



Mission Statement: "Inspiring learning, developing character, building futures"

MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE

Date: 9th November 2021
Location: Virtual Meeting
Time: 4.15-5.00pm

Present: Cllr Don Clapham (Chair) Via speaker phone
 Ms Jill Gray (Principal)
 Mr David Gascoigne
 Ms Wendy Middlemas
Together with: Mrs Sue Hawitt (Governance Administrator)
Apologies: Ms Alice Newton-Leeming

| | | Action |
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| 26.2021 | Preliminaries Due to technical difficulties experienced by the Chair WM chaired the meeting, she welcomed everyone to the meeting, the Chair joined via speaker phone. Apologies were received from Alice Newton-Leeming | |
| 27.2021 | Declarations of Interest There were no declarations of interest | |
| 28.2021 | Consideration of any items of urgent business. There were no items of urgent business to discuss | |
| 29.2021 | Confirmation of Quoracy It was noted the meeting was quorate | |
| 30.2021 | Minutes of the meeting held on 14th June 2021 The minutes of the meeting held on 14 th June 2021 were approved | |
| 31.2021 | Matters arising from the minutes not covered elsewhere on the agenda <ul style="list-style-type: none"> a) Governance Documents-(item 20.2021 from the previous minutes) confirmation all governance documents were reviewed updated and uploaded to the website. The Clerk advised that a summary of directors' Declaration of Interest be added to the list of governance documents on the college website which was approved. b) Parent Policy and Procedure-(item 21.2021 from the previous minutes) confirmation amendments were made to the parent policy and procedure document | Clerk |

- c) **Skills Matrix-** (item 23.2021 from the previous minutes)
confirmation the categories law and healthcare had been
removed from the 2021-22 Directors' Personal Records (DPR)

33.2021

Corporation Membership 2021-2022

Directors considered the current membership of the board (paper 7.1) taking into account the imminent end of Term of Office of 3 key directors, who between them have a vast amount of knowledge and experience. Following a discussion, the committee asked the Chair of Search and Governance to extend his term of office to support the board through the many changes that will occur over the next academic year. It was agreed this will provide continuity for the board and especially the new Chair of the Corporation.

The Chair agreed to extend his Term of Office on a year-on year basis.

Student Director-the Principal informed the committee that Tabitha Davey was appointed the new L6 student Director. The Clerk notified the committee that Tabitha had accepted the role and will attend an induction with the Clerk.

33.2021 D1 Resolved: The Chair of Search and Governance has agreed to extended his term of office until July 2023

33.2021 D2 Resolved: to recommend to the Corporation the appointment of Tabitha Davey L6 Student Director

34.2019

Committee Matters

Committee Structure 2021-22

The committee discussed the current committee structure (paper 8.1) taking into account the vacant positions in light of the changes to the membership. Also took into account (paper 8.1a) a survey completed by Directors regarding their interests and skills and capacity to join one or more of the committees.

The Clerk asked the committee to consider merging the Self-Assessment committee with the Search and Governance committee on the strength that both committees overlap in a number of governance business issues. The committee agreed this was a good idea going forward this will commence in February 2022 after the directors' annual conference.

Following the discussion, the committee structure agreement in principle is below: subject to the Clerk making contact with all concerned for approval.

Full Board Meeting

Callum Baxter (Chair)

Don Clapham (Vice-Chair) with Caroline Coyne as Vice-Chair Nominee

Members - All

Standards Board

Debbie Taaffe (Chair)

Ray Baker (Vice-Chair)

Members -All

Remuneration

Debbie Taaffe (Chair)

Callum Baxter (Vice-Chair)

Sukie Woodhouse

Clerk

Audit

Caroline Coyne (Chair)
Debbie Taaffe (Vice-Chair)
Don Clapham
Sukie Woodhouse
Natalia Baranowski
Jill Gray (Observer)
Callum Baxter (Observer)

Administration & Finance

David Gascoigne (Chair)
Ray Baker (Vice-Chair)
Alistair Burr
Tharany Vijayaratnam
Callum Baxter
Jill Gray

