

**Approved Minutes**

**MINUTES  
SEARCH & GOVERNANCE COMMITTEE  
Wednesday 10<sup>th</sup> May 2023 in the Skills Park and via Teams**

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

In Attendance: Susanne Wicks, Head of Governance.

<b>10.22</b>	<b>Apologies for Absence</b>
	There were no apologies for absence.
<b>11.22</b>	<b>Declaration of Interests</b>
	The CEO/Principal declared that she is an unremunerated Director for Nescot Enterprises Ltd.  ACD declared an interest in item 7b of the agenda (reappointment of Governors).
<b>12.22</b>	<b>Minutes of the previous meeting and matters arising</b>
	The minutes of the meeting held on 15 <sup>th</sup> March 2023 were agreed as an accurate record of the meeting.  <u>Matters Arising</u>  The Committee noted that all actions agreed at the previous meeting had been discharged.  <b>Draft Calendar of Meetings 2023-24:</b> The Head of Governance gave a brief summary on feedback from governors on adjusting the start time of meetings. In addition, some meetings had been rescheduled in order to accommodate the Easter break. The revised calendar would be presented to the Corporation on 19 <sup>th</sup> May 2023.
<b>13.22</b>	<b>Outcome of Corporation Self-Review</b>
	The Committee went through the responses to each question in turn, and requested that the Head of Governance draft an action plan comprising all actions agreed. The final version of the action plan would be shared with all Governors along with the summary of responses to the self-review. Matters discussed are set out below.  <b>Question 1: The Corporation sets the strategic direction for the College and scrutinises how effectively it is carried out</b>  The CEO/Principal advised that the strategy session on 19 <sup>th</sup> May would present an opportunity for Governors to scrutinise the revised strategic plan and consider if the suggested KPI are measurable and meaningful. In addition, Louise Punter, the Chief Executive of Surrey Chambers of Commerce will deliver a presentation on the LSIP so Governors may benefit from the employer perspective.

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**Question 2: I feel well informed about the College and understand what it is trying to do and why**

The Committee agreed that it would be useful for the Head of Governance to share details of events taking place in College via GovernorHub. In addition, the CEO/Principal recommended that Governors follow Nescot's social media accounts.

The Committee agreed it may be beneficial to revisit the Link Governor scheme, noting the benefits of building relationships with an allocated department. The CEO/Principal agreed this would be particularly useful once the institutional review is complete and all new appointments are in post. She also described her intention for senior staff to attend ELT and Governors' meetings to present their reports, which would be very useful development for them.

**Question 5: The Corporation's ways of working are understood, work well and do not require major changes**

The Committee noted that meetings of the Corporation Strategy Group (comprising the CEO/Principal, Chair, Vice-Chair and Chairs of Committees) had been added to the calendar for the next academic year.

The Chair highlighted the need for Governors to focus on strategic matters and suggested that training for the entire Board be arranged in the near future. The CEO/Principal advised that short, virtual masterclasses would continue to be offered and that a session on the Digital Strategy would be offered this term.

**Question 7: I understand my duties and responsibilities as a governor and I believe that the Corporation undertakes its responsibilities seriously**

The Committee discussed the viability of having a Governor Handbook in place, acknowledging that the information contained therein would go out of date very quickly, so an electronic version would be better than a paper version.

LR suggested that an FAQ document may be more useful and the Head of Governance undertook to ask Governors what questions they had when they first joined the Corporation, as well as those they had now.

**Question 10: The Corporation is effective in challenging College management and holding the Principal and senior team to account**

The Chair sought the CEO/Principal's view on the level of challenge presented by Governors to she and her ELT. The CEO/Principal advised that she felt it was about right and noted that challenge and support extends beyond meetings, and building positive relationships is also important. LR agreed that it's important for Governors to recognise what should be addressed in a formal meeting, and what can be discussed more informally. However, she expressed

