

Minutes of the Meeting of the Governance and Search Committee

held at 2.00pm on Wednesday 4 May 2022
at the College.

Present:	Mr S Wilcox (SW) Ms T Aust (TA) Mr B Armstrong (BA)	Chair Principal
In Attendance:	Ms K Frost (KF)	Head of Governance

1/22 **Interviews**

Prior to the formal meeting commencing, the committee held four interviews with prospective governors.

2/22 **Welcome and Apologies**

The Chair welcomed everyone to the meeting. There were no apologies for absence.

3/22 **Declarations of Interest**

BA declared an interest in the agenda item about extending his term of office and SW declared an interest in the agenda item about recruiting a new Chair.

4/22 **Minutes of the Last Meeting**

Minutes from the meeting of the committee held on 24 November 2021 had been received in advance. IT WAS DECIDED the minutes were a true record of the meeting and they were approved.

5/22 **Chair/Vice Chair Succession Planning**

a) **Recruitment of New Chair**

The Chair reported that his term of office had been due to end on 31 July 2022 but had been extended to 31 December 2022 to allow time for succession planning. As no internal candidates had been identified to take on the role of Chair it had been decided to recruit externally via a recruitment agency. A proposal had been received from Peridot Partners Ltd at a total cost of £8.500 +VAT.

The Chair proposed accepting the proposal from Peridot and proceeding with external recruitment. The committee were in agreement with this proposal.

Peridot had provided a suggested timeline for recruitment of the new Chair which, if successful, might result in an appointment by July 2022.

b) **Succession Planning for new Vice Chair**

It was agreed to recommend to the Corporation that the Vice Chairs continue to be Bruce Armstrong and Alex Luke for academic year 22/23.

If the Corporation decided to continue with two Vice Chairs, there would be a need to consider succession planning for the Vice Chair vacancy that would be created when Bruce Armstrong's term of office came to an end in July 2023. Committee members discussed whether to continue to have two Vice Chairs and were in agreement that it would be beneficial. Two Vice Chairs brought different perspectives, more expertise, built capacity and would provide more continuity.

6/22 **Governor Vacancies and Terms of Office**

a) **Governor Vacancies and End of Terms of Office**

It was noted that there were currently two vacancies for external members, which would increase to three in July 2022. The following end of terms of office were due in the next few months:

Bruce Armstrong: 31 July 2022
Charanjit Ajit Singh: 31 July 2022
John Bolt: 31 August 2022
James Bryant: 31 December 2022
Simon Wilcox: 31 December 2022
Zayd Haulkhory: 31 July 2022
Lavanya Gomes: 31 July 2022.

b) **Extension to Terms of Office**

Committee members discussed whether to extend the terms of office for Bruce Armstrong and John Bolt. It was agreed to recommend to the Corporation, the following:

- An extension of 1 year to the term of office for Bruce Armstrong with effect from 1 August 2022 to 31 July 2023.
- An extension of 1 year to the term of office of John Bolt, as an Associate Member, with effect from 1 September 2022 to 31 August 2023.

c) **Appointment of Associate Member**

It was agreed to recommend to the Corporation, the appointment of Charanjit Ajit Singh as an Associate Member, for a 1 year term of office, when her term as a governor came to an end on 31 July 2022. This would be subject to Charanjit's agreement.

d) **Re-appointment of James Bryant**

It was agreed to recommend to the Corporation, the re-appointment of James Bryant to serve a second term of office from 1 January 2023 to 31 December 2026.

e) **Sabbatical**

The Chair reported that Laura Weatherill had been granted a sabbatical from the Corporation for the period 28 April 2022 to 31 December 2022 due to work commitments.

This would leave a vacancy for a safeguarding governor which would be filled by Bruce Armstrong.

7/22 **Governor Recruitment**

a) **Skills and Diversity Gaps**

The completed skills matrix for the Corporation had been received in advance of the meeting. The following skills gaps had been identified:

Education
Work based learning
Qualified accountant/finance
Audit/risk
Knowledge of the local community

Committee members discussed the number of financially qualified governors and noted there were two – Charlotte Callinan and Alex Luke.

The committee discussed the diversity of the Board. It was felt there was a good range of ages and a good male/female split. The Board may benefit from more ethnic representation which would be taken into consideration during recruitment for new governors.

