

Final Minutes – agreed 10th March 2021

MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE

Held on Monday 18th January 2021

Present: Professor Sam Luke (Chair), Peter Stamps, Vince Romagnuolo, Frances Rutter (Principal)

In Attendance: Sandra Dessent (Clerk)

9.20	1.0 Apologies for Absence				
	Apologies for absence were received from Lynn Reddick				
10.20	2.0 Declaration of Interest				
	<p><u>Professor Sam Luke</u>: Unremunerated Director of NESCOT Enterprises Ltd., North East Surrey of Technology Trust, NESCOT Holdings Ltd., and Epsom Downs Business Centre</p> <p><u>Peter Stamps</u>: Unremunerated Director of NESCOT Enterprises Ltd.</p> <p><u>Frances Rutter</u>: unremunerated Director of NESCOT Enterprises Ltd., North East Surrey College of Technology Trust, NESCOT Holdings Ltd., and Epsom Downs Business Centre Ltd.</p>				
11.20	3.0 Minutes of the meeting of 7th October 2020 and matters arising				
	<p>The minutes of the meeting of the 7th October 2020 were agreed as a true record and signed by the Chair.</p> <p><u>Matters Arising</u></p> <table border="1" style="width: 100%;"> <tr> <td> <p>Safety arrangements for Governors returning to on-site meetings to be reviewed.</p> <p><i>Arrangements were reviewed and social distanced meetings had been held on-site. Current lockdown has necessitated a return to online meetings, but arrangements will be reviewed again when restrictions are lifted.</i></p> </td> </tr> <tr> <td> <p>Progress on Student Governors to be regularly reported</p> <p><i>Included in minute number 14.20</i></p> </td> </tr> <tr> <td> <p>Skills Audit to be circulated and completed.</p> <p><i>Action complete and outcomes will be reported to the Search & Governance Committee on 10th March as part of a wider induction/training/recruitment project going forward.</i></p> </td> </tr> <tr> <td> <p>Clerk to meet with Head of Marketing to discuss approach for recruiting external Governors.</p> <p><i>Action complete – progress reported in minute number 14.20</i></p> </td> </tr> </table>	<p>Safety arrangements for Governors returning to on-site meetings to be reviewed.</p> <p><i>Arrangements were reviewed and social distanced meetings had been held on-site. Current lockdown has necessitated a return to online meetings, but arrangements will be reviewed again when restrictions are lifted.</i></p>	<p>Progress on Student Governors to be regularly reported</p> <p><i>Included in minute number 14.20</i></p>	<p>Skills Audit to be circulated and completed.</p> <p><i>Action complete and outcomes will be reported to the Search & Governance Committee on 10th March as part of a wider induction/training/recruitment project going forward.</i></p>	<p>Clerk to meet with Head of Marketing to discuss approach for recruiting external Governors.</p> <p><i>Action complete – progress reported in minute number 14.20</i></p>
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	<p>The Clerk & Principal to prepare revised QIP</p> <p><i>The Committee was informed that a more relevant and specific document was being prepared in line with the AoC best practice that would give a comprehensive view of the governance processes and identify the gaps to be reported to the Search & Governance Committee and Corporation.</i></p>
12.20	4.0 Re-appointment of External Governors
	<p><u>4.1 Extended Term of Office for Sam Luke (SL withdrew for this item)</u></p> <p>The Committee received a proposal to extend Sam Luke’s term of office from 21st March 2021 to 30th July 2022, based on the following exceptional circumstances:</p> <ul style="list-style-type: none"> • The economic and strategic uncertainties created by the Covid-19 lockdown and restrictions • The considerable change in membership in the past two years and the subsequent benefit that would be derived from having an experienced Chair in place • The need to maintain the minimum or above number of Board members – there are currently 13 against a minimum of 12. <p>The Principal outlined the proposal to standardise the appointment process for Chairs, Vice-Chair and Chairs (see minute 13.20) which was an integral to the proposal to extend Sam’s term of office.</p> <p>Sam had confirmed his wish to be considered for an extended term of office.</p> <p>Having discussed his skills, experience and achievements in the role and considered the exceptional circumstances the Committee unanimously agreed to recommend to Corporation an extended term of office to expire on 31st July 2022.</p> <p><u>4.2 Re-appointment of Vince Romagnuolo (VR withdrew for this item)</u></p> <p>Vince Romagnuolo was originally appointed in March 2019, and in accordance with Standing Order (paragraph 3.8) was eligible to be considered for re-appointment for a further four years, the expiration of his initial two-year term being March 2021.</p> <p>Vince had confirmed his wish to be considered for re-appointment.</p> <p>His attendance, skills, experience and contribution to strengthening the Governing Body were discussed and subsequently the Committee unanimously agreed to recommend to Corporation his re-appointment for a 4-year term expiring in March 2025.</p>
13.20	5.0 Appointment of Chair, Vice-Chair and Committee Chairs.

