

## Agreed Minutes

### MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE

Held on Wednesday 19<sup>th</sup> May 2021, at 6.00pm via MS Teams

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

In Attendance: Sandra Dessent (Clerk to the Corporation)

<b>27.20</b>	<b>1.0 Apologies for absence</b>				
	No apologies for absence were received				
<b>28.20</b>	<b>2.0 Declaration of Interests</b>				
	<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>				
<b>29.20</b>	<b>3.0 Minutes of the Previous Meeting and Matters Arising</b>				
	<p>The minutes of the meeting held on 10<sup>th</sup> March were agreed as a true record and signed by the Chair.</p> <p>Matters Arising:</p> <table border="1" style="width: 100%;"> <tr> <td style="background-color: #e1eef6;"><b>Following on from the outcomes of the Skills Audit a training/development, induction programme and succession planning proposal to be presented at the next meeting.</b></td> </tr> <tr> <td>Action completed – see minute no. 31.20 item 5.1</td> </tr> <tr> <td style="background-color: #e1eef6;"><b>Skills Audit to be presented to Corporation.</b></td> </tr> <tr> <td>Action completed – presented to Corporation on 26<sup>th</sup> March</td> </tr> </table>	<b>Following on from the outcomes of the Skills Audit a training/development, induction programme and succession planning proposal to be presented at the next meeting.</b>	Action completed – see minute no. 31.20 item 5.1	<b>Skills Audit to be presented to Corporation.</b>	Action completed – presented to Corporation on 26 <sup>th</sup> March
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Action completed – presented to Corporation on 26 <sup>th</sup> March					
<b>30.20</b>	<b>4.0 Confirmation of reappointment of External Governors</b>				
	<p>It had been agreed at Search &amp; Governance Committee on 18<sup>th</sup> January and Corporation on the 29<sup>th</sup> January 2021 that the roles of Peter Stamps as Chair of Finance &amp; General Purposes Committee and Chris Muller as Chair of Curriculum &amp; Quality would be extended until the end of the academic year 2021/22 subject to an extension of their terms of office which were due to expire on 31<sup>st</sup> July 2021.</p> <p>Accordingly, the Clerk confirmed their agreement to fulfil the roles until 31<sup>st</sup> July 2022 and it was therefore taken as read that their terms of office would be extended until that date.</p>				

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<b>31.20</b>	<b>5.0 Board Effectiveness</b>
	<p><u>5.1 Training/Induction Proposal</u></p> <p>The Clerk presented an outline proposal for training and development for Governors which had been developed by the Education Training Foundation and provided a flexible and structured approach to learning and development suitable for new and long-standing Board members as well as governance professionals/clerks.</p> <p>The Committee discussed the proposal and how it could be presented to the Board in a format that highlighted the benefits and advantages of the scheme. It was agreed that the courses would not be mandatory, and it was suggested that Governors could be individual budget holders, with overall budget management by the Clerk who would also keep a central record and have regular conversations with members about their development objectives.</p> <p>It was acknowledged that all Governors have personal aspirations and in the same way that the College strives to provide the best Student experience possible and offers staff development through CPD the equivalent should apply for the Governing Body Members thereby supporting the creation of an inclusive culture.</p> <p>The Committee recognised the importance of being able to present new Governors with the opportunity to grow within the role and enhance their skills and experience through training as well as Board participation. It was noted that the offer of a development programme would also help to attract new governors to the role.</p> <p>It was agreed that the Clerk would refine the proposal to include an operational structure to be presented to the Corporation meeting in October 2021. This would allow for the outcomes of the External Board Review to be incorporated in the proposal.</p> <p><u>5.2 External Board Review</u></p> <p>The Clerk informed the Committee of the successful referral submission to the DfE for a free External Board Review and presented a report outlining the format and scope of the review.</p> <p>It was noted that a reviewer, Heather Cross, had been appointed and had met with the Clerk and Principal to discuss the timetable. It had been agreed that the process would be completed by 31<sup>st</sup> July, during which time it was hoped that Governors would have completed a board effectiveness survey and had a 1:1 meeting with Heather. It had been agreed that Heather would join the Board meeting on 23<sup>rd</sup> July and her observations would form part of collaborative action plan for the Board to consider.</p>
<b>32.20</b>	<b>6.0 Membership Review/Updates</b>
	<u>6.1 Confirmation of Appointment of Three Governors</u>

