for the remainder of the year.

**Resolved:** Subject to the change in scores discussed, the Committee agreed to recommend approval of the Board Self Assessment for 2022-23 and the Governance QIP for 2023-24 to the Governing Board for approval.

---

## 8. Governance Policies



This file is sealed with a digital signature.  
The seal is a guarantee for the authenticity  
of the document.

Document ID:  
A2D84BD104AD42BEB2685B16D64AD5D9

The Committee considered a report in relation to the maximum number of members of the Board stipulated in the Instrument and Articles of Government.

It was noted that the terms of office of the Chair and one other long-standing Governor will come to an end in October 2024 and to support succession planning, it would be prudent to appoint at least two new members of the Board in 2022-23, to enable new Governors to gain experience before the two Board vacancies occur. However, as the Board currently had no vacancies, this isn't possible unless the maximum number is increased in the Instrument and Articles of Government.

The Committee therefore agreed to recommend to the Board, an increase to the maximum number of members to 20, to enable the appointment of new Governors over the next 12-months.

**Resolved:** The Committee agreed to recommend to the Governing Board, that the maximum number of members of the Corporation stated in Instrument 2 (1) (a) (Composition of the Corporation) of the Instrument and Articles of Government, be increased from 17 to 20.

## 8.2. Governor Induction Procedure and Checklist

The Committee reviewed the Governor Induction Procedure and Checklist, noting that the revised document reflects the current practice.

The Committee approved the changes in accordance with the Scheme of Delegation.

**Resolved:** The Committee approved the Governor Induction Procedure and Checklist.



This file is sealed with a digital signature.  
The seal is a guarantee for the authenticity  
of the document.

Document ID:  
A2D84BD104AD42BEB2685B16D64AD5D9

## 9. Outcome of Governor 1-1 meetings and review of Board Succession Plan

SG-23-09-10

The Committee considered a report on the outcome of the Governor 1-1 meetings with the Chair of the Governing Board, which took place in May and June 2023, and which were informed by the Board Skills Audit (see Item 10 below).

It was noted that 14 Governors had completed the Board Skills Audit and had met with the Chair to discuss their responses and their aspirations with the College. The Committee discussed those Governors who had indicated that they aspire to Governor Leadership roles in the College and agreed to recommend approval of the Board Succession Plan for 2023-25, which will enable those Governors to access shadowing and committee observation opportunities to prepare them for potential future leadership roles.

It was noted that Hayley Mercer had been appointed as the new Lead Governor for SEND at the July 2023 meeting of the Governing Board, and it was agreed that, subject to her agreement, the Committee would recommend to the meeting of the Governing Board in October 2023, that Susan Snape be appointed as Lead Governor for Careers and Destinations.

It was also agreed that the potential vacancy of Vice Chair of the Governing Board and Chair of the Curriculum and Student Matters Committee be considered again at the September 2024 meeting of the Search and Governance Committee.

In the meantime, the Chair would again discuss the role of Vice Chair of the Resources Committee with Nazia Rehman, who had indicated in her survey response that she aspired to be a vice chair or chair of a committee and that this would be considered again by the Committee at its meeting in March 2024.

**Resolved:** The Committee agreed to recommend the Board Succession Plan to the Governing Board for approval

---

## 10. Skills Audit and Board Development Plan

SG-23-09-11

The Committee considered a report on the outcome of the Board Skills Audit, noting that 14 members had completed the Skills Audit Questionnaire in the early summer of 2023.

The analysis of the data from the survey shows that there remains a good balance of skills and experience, with a high level of expertise under each category, within the Board membership. The lack of expertise in finance identified last year has been addressed by the appointment of two new Governors with a finance background and more recently by the appointment of three new Co-Opted Governors all with finance / audit backgrounds.

The Committee noted that the strongest areas include quality monitoring and assurance, equality and diversity, risk management, local communities, business / commercial sector, strategy development and communication.

