

## Agreed Minutes

### MINUTES OF THE MEETING OF THE SEARCH & GOVERNANCE COMMITTEE Held on Wednesday 6<sup>th</sup> October 2021, at 6.00pm

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

In Attendance: Sandra Dessent (Clerk to the Corporation)

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| <b>1.21</b>                                                                                                                                                                                                                                                                                                                                                            | <b>1.0 Apologies for Absence</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                       |                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                        |
|                                                                                                                                                                                                                                                                                                                                                                        | No apologies for absence were received.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                       |                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                        |
| <b>2.21</b>                                                                                                                                                                                                                                                                                                                                                            | <b>2.0 Declaration of Interests</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                       |                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                        |
|                                                                                                                                                                                                                                                                                                                                                                        | <p>The following declarations of interest were received:</p> <p><u>Professor Sam Luke</u>: Unremunerated Director of NESCOT Enterprises Ltd. (NEL)</p> <p><u>Peter Stamps</u>: Unremunerated Director of NESCOT Enterprises Ltd. (NEL)</p> <p><u>Frances Rutter</u>: Unremunerated Director of NESCOT Enterprises Ltd. (NEL)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                       |                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                        |
| <b>3.21</b>                                                                                                                                                                                                                                                                                                                                                            | <b>3.0 Minutes of the Previous Meeting and Matters Arising</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                       |                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                        |
|                                                                                                                                                                                                                                                                                                                                                                        | <p>The minutes of the meeting held on 19<sup>th</sup> May 2021 were agreed as a true record and signed by the Chair.</p> <p>Matters Arising:</p> <table border="1" style="width: 100%;"> <tr> <td> <p><b>Clerk to prepare a detailed proposal for Training/Development and Inductions for Corporation in October 2021</b></p> <p>The Clerk reported that this had been deferred to the December Corporation meeting.</p> </td> </tr> <tr> <td> <p><b>Clerk to investigate and report back on search for new Governors</b></p> <p>See minute 7.21.</p> </td> </tr> <tr> <td> <p><b>Clerk to meet with Director of Personal Development, Behaviour &amp; Welfare and FE Student Governor</b></p> <p>The Clerk reported that the student had not taken up his offer of a place in the College. However, two new students had expressed an interest in the role and meetings were being arranged. Progress will be reported back to the Committee.</p> </td> </tr> </table> | <p><b>Clerk to prepare a detailed proposal for Training/Development and Inductions for Corporation in October 2021</b></p> <p>The Clerk reported that this had been deferred to the December Corporation meeting.</p> | <p><b>Clerk to investigate and report back on search for new Governors</b></p> <p>See minute 7.21.</p> | <p><b>Clerk to meet with Director of Personal Development, Behaviour &amp; Welfare and FE Student Governor</b></p> <p>The Clerk reported that the student had not taken up his offer of a place in the College. However, two new students had expressed an interest in the role and meetings were being arranged. Progress will be reported back to the Committee.</p> |
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|             | <p><b>Clerk to ensure that the Annual Cycle of Business for all Committees is communicated through the Senior Management Team</b></p> <p>Action complete, and Clerk agreed to circulate the Annual Cycles summary diagram.</p> <p>The CEO/Principal updated the Committee on the status of the recruitment process for the Chief Financial Officer (CFO) and Commercial Director.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>4.21</b> | <b>4.0 Outcomes from the External Board Review</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|             | <p>The Committee reviewed the External Board Review report compiled by the reviewer, Heather Cross, and the subsequent action plan.</p> <p>It was agreed that it was a helpful and balanced report reflecting the high standards that the Board had achieved and would provide evidence of Board effectiveness for Ofsted.</p> <p>A review of the action plan gave rise to the following points:</p> <ul style="list-style-type: none"> <li>• The implementation of a succession plan for Chair, Vice-Chair and Committee Chairs was underway and in line with proposed timescales</li> <li>• The Committee considered that SharePoint was an appropriate alternative to re-introducing a board portal. However, it was agreed that, to ensure Governors were confident about using SharePoint and aware of cyber security guidelines, the Clerk would arrange for an evening briefing and a session with a member of IT during the Spring term.</li> <li>• The Corporation and the reviewer, Heather Cross, would receive regular updates on the progress of items in the action plan.</li> </ul> |
| <b>5.21</b> | <b>5.0 Job Descriptions for Chair/Vice-Chair and Committee Chairs</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|             | <p>The Committee received draft job descriptions for the Chair, Vice-Chair and Committee Chairs to be used to inform all internal and external recruitment initiatives and to be published on the NESOCOT website.</p> <p>It was noted that they had all been compiled in line with the latest AoC Code of Good Governance guidance.</p> <p>Having considered and reviewed the job descriptions the Committee agreed to recommend their approval at Corporation on 15<sup>th</sup> October 2021.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

