

Minutes of the Meeting of the Governance, Search and Strategy Committee

held at 6.00pm on Wednesday 1 February 2023
at the College.

Present:	Mr S McGeoch (SM)	Chair
	Ms T Aust (TA)	Principal
	Mr S Wilcox (SW)	
	Mr B Armstrong (BA)	
	Mr A Rides (AR)	
Apologies:	Mr J Bryant (JB)	
In Attendance:	Ms K Frost (KF)	Head of Governance
	Mr M Cooper (MC)	Executive Director Finance, HR and Development

1/23 **Welcome and Apologies**

The Chair welcomed everyone to the meeting. Apologies for absence were received and accepted from JB. SW was attending the meeting virtually.

2/23 **Declarations of Interest**

There were no declarations of interest relating to the items on the agenda.

3/23 **Minutes of the Last Meeting**

Minutes from the meeting of the committee held on 28 September 2022 (Paper 1) had been received in advance.

IT WAS DECIDED the minutes were a true record of the meeting and they were approved.

4/23 **Matters Arising**

A 'Summary Action Point List' (Paper 2) had been received in advance. The committee reviewed an update on progress towards actions agreed at the last meeting:

No.	Action	Status
5/22	Review the Risk Management Policy to include the process for early warning mechanisms.	Agenda item for discussion.
5/22i	Draft a risk appetite and risk tolerance framework for review by the Corporation at a Corporation Strategy Day.	Risk is an item on the agenda for the spring term Corporation Strategy Day.

5/22ii	Arrange a blank paper exercise for governors to identify risks to the College and ensure that all key risks are covered by the existing risk register.	Risk is an item on the agenda for the spring term Corporation Strategy Day.
5/22iii	Review how risks is presented to the Corporation to make it more visible and accessible.	Risk is an item on the agenda for the spring term Corporation Strategy Day.
5/22iv	Amend the agendas of governor meetings to include risk at the beginning and end of meetings.	Completed. Risk is now included at the beginning of Corporation and Committee meetings.
6/22	Draft a role description for the governor recruitment.	The governor vacancies have been advertised via the governance pages on the website, which include a link to the governor role description.
6/22i	TA to identify whether there were any potential candidates with the education skills needed through her existing networks.	Ongoing.
6/22ii	Contact LW to see if she will be returning from sabbatical.	Completed. LW has resigned from her role on the Board.
6/22iii	Arrange a meeting of the Remuneration Committee for the Autumn term.	Completed.
6/22iv	Add in information about priority order for reading the key documents in the Governor Handbook.	The New Governor Induction Plan includes a list of suggested reading at four different stages. Stage 1 is within the first month. Stage 2 is within the first term. Stage 3 is within the first two terms and Stage 4 is within the first year.
6/22v	Allocate governors to the curriculum link areas.	Completed.
7/22	It was agreed TA/KF would explore a potential provider for external reviews and consider focus areas for the review.	On the agenda for further discussion.

5/23 Risk Management

A draft 'Risk Management Policy' (Paper 3) was received in advance of the meeting.

The committee reviewed the Risk Management Policy. Governors suggested amending the policy so that it covered how the college evaluated opportunities as well as risk. This would ensure the college was prepared for any opportunities that arose.

It was agreed that the Corporation would develop a Risk Appetite Statement. This would be taken forward by MC, SM and KF.

Action: MC, SM, KF

Risk management would be the key focus of the Corporation Strategy Day being held on 8 February 2023. At the Corporation Strategy Day, governors would be horizon scanning, looking at what the risks and opportunities might look like over the next three

years. Following the discussions at the meeting, further amendments might be required to the Risk Management policy.

It was agreed to review the Risk Management Policy at the next meeting of the committee, once amendments had been made.

6/23 **Governance Report**

The 'Governance Report –Spring 2023' (Paper 6) was received in advance of the meeting.

a) **Results of Skills and Diversity Audit**

The results of the recent skills and diversity audits were received as part of the Governance Report. Overall, there was a good spread of skills on the corporation with the majority of skills showing as 'high level'. Areas that could be strengthened included:

- Local business/employer links.
- Estates management.
- HR management.
- Knowledge of the local community.

In terms of diversity, there had been a slight reduction in the proportion of females on the corporation and there continued to be a large gap between the ethnicity profile of governors compared to the ethnicity profile of students.

The committee discussed the gaps as well as the need to ensure there was a range of diverse points of view on the corporation. The upcoming recruitment process could be used to fill some gaps.

b) **Corporation Membership and Succession Planning**

The committee discussed the current determination for the corporation which was for 16 governors. It was agreed there was no need to make any changes to the number of governors at this stage.

The committee reviewed the succession planning needs of the corporation.

c) **Governor Recruitment**

Members of the Governance, Search and Strategy Committee had met with a prospective governor, Stuart Taylor, on 11 January 2023 and would be recommending his appointment to the corporation. It was proposed that Stuart would join the Finance, Resources and Capital Projects Committee in the first instance.

