

MINUTES
SEARCH & GOVERNANCE COMMITTEE
Wednesday 4th October 2023 at 4.30 pm
Skills Park and via Teams

Present: Chris Muller (Chair), Julie Kapsalis (CEO/Principal), Angela Cross- Durrant, Nick Vaughan-Barratt.

In Attendance: Susanne Wicks, Head of Governance.

1	Apologies for Absence
	Apologies were received from Lynn Reddick.
2	Declaration of Interests
	The CEO/Principal declared that she is an unremunerated Director for Nescot Enterprises Ltd.
3	Minutes of the previous meeting and matters arising
	3.1 The minutes of the meeting held on 10 th May 2023 were agreed as an accurate record of the meeting.
	3.2 <u>Matters Arising</u> <u>Committee Terms of Reference:</u> ACD sought and was given reassurance that the terms of reference are compliant with the AoC Code of Governance. <u>Governor Self-Review:</u> The Head of Governance confirmed that the outcome of the governance self-review and associated action plan were circulated to all Governors. As requested, all Governors were invited to suggest some FAQ for newly appointed colleagues but the response had not been enthusiastic. Action: Head of Governance to repeat the request for FAQ.
4	<u>Succession Planning</u>
	ACD set out her suggestion for each Committee to appoint a Vice-Chair, which is common practice among many boards. She pointed out that the Vice-Chair could step in if the Chair was indisposed, but could also help with succession planning, even if they do not wish to be Chair, as they could support a newly appointed Chair. The Committee welcomed the suggestion and agreed that each Committee should appoint a Vice-Chair at the first meeting of the academic year. Action: Head of Governance to alert Committee Chairs and add this item to the agenda for the autumn term meeting of each committee.

5	<p>Membership Update</p>
	<p>The Head of Governance presented her report which was circulated prior to the meeting. She advised that since it had been shared, Paul Ford had tendered his resignation from the Corporation.</p> <p>The Committee noted that there are three Governors coming to the end of their term of office during the course of the academic year; Chris Muller, Nadine Guy and Lynn Reddick. The Chair confirmed his intention to volunteer for re-appointment.</p> <p>Action: Head of Governance to contact Lynn Reddick and Nadine Guy to establish their plans for their future on the Corporation.</p> <p>Governors noted that a Teaching and Support Staff Governor would be formally appointed at the Corporation meeting on 20th October 2023 and that work was underway to seek volunteers for the FE Student Governor vacancies.</p> <p>The Committee agreed to recommend the Committee Membership to the Corporation for approval.</p>
6	<p>Attendance Report 2022-23</p>
	<p>The Head of Governance presented her report which was circulated prior to the meeting.</p> <p>Governors noted that the overall attendance figure for the academic year 2022-23 was adversely affected by three Governors who did not attend any meetings and that when their data is removed, the overall figure is 82.6% which is above the internal target set and is equal to the average attendance rate of all FE colleges that completed the annual survey conducted by a member of the FE Clerks Network.</p> <p>NVB noted that the rate of attendance should be weighted to take account of how long people have served as a governor (i.e., how many meetings they could possibly attend) and advised that the resultant attendance percentage is exactly 80% which is the target set by Governors.</p> <p>Action: The Chair undertook to speak to all Governors whose attendance was below 70% for the year, to discuss any barriers to regular attendance and seek solutions.</p>
7	<p>External Review of Governance</p>
	<p>The Head of Governance presented her report which was circulated prior to the meeting and gave an update on the meeting held on 2nd October 2023 with Fiona Chalk, who would be undertaking the external review of governance.</p> <p>The Committee noted that the review would take place over the course of the academic year and would include meeting observations, questionnaires and meeting with individual Governors. The final draft report would be presented to the Corporation on 5th July 2024, when Governors would be invited to consider the recommendations contained therein.</p>

	ACD asked if the action plan emerging from the review that took place in 2021 was regularly monitored and the Head of Governance advised that the outstanding actions had been merged with those arising from this year's self-review and the action plan shared with all Governors. It was agreed that the current action plan and any future version arising from the forthcoming external review should be monitored carefully by this Committee.
8	Any Other Business
	<p><u>AoC Code of Good Governance</u></p> <p>The Head of Governance advised that since the papers of this meeting were circulated, the AoC have published their revised Code of Good Governance. FE Colleges are required to adopt, by August 2024, either this code, the Charity Commission Governance Code or the UK Corporate Governance Code. There will be resources and webinars provided by the AoC over the next few months in order to support Colleges to engage with it effectively. The Head of Governance suggested that the revised Code be adopted by the Corporation at their meeting on 8th December 2023.</p> <p>Action: Head of Governance to share the revised Code with all Governors.</p>
9	Date of Next Meeting
	31 st January 2024 at 4.30 pm.

The meeting closed at 5.15 pm

Decisions:

The Committee agreed:

1. The minutes of the meeting held on 10th May 2023.
2. To recommend the Committee Membership to the Corporation for approval.

Actions:

1. Head of Governance to repeat the request for FAQ from Governors.
2. Head of Governance to alert Committee Chairs about the decision that each Committee should appoint a Vice-Chair, and to add this item to the agenda for the autumn term meeting of each committee.
3. Head of Governance to contact Lynn Reddick and Nadine Guy to establish their plans for their future on the Corporation.
4. The Chair to speak to all Governors whose attendance was below 70% last year, to discuss any barriers to regular attendance and seek solutions.
5. Head of Governance to share the revised AoC Code of Good Governance with all Governors.