



Approved Minutes
MINUTES OF THE SEARCH & GOVERNANCE COMMITTEE

Held on Wednesday 18th May 2022 via MS Teams

Present: Professor Sam Luke (Chair), Lynn Reddick, Margaret Martin, Vince Romagnuolo, Frances Rutter (CEO/Principal)

In Attendance: Sandra Dessent (Governance Professional)

25.21	1.0 Apologies for Absence
	It was confirmed that Peter Stamps had resigned from Corporation
26.21	2.0 Declaration of Interests
	The following declarations of interest were received: <u>Frances Rutter</u> : Unremunerated Director of Nescot Enterprises Ltd., (NEL) <u>Professor Sam Luke</u> : Unremunerated Director of Nescot Enterprises Ltd. (NEL) <u>Sandra Dessent</u> : Salaried employee and Company Secretary of Nescot Enterprises Ltd., (NEL)
27.21	3.0 Governor Applications
	Having received details of their skills and experience the Committee conducted interviews for two candidates namely James Knowles and Robin Dear. A discussion followed and it was agreed that their skills and experiences would strengthen Board effectiveness. Subsequently, the Committee unanimously agreed to recommend both candidates to Corporation to ratify their appointments for an initial two-year term expiring in May 2024.
28.21	4.0 Minutes of the Previous meeting and Matters arising
	The Minutes of the meeting held on 9 th March 2022 were agreed and as a true record and signed by the Chair. The following matters were arising
	Governance Professional to liaise with Procurement to prepare a contract to engage the services of an external recruitment agency (Nurole) Action no longer relevant – see minute 27.21
	Governance Professional to liaise with Marketing regarding advertising on social media for Governors with financial skills and experience Action no longer relevant – see minute 27.21

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	<p>Governance Professional to set up special meeting of the Search & Governance Committee to consider an application for External Governor</p> <p>Action complete</p> <hr/> <p>Governance Professional to invite External Governors to complete the Education Training Foundation (ETF) Safeguarding module</p> <p>Outstanding – Training module not currently available, awaiting confirmation from ETF that it is back online</p> <hr/> <p>Governance Professional to set up briefing session in June on Cyber Security</p> <p>Outstanding – Governance Professional to liaise with Principal/CEO on content</p> <hr/> <p>VR to contact Governors individually to gather feedback on issues/concerns with using Nescot emails/SharePoint</p> <p>Action complete – outcomes fed back to the Committee</p> <hr/> <p>Governance Professional to send proposed Code of Conduct to Assistant Principal HR to review prior to presenting to Corporation for approval.</p> <p>Action complete – Assistant Principal HR has reviewed the document, and suggested additions will be considered at Corporation</p>
29.21	5.0 Governor Link Scheme Proposal
	<p>The Committee received a proposal for the re-launch of the Governor Link Scheme in September. It was emphasised that these types of schemes were best practice and standard process in the Corporation Cycle of business.</p> <p>The Committee was assured that the scheme would not be a burden to staff and visits shouldn't be viewed as an 'inspection'. Governors would experience 'business as usual' on the day of the visit.</p> <p>It was intended to brief Governors in September and arrange two link days – one prior to half term and one after half term.</p>
30.21	6.0 Review of Standing Orders
	<p>The Committee received a report proposing amendments to Standing Orders which had been reviewed in accordance with changes to the AoC Code of Good Governance and Internal Audit recommendations.</p> <p>Having considered the amendments, the Committee requested clarity on the requirements for an annual performance review for the Chair and Vice-Chair and further information on the process should the outcome of the review not be satisfactory.</p>

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	It was felt that more work needed to be done prior to recommending to Corporation for approval. Consequently, it was agreed that an additional meeting be set up before the July Corporation to reconsider the review.
31.21	7.0 Review of Terms of Reference
	<p>The Committee received a report proposing amendments to the Terms of Reference which had been which has been reviewed in line with AoC changes to the Code of Good Governance.</p> <p>Having considered the changes, the Committee agreed the revisions in the report to be recommended for approval by the Corporation.</p> <p><i>Postscript: Further amendments were proposed just prior to the meeting which were not discussed it is therefore proposed that these are considered at the next Committee for approval at the July Corporation meeting</i></p>
32.21	8.0 Annual Cycle of Business – Review
	<p>The reviewed Annual Cycle of Business was considered by the Committee which included an additional monitoring item – actions arising from External Board Review and also the addition of meeting dates and the corresponding Corporation meetings.</p> <p>Having reviewed the changes, the Committee agreed the Annual Cycle of Business 2022/23</p>
33.21	9.0 Membership Update
	<p>The Committee received a report setting out the changes in the Governing Body membership since the previous meeting.</p> <p>It was noted that discussions regarding the Committee membership for 2022/23 were ongoing and would be confirmed at Corporation in July along with confirmation of the Chair, Vice Chair and Committee Chairs.</p>
34.21	10.0 Re-appointment of External Governor
	<p>Lynn Reddick’s term of office was due to end in June and having expressed her wish to be considered for a further term the Committee considered her contributions to the Governing Body, and her attendance record.</p> <p>It was unanimously agreed that her skills, experience, and commitment strengthened the Governing Body. It was therefore agreed to recommend to Corporation that her term of office be renewed for a further two-year term ending in June 2024.</p>
35.21	11.0 Any Other Business
	There being no further business the meeting concluded at 7.55pm
36.21	12.0 Date and Time of Next Meeting: tba



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Decisions:

1. Agreed to recommend to Corporation the appointment of James Knowles and Robin Dear to the Board for a two-year term of office expiring in May 2024
2. Agreed the Annual Cycle of Business for 2022/23
3. Agreed to recommend to Corporation the re-appointment of Lynn Reddick for a two-year term of office expiring in June 2024.

Actions:

1. Additional Search & Governance meeting to be arranged for the beginning of July to interview a prospective Governor and resubmit the items on this agenda that were deferred
2. Governance Professional to arrange dates for a Governor Link Scheme briefing session in September and two Governor Link Days one prior to Autumn half term and one after Autumn half term.
3. Revisions to Standing Order review to be agreed with Principal/CEO and re-submitted at the next meeting
4. Revised draft terms of reference to be submitted to the next meeting
5. Confirmation of Committee membership for 2022/23 to be submitted at the next meeting.