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	<p>Following the agreement to appoint Angela Cross-Durrant, Asa'ah Nkohkwo and Martin Butterfield by the Committee on 6<sup>th</sup> May, the Clerk confirmed that all three had accepted the position and would be attending the Corporation Conference and Corporation meeting on 28<sup>th</sup> May, subject to their ratification by the Board at the start of the proceedings.</p> <p><u>6.2 Review of Governor Recruitment</u></p> <p>It was noted that the search for governors continues, and the Clerk was investigating the profiles of potential candidates in the areas of finance and audit through the Education &amp; Training Foundation website, Inspiring FE Governance.</p> <p><u>6.3 Update on Staff Governor Recruitment</u></p> <p>The terms of office for Jamie Roberts (Academic Staff Governor) and Graeme Hodge (Staff Support Governor) were due to expire on 31<sup>st</sup> July 2021. The Clerk informed the Committee that the election process was underway, and nominations had been received for both categories. It was anticipated that the new Governors would be introduced to the Board at the July meeting.</p> <p><u>6.4 Update on Student Governors Recruitment</u></p> <p>The Committee was informed that an FE Student Governor had come forward and a meeting was planned with the Director of Personal Development and the Clerk to discuss the role.</p>
<b>33.20</b>	<b>7.0 Review of Standing Orders</b>
	<p>The Committee received an updated copy of the Standing Orders to review. The Clerk advised that the proposed changes were in line with the AoC Code of Good Governance, governance audit recommendations and cross-referenced with other colleges.</p> <p>The changes were considered and agreed, and the draft Standing Orders were recommended for approval at the Corporation meeting on 28<sup>th</sup> May 2021.</p>
<b>34.20</b>	<b>8.0 Review of Terms of Reference</b>
	<p>A review of the Terms of Reference had been undertaken in line with the AoC guidance which recommends regular evaluations as part of Board effectiveness.</p> <p>The proposed amendments were reviewed, and it was agreed to recommend approval of the revised Terms of Reference at the Corporation meeting on 28<sup>th</sup> May 2021.</p>
<b>35.20</b>	<b>9.0 Annual Cycle of Business</b>
	<p>The Clerk presented the Annual Cycle of Business, one of the key components in helping to ensure that the Committee is effectively carrying out its role. It was noted that the cycle was designed to feed into the Corporation and would assist the Board with proactive planning.</p>

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	<p>The importance of widely communicating the Annual Cycle of Business for all committees was noted and the Clerk agreed to ensure that the Senior Management Team were made aware of the governance arrangements around committee timetables.</p> <p>Accordingly, the cycle was discussed and approved for the year 2021/22.</p>
<b>36.20</b>	<b>Any Other Business</b>
	There being no further business the meeting concluded at 18.55pm
<b>37.20</b>	<b>Date and Time of the Next Meeting:</b> Wednesday 6 <sup>th</sup> October at 6.00pm (tbc)

### Decisions:

1. The Committee agreed to recommend the revised Standing Orders to Corporation
2. The Committee agreed to recommend the revised Terms of Reference to Corporation

### Actions:

1. Clerk to prepare a detailed proposal for Training/Development and Inductions for Corporation in October 2021.
2. Clerk to investigate and report back on search for new Governors through the Education & Training Foundation website, Inspiring FE Governance.
3. Clerk to meet with Director of Personal Development and FE Student Governor.
4. Clerk to ensure that the Annual Cycle of Business for all Committees is communicated through the Senior Management Team.