

Agreed Minutes

MINUTES OF THE SEARCH & GOVERNANCE COMMITTEE

Held on Wednesday 9th March 2022, at 6.00pm via MS Teams

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

In Attendance: Sandra Dessent (Governance Professional)

16.21	1.0 Apologies for Absence				
	Apologies for absence were received from Lynn Reddick.				
17.21	2.0 Declarations of Interest				
	<p>The following declarations of interest were received:</p> <p><u>Frances Rutter</u>: Unremunerated Director of NESCOT Enterprises Ltd., (NEL)</p> <p><u>Peter Stamps</u>: Unremunerated Director of NESCOT Enterprises Ltd., (NEL)</p> <p><u>Sandra Dessent</u>: Salaried employee and Company Secretary of NESCOT Enterprises Ltd. (NEL)</p>				
18.21	3.0 Minutes of the Previous Meeting and Matters Arising				
	<p>The Minutes of the meeting held on 6th October 2021 and 19th January 2022 were agreed as true record and signed by the Chair.</p> <p>The following matters were arising</p> <table border="1" style="width: 100%;"> <tr> <td> <p>Clerk to arrange briefing for Governors on the use of SharePoint and cyber security.</p> <p>Action outstanding – briefing evenings have been set up and the first one scheduled for Thursday 12th May. The next briefing evening will be scheduled for approximately four weeks later.</p> </td> </tr> <tr> <td> <p>Report progress on the External Board Reviews Action Plan to Search & Governance Committee, Corporation, and External Board Reviewer.</p> <p>See minute no 20.21.</p> </td> </tr> <tr> <td> <p>Clerk to produce a set of guidelines for online and on-site attendance at meetings.</p> <p>See minute no 21.21.</p> </td> </tr> <tr> <td> <p>Governance Professional to inform candidates of the Committee's decision (from Extraordinary Meeting on 19th January 2022).</p> </td> </tr> </table>	<p>Clerk to arrange briefing for Governors on the use of SharePoint and cyber security.</p> <p>Action outstanding – briefing evenings have been set up and the first one scheduled for Thursday 12th May. The next briefing evening will be scheduled for approximately four weeks later.</p>	<p>Report progress on the External Board Reviews Action Plan to Search & Governance Committee, Corporation, and External Board Reviewer.</p> <p>See minute no 20.21.</p>	<p>Clerk to produce a set of guidelines for online and on-site attendance at meetings.</p> <p>See minute no 21.21.</p>	<p>Governance Professional to inform candidates of the Committee's decision (from Extraordinary Meeting on 19th January 2022).</p>
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	<p>Action complete.</p> <p>Governance Professional to pursue interest from external applicants for the role of Chair of Finance & General Purposes Committee.</p> <p>See minute 19.21.</p>
19.21	<p>4.0 Membership Update</p>
	<p><u>4.1 Board Composition – re-appointment of External Governor – Nick Vaughan Barratt</u></p> <p>The Committee received a report outlining the changes in the Corporation membership since the last meeting. The updates were noted.</p> <p>The Committee was asked to consider the re-appointment of Nick Vaughan-Barratt, whose initial term of office was due to expire in June. He had indicated that he wished to be considered for re-appointment for a second term and was eligible for a further four-year term in accordance with Standing Orders. His excellent attendance record and contribution to the Governing Body through his membership of the Corporation, Curriculum & Quality Committee and HE Sub Committee was discussed, and it was unanimously agreed that the Committee recommend to Corporation his re-appointment for a four-year term, expiring in June 2026.</p> <p><u>4.2 Succession Plan & Update on Finance & General Purposes Chair Recruitment</u></p> <p>The Committee discussed the options for recruiting a Finance & General Purposes Chair, and a further member, in light of the resignation of John Willis, who had extensive skills and experience in the finance sector. The following actions were agreed:</p> <ul style="list-style-type: none"> • Governance Professional to liaise with Procurement to prepare a contract to engage the services of an external recruitment agency, Nurole • Continue to pursue personal recommendations and follow up on responses to social media advertising • Set up a special meeting of the Committee to consider an application to join the Governing Body (<i>postscript: meeting set up for Monday 21st March</i>) <p>The Committee also discussed the issues around security and GDPR in relation to the use of personal email addresses rather than NESOT emails. It was agreed that the views and concerns of External Governors would be sought with a view to supporting all Board Members to use their NESOT emails.</p> <p><u>4.3 Training/Induction Programme</u></p> <p>The Committee received a summary of the induction/onboarding process for Governors and were advised that the most recently joined Governor</p>