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| 6.21 | <b>6.0 Succession Planning</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|      | <p>The importance of implementing a timely and comprehensive succession plan had previously been agreed in light of the changes to the Board at the end of the academic year.</p> <p>The Committee was presented with options for recruiting a Chair, Vice-Chair and Committee Chairs, and reached agreement as follows:</p> <ul style="list-style-type: none"> <li>• Not to pursue the option of an external recruitment agency at this time but to keep under review if other recruitment initiatives weren't successful.</li> <li>• Subject to Corporation's approval, External Governors should submit their interest in all or individual positions to the Clerk, with a short accompanying explanation/reason for applying by 29<sup>th</sup> October.</li> <li>• Should there be more than one application for any of the positions a secret ballot will take place at the December Corporation meeting.</li> <li>• The Clerk will continue to investigate external resources and report back proposals and costs to the Committee.</li> <li>• At the time of writing the following avenues were being explored: <ul style="list-style-type: none"> <li>Governance4fe</li> <li>AoC Recruitment Services</li> <li>AoC Clerk network</li> <li>Nurole</li> </ul> </li> <li>• The Clerk will liaise with Marketing to produce a targeted flyer for social media platforms.</li> </ul> <p>Depending on the outcomes from the expressions of interest, a further timetable/plan will be produced with the aim of filling the posts by the end of November, to enable approval by Corporation on 9<sup>th</sup> December.</p> |
| 7.21 | <b>7.0 Membership Review</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|      | <p>The Committee received a membership summary setting out the changes to the Board in 2020/21 and the members who had terms of office expiring in 2021/22.</p> <p>The make-up of the Corporation was discussed, and it was agreed that in view of the imminent changes and the expectations of the regulatory bodies it would be prudent to continue the search for new Governors to bring the total of External Governors to 15. As well as looking for Governors to strengthen the areas identified in the skills audit (ie Finance and Audit), to reinforce Board effectiveness it was suggested to search for Governors with interest and an understanding in sustainability, social values, estates management and diversity/inclusiveness. It was also</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

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|              | <p>suggested that co-opted Governors should be considered for specialist areas.</p> <p><u>Student Governors</u>: The Clerk advised the Committee that two FE Governors had applied for the role and the Committee was asked to consider having two Student FE Governors as opposed to one. The advantages were discussed and subsequently the Committee agreed with the proposal. It would be necessary to amend Standing Orders, which stated there would be one FE Governor, and seek approval from Corporation.</p>                                                   |
| <b>8.21</b>  | <b>8.0 Attendance Report</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|              | <p>The Clerk presented the attendance report for 2020/21 which set out Committee and Corporation attendance and it was noted that overall the attendance had increased by 1% from the previous year to 91%.</p> <p>It was agreed that Teams meetings had helped to sustain excellent attendance rates, however it was agreed that it would be helpful to produce a set of guidelines for meeting attendance going forward, with the aim of encouraging Governors to attend in person at least two Corporation meetings per year.</p>                                     |
| <b>9.21</b>  | <b>9.0 Annual Report of the Committee 2020/21</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|              | <p>The annual report set out the Committee's membership, meetings and activities for the year and the following key priorities for 2021/22 were agreed:</p> <ul style="list-style-type: none"> <li>• Succession Plan for Chair, Vice-Chair and Committee Chairs – agreement of process and overseeing the induction/training and external recruitment as necessary</li> <li>• Implementation of the Governor training/development programme</li> <li>• Implementation of External Board Review action plan</li> <li>• Development of link Governor programme.</li> </ul> |
| <b>10.21</b> | <b>Date and Time of the Next Meeting</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|              | <p>Wednesday 9<sup>th</sup> March 2022 at 6.00pm – <i>Note that it is anticipated that further meetings will be arranged in conjunction with succession planning/interviews.</i></p>                                                                                                                                                                                                                                                                                                                                                                                     |

## Decisions:

1. Agreed to recommend to Corporation the job descriptions for Chair, Vice-Chair and Committee Chair.
2. Agreed to the recruitment of 2 FE Student Governors, and to recommend to Corporation the amendment of Standing Orders.
3. Agreed the Search & Governance key priorities for 2021/22.



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### Actions:

1. Clerk to arrange briefing for Governors on the use of SharePoint and cyber security.
2. Report progress on the External Review Action Plan to Search & Governance Committee, Corporation, and external reviewer, Heather Cross.
3. Clerk to produce set of guidelines for online and on-site attendance at meetings.