It was noted that the College was particularly strong in terms of diversity and inclusion.

b) **Skills Audit Template for 22/23**

A draft skills audit form for 22/23 had been received in advance of the meeting. It was felt there were too many skills listed on the form and agreed to review which skills were needed by the Corporation. KF would re-draft the form and circulate a proposal.

Action: KF

c) **Update on Recruitment**

Committee members discussed the interviews which had been held immediately prior to the meeting. It was agreed to recommend the following appointments to the Corporation:

- Appointment of Abbas Alimohad as an External Member from 1 August 2022.
- Appointment of Annita Cornish as an External Member from 1 August 2022.
- Appointment of Stuart McGeoch as an External Member from 1 August 2022.

The Chair suggested giving the new governors different length terms of office so that their end dates would be staggered. Consideration would also be given to implementing a probation period for governors. It was agreed KF/SW would look into this and make a recommendation to the committee.

Action: KF/SW

8/22 **Committee Membership Review**

Committee membership was reviewed:

- It was noted that there would be a need to consider succession planning for a new Chair of the Curriculum, Quality and Standards Committee over the next 12 months.
- A recommendation would be made to Corporation to combine the Strategy and Business Development Committee with the Governance and Search Committee.
- In terms of committee membership for the new governors, committee members agreed to recommend to Corporation that:
 - Abbas Alimohad would join the Audit Committee.
 - Annita Cornish would join the Curriculum, Quality and Standards Committee.
 - Stuart McGeoch would join the combined strategy and governance committee.
- It was agreed to look into the option of co-opting a member to the Audit Committee to further strengthen it.

9/22 **Governance Self-Assessment Review (SAR)**

a) **Review Progress towards the Governance Action Plan**

An update on progress towards the Governance Action Plan was received in advance of the meeting and noted.

Committee members suggested reviewing the action plan to remove aspects of the Head of Governance role and to ensure all aspects of governance improvement were captured in one place.

Action: KF

Committee members discussed the action to raise the profile of governors. Suggestions included:

- Reviewing the governor page on the College website to make it more prominent and to include governor photos and profiles.
- Including information about the work of the Corporation in a half termly bulletin to staff.
- Introducing a Governor Award.

b) **Update on SAR Process**

It was noted that the SAR process was underway. This year it included 1-1 reviews with governors, a review of the Chair's performance and a review of Board effectiveness. The results from the SAR process would be fed into the governance action plan.

c) **External Review of Governance**

The Head of Governance gave an update on the new requirement to commission an external review of governance every three years. The college would be required to commission the first external review in academic year 22/23.

The aim of the review was to develop and improve Corporation performance. The Corporation would be able to decide on the scope and timing of the review.

Further guidance on the external review process was expected from the Department for Education imminently and would be circulated to members of the committee once released.

It was noted there had been an internal audit of governance this academic year which had been positive and that positive feedback had been received about governance during the Ofsted inspection.

d) **Review of Compliance with AOC Code of Governance**

The Head of Governance said she was in the process of reviewing the Board's compliance with the AOC Code of Governance.

e) **Update from AOC Governance Professional Conference**

The Head of Governance gave an update from the recent AOC Governance Professional Conference:

- The Department for Education Governance Guide for College Governors was due to be updated in June 2022.
- New mandatory annual data collection on Governing Body membership had been introduced from 22/23.
- There was a new requirement to report in the Annual Report about the training completed by governance professionals and governors.
- The Department for Education had put in place new support for governor recruitment. Access to the support was via referral only and for targeted colleges.
- The AOC Code of Governance was in the process of being reviewed with a view to make it more concise and accessible.
- There were now more circumstances when Chairs could be remunerated including colleges facing significant improvement challenges, large/complex colleges and colleges facing significant change.

Committee members discussed the induction and training of new governors. It was suggested the induction process be reviewed to include an induction to the college, meeting key staff and a tour.

Action: KF

10/22 **Items for the Next Agenda**

- External review of governance.
- Induction and training.
- Governance action plan.
- Report from Head of Governance.
- Results of review of compliance with the AOC Code of Governance.

11/22 **Date of the Next Meeting**

The date of the next meeting of the committee was Wednesday 21 September 2022 at 2.00 pm.

Summary of Actions

No.	Action	Lead	Target Date
7/22b	Re-draft the skills audit template form and circulate to committee members.	KF	July 22
7/22c	Look into the option of giving new governors terms of office of different lengths and implementing a probation period.	SW/KF	July 22
9/22	Review the governance action plan.	KF	Sept 22
9e/22	Review the governor induction process.	KF	Sept 22