Search and Governance (merged with Self-Assessment)

Don Clapham (Chair)
David Gascoigne (Vice-Chair)
Alice Newton-Leeming
Hannah Goodrick
Jill Gray
Alistair Burr

It was noted that if changes to Admin & Finance Chair positions were to go ahead, then support would be provided by the Head of Finance in the new year to the new Chair and Vice-Chair

LG/DG/RB

34.2021 D1 Resolved: recommend to the Corporation for approval the merger of the Self-Assessment and Search and Governance Committees

34.2021 D2 Resolved: recommend to the Corporation for approval the committee structure 2021-22

35.2019 Directors' Succession Planning and database- (papers 8.3a/b it was agreed to look at this at the next meeting in more detail when all the above changes have been made

36.2021 Annual Review of Attendance 2020-21

The committee considered the report on attendance at Corporation and committee meetings across the year (paper 9.1) and discussed key issues in respect of this. It was noted that overall attendance is good, some meetings coincide with other governance commitments for new directors which had a negative impact on their score, however the Clerks had liaised and tried to accommodate separate meetings times to ensure this would not happen in the future.

It was noted that directors complete their own attendance on the Directors Personal Record (DPR) it was agreed the Clerk would check this after every meeting and record it on behalf of the directors to ensure the data is kept up to date. Further discussion with IT support will take place to ensure the document is set up correctly for this to happen

Clerk

36.2021 D1 Resolved: recommend to the Corporation for approval the Directors Attendance Record 2021

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| 37.2019 | <p>Directors Training and Professional Development Activities</p> <p>SFCA Webinar Programme-The Clerk confirmed the purchase of the SFCA Webinar Programme for 2021-22 at a cost of £135 which remains subsidised by the SFCA. Directors noted that the webinars are a really useful tool and offer a good range of training for directors.</p> <p>Skills Matrix Summary-Directors considered the Skills Matrix Summary report 2021 (paper 10.2a) and the Directors' Self-Assessment report (paper 10.2b) provided by the Chair of the Corporation following the 1-1 review meetings.</p> <p>Directors noted that despite restrictions due to Covid, the new process worked really well and it gave an insight into directors training needs. It was agreed these could take place biennial or sooner to give the new Chair the opportunity to discuss governance with all directors.</p> <p>Directors Annual Conference-it was agreed following the merger of the two committees (Search and Governance and Self-Assessment) which will change the meeting dates slightly that the scope for the annual conference will be shared via email in the new year for approval by this committee.</p> | |
| 38.2019 | <p>Review of committee's performance 2020-21</p> <p>Key Performance Indicators 2020-21-Directors reviewed and approved the KPI's 2020-21 (paper 11.1) with the following amends which the Clerk agreed to make.</p> <p>4c-Directors Annual Conference could not take place due to Covid restrictions</p> <p>e-change to partly achieved, not all directors completed the 1-1 review due to their first year in office.</p> <p>Key Performance Indicator 2021-21- (paper 11.2) Directors reviewed the KPI's 2021-22 and asked the Clerk to update them with regards to the merge with the Self-Assessment committee for approval at the next meeting</p> | Clerk |
| 39.2021 | <p>Terms of Reference</p> <p>Directors reviewed the Terms of Reference for this committee (paper 12.1) and asked the Clerk to make slight amends including informing the ESFA of any changes to the Chair of the Corporation and the Clerk. The Clerk also agreed to update the ToR to include the Self-Assessment committee.</p> | Clerk |
| 40.2021 | <p>Identification of any new or amended risks</p> <p>No new risks were identified</p> | |
| 41.2021 | <p>AOB</p> <p>Directors asked that the College Glossary be updated and that is forms part of the induction discussions.</p> <p>Directors asked if agendas can include Christian names which the Clerk agreed to change</p> | SLT Clerk |
| 42.2021 | <p>Directors were asked to update their attendance on the DPR</p> <p>Date and Time of next meeting</p> <p>Tuesday 22nd February 2022 at 4.30pm</p> | |

Signed _____

Date _____