Property and Estates, Health and Safety, HR, Legal, Education (school, FE or HE), Governance / Trusteeship, Financial Skills, Audit (financial and non-financial), Marketing, Safeguarding, Public Sector, Working with Young People and IT scored lower than the general average for each category, although none of these areas scored very low, indicating a wide spread of skills across the Board as a whole.

In terms of competencies, leadership scored the highest, followed by cognitive competencies (which included analysis and synthesis of information, critical thinking and independence, curiosity, results / quality orientation and innovation). Functional competencies scored the lowest this year, which is a change from last year when leadership scored the lowest. This is likely due to the Governors appointed in 2021 and 2022 becoming more confident of their abilities.

A Board Development Plan had been developed for 2023-24, which seeks to address the areas where Governors identified a need for further development and the Committee agreed to recommend this for approval to the Governing Board.



This file is sealed with a digital signature.  
The seal is a guarantee for the authenticity  
of the document.

Document ID:  
A2D84BD104AD42BEB2685B16D64AD5D9

**Resolved:** The Committee agreed to recommend approval of the Board Development Plan for 2023-24, to the Governing Board.

---

## 11. Review of Confidential Minutes

SG-23-09-12

The Committee undertook a review of confidential minutes of meetings held between September 2022 and July 2023, including a review of the confidential minutes that were retained as confidential in last year's review, to ensure that all minutes no longer deemed to be confidential are released for publication.

The Committee agreed to make a recommendation to the Governing Board in relation to the release of minutes no longer deemed to be confidential.

**Resolved:** The Committee agreed to make a recommendation to the Governing Board in relation to the publication of minutes previously deemed confidential

---

## 12. Board Review: Scoping meeting

SG-23-09-13

The Committee discussed the College's first External Board Review (EBR) which will take place in the spring term of 2024 and which will be undertaken by Shirley Collier, an experienced consultant engaged by the AoC.

The EBR will follow the AoC's standard scope and the Committee agreed that this is robust and meets the College's needs without the need for any additional areas of focus to be added.

It was agreed that the initial scoping meeting between the Reviewer, the Chair, the Principal and the Director of Governance would also include the Chair Elect if her appointment is approved by the Governing Board in October 2023, and will be scheduled to take place in November via MS Teams.

The Committee also agreed that the Reviewer should be invited to observe the February meeting of the Curriculum and Student Matters Committee and the March meeting of the Governing Board (both via MS Teams) but would not be asked to present the final report to the Board at its July meeting.

**Resolved:** The Committee approved the scope for the College's EBR and the arrangements for the initial scoping meeting and meeting observation.

---

## 13. Items to bring to the attention of the Governing Board in the Committee Chair's Report

SG-23-09-14

The Committee agreed the items to be included in the Chair's report to Governing Board.

---

## 14. Items for information

### 14.1. Member attendance

SG-23-09-15

The Committee noted the report and that actions to address worsening attendance were included within the Governance Improvement Plan considered under Item 7 above.

### 14.2. Equality Monitoring

SG-23-09-16

The Committee noted the report and in particular that Board diversity was currently consistent with the College's student population and that of the wider community.

### 14.3. Register of Interests

SG-23-09-17



This file is sealed with a digital signature.  
The seal is a guarantee for the authenticity  
of the document.

Document ID:  
A2D84BD104AD42BEB2685B16D64AD5D9

The Committee noted the report and that two Governors had yet to make their annual declarations.

#### 14.4. Code of Good Governance: Sources of Assurance

SG-23-09-18

The Committee noted the report.

---

#### 15. Any other business

SG-23-09-19

There were no items of other business.

---

#### 16. Date and time of next meeting: 6 March at 5pm

SG-23-09-20

---

#### 17. Actions

SG-23-09-07

**Action:** Change February and June meetings of the CSM Committee to MS Teams

**Action by:** Director of Governance

**Timescale:** End September 2023

**The meeting ended at 6pm.**



This file is sealed with a digital signature.  
The seal is a guarantee for the authenticity  
of the document.

Document ID:  
A2D84BD104AD42BEB2685B16D64AD5D9