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	<p>the view that all Governors are keen to share and contribute and are given the chance to do so.</p> <p>ACD flagged that there is a difference between getting involved and providing challenge, and that Governors must know enough about a subject to be able to ask questions.</p> <p><b>Question 11: Meetings of the Corporation and its committees are enjoyable and stimulating</b></p> <p>The Committee noted that the issue of the length of the papers for meetings was raised under more than one question. The Head of Governance undertook to revise the Corporation cover report, which would include an executive summary or headlines and clear recommendations.</p> <p><b>Question 12: The membership of the Corporation has a suitable range of knowledge, skills and expertise, is diverse and is fit for purpose</b></p> <p>The Committee acknowledged that some of the points raised by Governors would be addressed through the recruitment currently underway, but noted that, as yet, no governor held the brief of EDI. It was thought that whilst EDI, like safeguarding, was the responsibility of all governors, a specifically named governor responsible for the EDI brief would be helpful by ensuring that the issue remained front and centre. It was suggested that Nadine Guy might be a good candidate given her HR background.</p> <p><b>Question 17: The student voice is fed effectively into the work of the Corporation</b></p> <p>Governors discussed ways in which FE Student Governor recruitment could be tailored to ensure that they understand what the role is and what benefits it could bring. The CEO/Principal and the Chair volunteered to meet with new Student Governors prior to meetings to go through the agenda and papers with them. LR suggested that governance could be raised as part of student induction.</p> <p>The Committee agreed that the responses were generally positive and that there were no major issues of concern. The Head of Governance advised that Corporations must undertake an external review every three years, with the next due in 2024, and in other years, arrange a self-review.</p> <p>ACD suggested that the Board should consider how it contributes to the effectiveness of the College, which was a question put to Governors by Ofsted, and perhaps produce a report at year-end, which would be a useful piece of evidence when subject to external scrutiny. The Chair asked that the Head of Governance research what is done in other Colleges.</p>
<p><b>14.22</b></p>	<p><b>Review of Committee Terms of Reference</b></p>
	<p>The Committee received a report proposing amendments to the Terms of Reference which had been which had been reviewed in line with the AoC Code of Good Governance.</p>

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	<p>The Committee agreed that paragraph 7.4 should be amended to read:  <i>“To gather diverse nominations in respect of vacancies on the Corporation (other than staff or student members) and apply processes whereby such nominations are screened and shortlisted”.</i></p> <p>Subject to the amendment shown above, the Committee agreed that the revised terms of reference should be recommended for approval by the Corporation.</p>	
<b>15.22</b>	<b>Review of Committee Annual Cycle of Business</b>	
	The Committee agreed the Annual Cycle of Business 2023-24.	
<b>16.22</b>	<b>Board Membership Update</b>	
	a	<p>The Committee evaluated the four governor applications received since the last meeting. All four candidates had been interviewed and offered a range of skills and experience.</p> <p>The Committee agreed to recommend that the Corporation appoint Sean Ahearne and Jeremy Williams for a two-year term commencing 19<sup>th</sup> May 2023.</p> <p>The Head of Governance undertook to investigate further any potential conflict of interest that may arise for one candidate.</p> <p>The Committee noted that the remaining candidate had advised that he may not be able to join the Corporation until the new year due to pressure of work. The Committee agreed to reconsider his application in the autumn term, with a view to appointing him at the December Board meeting if applicable.</p>
	b	<p>ACD left the meeting for this item.</p> <p>The Committee agreed to recommend that the Corporation appoint Martin Butterfield, Angela Cross-Durrant and Asa’ah Nkohkwo for a four-year term commencing 28<sup>th</sup> May 2023.</p>
<b>17.22</b>	<b>Any Other Business</b>	
	No items were raised.	
<b>18.22</b>	<b>Date of Next Meeting</b>	
	4 <sup>th</sup> October 2023.	

The meeting closed at 7.05 pm

### Decisions:

The Committee agreed:

- To recommend the revised terms of reference for approval by the Corporation.
- To approve the revised cycle of business for 2023-24.

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- To recommend that the Corporation appoint Sean Ahearne and Jeremy Williams for a two-year term commencing 19<sup>th</sup> May 2023.
- To recommend that the Corporation appoint Martin Butterfield, Angela Cross-Durrant and Asa'ah Nkohkwo for a four-year term commencing 28<sup>th</sup> May 2023.

**Actions:**

- Head of Governance to draft an action plan comprising all actions emerging from the self-review and to share both the self-review results and action plan with all Governors.