Taking into account the current vacancies and future succession needs, there would be a need to recruit up to 5 governors. Quotes had been received from recruitment agencies to support the corporation with the recruitment process. The committee discussed the quotes and IT WAS DECIDED to proceed with the quote from Nurole to recruit 5 governors.

IT WAS DECIDED that the recruitment panel would include SM, TA, KF and a governor from the relevant committee.

d) **Committee Membership**

The committee reviewed the current committee membership and agreed no changes were necessary at this time.

e) **Link Governors**

The Head of Governance reported that the governor link visits were underway. There were vacancies for the link governors in: 'Health, Care, Science and Access' and 'Supported and Foundation Learning'. An email would be sent to governors asking if they would be willing to take on a second area for this academic year.

Action: KF

The committee discussed the need to identify a new Safeguarding Link Governor following the resignation of Laura Weatherill. It was agreed to ask AC to see if she would be willing to take on this role.

Action: KF

The committee discussed whether to introduce additional link governor roles for sustainability and careers/skills.

It was agreed to identify a link governor for careers/skills once the governor recruitment had been completed. The governor would need to be a member of the curriculum, quality and standards committee.

Rather than identify a link governor for sustainability, it was agreed that this was something that should be covered by all governors in their link visits. The template for governor link visits would be amended to reflect this change ready for the governor visit cycle next academic year.

Action: KF/BA

f) **Governance Action Plan**

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

g) **Governance/Statutory Updates**

The committee received updates on the following areas:

- Department for Education Guidance: College Oversight – Support and Intervention.
- Department for Education Guidance: FE Commissioner Led Structure and Prospects Appraisals.
- Accountability Agreements
- Statutory Guidance: Review of Education or Training in Relation to Local Needs.
- Statutory Careers Guidance.
- ONS Re-classification
- Ofsted Update

Coming out of the statutory updates, there would be a number of changes in the next few months, including:

- A new College Financial Handbook would be issued.
- A new AoC Code of Governance was due to be published in Spring 2023.
- The Corporation was required to publish an Accountability Agreement by 31 May 2023. This would need to be approved by the Corporation prior to publishing.
- There would be a new Accountability Framework, replacing the current funding agreement.
- The Corporation needed to carry out a review of provision in relation to local needs. Actions from the review would feed into the Accountability Agreement.

Governors asked about timings for the review of provision and for the Accountability Agreement which was due by the end of May 2023. The Principal said the Shared Governance Event would have a focus on skills and Local Skills Improvement Plans. The Accountability Agreement would be brought to the Corporation Strategy Day being held on 10 May 2023 for approval. The Principal confirmed that the college had been involved in the development of the Local Skills Improvement Plan.

7/23 **Governance Self-Assessment Review (SAR)**

a) **External Review of Governance**

A paper about the external review of governance (Paper 5) was received in advance of the meeting.

The corporation was required to arrange an external review of governance every three years, with the first review to be held before July 2024. Three quotes had been received for the review and were included as part of the papers for the meeting.

The committee reviewed the quotes that had been received. IT WAS DECIDED to proceed with the quote from Governance 4 FE (Option 2) and to arrange for the review to be completed in the summer term.

b) **Governance Self-Assessment Process for 2022-23**

It was noted that the corporation would not need to carry out a governance self-assessment process for 2022-23 as an external review was being arranged.

c) **Compliance Check with AoC Code of Governance**

The results from a review of compliance with the AoC Code of Governance were received in advance of the meeting. (Paper 7)

The committee reviewed the results, noting that the corporation was largely compliant with the Code. Some actions had been identified and these had been built into the Governance Action Plan.

A new College Code of Governance was due to be launched in Spring 2023.

The Chair suggested involving all governors in future reviews of how the college complies with the Code.

d) **Compliance Check with Post 16 Audit Code of Practice**

The results from a review of compliance with the Post 16 Audit Code of Practice was received in advance of the meeting. (Paper 8).

The corporation was meeting the majority of areas in the Code. Some actions had been identified and these had been built into the Governance Action Plan or the Audit Committee Cycle of Business.

8/23 **Strategic Plan Update**

The committee discussed how best to monitor progress towards the Strategic Plan. It was agreed to add a review of progress to the agendas for the Corporation Strategy Day being held on 10 May 2023 and the meeting of the Corporation being held on 5 July 2023.

9/23 **Items for the Next Agenda**

- Risk Management Policy.
- Careers/Skills Link Governor.
- New College Code of Governance.

10/23 **Date of the Next Meeting**

The date of the next meeting of the committee was Wednesday 3 May 2023 at 6.00 pm.

Summary of Actions

No.	Action	Lead	Target Date
5/23	Draft a Risk Appetite Statement for review.	KF/SM/MC	May 2023
6/23a	Send an email to governors seeking volunteers to cover the curriculum link gaps.	KF	Feb 2023
6/23b	Approach AC to ask if she would be willing to take on the Safeguarding Link Governor role.	KF	Feb 2023
6/23c	Amend the Governor Link Policy to include a focus on sustainability during visits.	KF/BA	July 2023