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	<p>who was going through the process would feedback on her experience of the induction programme and record the timescales.</p> <p>It was noted that the ETF Development Programme was in place and that the Safeguarding module may be more appropriate and tailored for Governors than the safeguarding training in the induction package. The Governance Professional agreed to bring the course to the attention of all External Governors.</p> <p><u>4.4 Briefing Evenings</u></p> <p>The first Briefing evening had been scheduled for Thursday 12th May and the topic was an explanation of funding streams. It was agreed that the next briefing subject would be Cyber Security, to be scheduled for June. It was also suggested and agreed to set up a social evening for Governors in late June.</p>
20.21	5.0 Progress against Action Plan for External Board Review
	<p>The Committee received a report detailing the progress against the External Board Review which had been carried out in July 2021. There had been progress against all recommendations with all actions having been either completed and/or ongoing.</p> <p>One of the recommendations was to investigate the introduction of Board Portals and, to that end, the Governance Professional had attended presentations from two recommended providers and shared her assessment of the products.</p> <p>The Committee discussed the proposals and agreed individual consultations on the current use of NESCOT emails and SharePoint should inform the decision to go forward with the project. It was therefore agreed to revisit the proposals in the next academic year following further consultation with Governors. It was also agreed that the Governance Professional would arrange a briefing evening on Cyber Security to reinforce the importance of keeping data safe (i.e., through a NESCOT email account).</p>
21.21	6.0 Code of Conduct – Draft
	<p>The Governance Professional presented a proposed new Code of Conduct to be adopted by the Corporation and also published on the website.</p> <p>It was noted that the existing version was provided by Eversheds, however the College no longer subscribed to the service and were therefore not eligible to use their updated version.</p> <p>The Governance Professional advised that the proposed version, whilst not prepared with a legal bias, covered the necessary areas.</p> <p>The Committee reviewed the Code and it was agreed that, subject to the review and approval of the Director of HR, it would be recommended to Corporation for ratification and publication on the website.</p>

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22.21	7.0 Draft Calendar 2022/23
	<p>The draft Corporate Calendar for 2022/23 was shared with the Committee which broadly followed the same structure as the previous year and the exceptions were detailed for the Committee to consider.</p> <p>Subject to a date being available for the Summer Fair, the Committee agreed to recommend the draft Corporate Calendar to Corporation for approval.</p>
23.21	8.0 Any Other Business
	<p>The CEO/Principal updated the Committee on the appointment of the new Deputy Principal for Curriculum & Quality, who would be starting on Monday 28th March, allowing for a three-day handover. He will be the Ofsted nominee and his primary focus will be the preparation for an Ofsted inspection.</p> <p>Two agenda items were put forward for the next meeting, namely:</p> <ul style="list-style-type: none"> • Changes to the operation of Corporation • The process and operation of the Link Programme. <p>A meeting has been arranged with the CEO/Principal prior to the next meeting to agree the proposals.</p>
24.21	9.0 Date and Time of Next Meeting
	The next meeting will be held on Wednesday 18 th May at 6.00pm

Decisions:

1. Recommend to Corporation the re-appointment of Nick Vaughan-Barratt for a further four-year term expiring in June 2026.
2. Agreed the Code of Conduct subject to review and approval by the Assistant Principal HR

Actions:

1. Governance Professional to liaise with Procurement to prepare a contract to engage the services of an external recruitment agency (Nurole)
2. Governance Professional to liaise with Marketing advertising on social media for Governors with financial skills and experience
3. Governance Professional to set up special meeting of the Search & Governance Committee to consider an application for an External Governor



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4. Governance Professional to invite External Governors to complete the Education Training Foundation (ETF) Safeguarding module.
5. Governance Professional to set up briefing evening in June on Cyber Security
6. VR to contact Governors individually to gather feedback on issues/concerns with using NESCOT emails/SharePoint.
7. Governance Professional to send proposed Code of Conduct to Assistant Principal HR to review prior to presenting to Corporation for approval.

Signed

A handwritten signature in black ink that reads "Sam Luke".

Date...18th May 2022...

Professor Sam Luke, Chair of Search & Governance Committee