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	<p>The Committee received a paper reviewing the current practices for appointing the Chair, Vice-Chair and Committee Chairs and a proposal to standardise the process so that if they so wished they were entitled to stay in office until the end of their term unless the Corporation was considering their removal from office. The post holders would be confirmed at the final meeting in the academic year, and all new appointments would also be considered at the same meeting.</p> <p>The question of automatic succession to the role of Chair by Vice-Chair was discussed and it was agreed that the policy would limit the scope for Governors to progress and develop within the Governing Body and therefore wouldn't contribute to the objective of maximising Board effectiveness.</p> <p>Having considered the proposal, the Committee agreed the procedure and to recommend it for approval by the Corporation.</p>
14.20	6.0 Membership Review Update
	<p><u>6.1 Student Governor Recruitment</u></p> <p>The Committee were provided with a verbal update as follows:</p> <ul style="list-style-type: none"> • The HE Student Governor was in place and had attended the December Corporation meeting. Regular meetings were planned with the Clerk and Deputy Principal (Curriculum & Quality) to support, encourage and maximise input into the Governing Body. • Progress to engage an FE Student Governor had been hindered by lockdown although Governors were assured that initiatives were in place to gather the student voice and it was agreed to contact the Director of Personal Development for a list of activities and circulate to members of the Committee. <p><u>6.2 Update on External Governor Recruitment</u></p> <p>The Clerk updated the Committee on the progress in advertising for applicants and confirmed that to date three people had applied. Two were being recommended for an interview by the Search & Governance Committee and if suitable would be recommended for appointment to the Corporation on 29th January. The third applicant had yet to be screened.</p> <p>The Committee was assured that regular meetings were in place with Head of Marketing to review progress and if necessary additional methods of advertising would be investigated after restrictions were lifted e.g., flyers/pamphlet distribution.</p> <p><u>6.3 Staff Governor</u></p> <p>Articles and Instruments states that two members of staff should be elected to the Governing Body – one member of teaching staff and one member of support staff. Jamie Roberts currently elected as the teaching staff member had recently been appointed as Interim Director of Professional and Service Industries and his position as teaching staff</p>

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	<p>Governor was discussed. It was agreed that due to the exceptional circumstances created by Covid-19, his contribution to the Governing Body and his status as interim it was in the best interests of the Governing Body for Jamie to stay in post until the expiration of his term of office on 31st July 2021.</p>
15.20	7.0 Self Evaluation Questionnaire
	<p>The Clerk presented a summary of the responses to the recent self-evaluation questionnaire and confirmed that all eligible Governors had completed the survey. The areas of strength; need for further assurance and improvement were discussed and the following points were raised:</p> <ul style="list-style-type: none"> • Some of the ‘don’t know’ responses were due to new Governors not having had sufficient experience to comment. • The focus areas for improvement were similar to the previous year and the change in Clerk as well as Covid-19 restrictions had hindered progress. Members were assured that these were priority areas for development and the Governing Body would be kept regularly updated. • The low satisfaction score for question 15 ‘<i>The membership of the Governing Body has a suitable range of knowledge, skills and expertise, is fit for purpose and sufficiently diverse</i>’ was considered and it was noted that the skills audit would identify gaps and inform the development of a new induction, training and governor development programme. It was emphasised that as part of the programme it was important to discuss and review the Committee membership. • The evaluation showed that 100% of Governors felt able to contribute to debate in meetings and were confident that their input was given due consideration, and this was solid base on which to develop initiatives that would strengthen Board effectiveness. <p>It was agreed to share the points raised and the summary with the Corporation Board on 29th January</p>
16.20	8.0 Proposal for Curriculum & Quality Sub-Committee
	<p>At the Corporation meeting on 10th December, the Chair of Curriculum & Quality reported that at the previous Committee there had not been sufficient time to focus on the large amount of important information provided regarding the HE provision. In response it was agreed to submit a proposal for a sub-committee of Curriculum & Quality to specifically focus on aspects of the HE provision including but not limited to:-</p> <ul style="list-style-type: none"> • HE provision – Direct/Sub-contracted/Partnership • Quality Assurance Framework • Student Outcomes/achievement data • Student feedback included National Student Survey (NSS)

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	<ul style="list-style-type: none"> • Curriculum development and initiatives • Development/preparation of HE Strategy • Safeguarding and Prevent <p>Having considered the proposed terms of reference it was agreed to recommend the proposal to Corporation on 29th January.</p>
17.20	9.0 Dates for future meetings:
	<p>Wednesday 10th March 6.00pm</p> <p>Wednesday 19th May 6.00pm</p>

Decisions:

Agreed to recommend to Corporation on 29th January

1. The extension of Sam Luke’s term of office until 31st July 2022 on the grounds of exceptional circumstances.
2. The re-appointment of Vince Romagnuolo for a period of four years expiring on 21st March 2025.
3. The proposal for a revised protocol for the appointment of the Chair, Vice Chair and Committee Chairs.
4. The proposal for a sub-committee of Curriculum & Quality for the HE provision

Actions:

1. Provide Governors with a list of practices used to gather the student voice.
2. Arrange interviews with members of Search & Governance and two potential external Governors prior to 28th January
3. Share summary of Self-evaluation Questionnaire and points raised with Corporation Board on 29th January