



**Minutes of the Meeting of the
Search and Governance Committee
held remotely on Wednesday 23 March 2022**

- Present: -** Tony Ford (Chair)
Igor Andronov
Laura Johnston
Alan Layng
David Williams (Principal)
- In Attendance: -** Linda Watkins (Clerk to the Corporation)
Tony Bramley (Governor)

The meeting was quorate as five Governors were present.

- | | Action |
|---|---------------|
| <p>1. Apologies for Absence
No apologies.</p> | |
| <p>2. Declarations of Interest
There were declarations from Tony Ford, Igor Andronov and Laura Johnstone whose 2nd terms in office and beyond would be discussed.</p> | |
| <p>3. Minutes of the last Meeting and Matters Arising: 24 November 2021
The Committee agreed that the Chair should sign the minutes of the last meeting as a true record.</p> <p>All items would be covered on the agenda with the exception of the action to arrange an event following the retirement of Ian Peake which, as reported previously, had been deferred due to the covid-19 restrictions. A previous student from Ludlow College has been commissioned to do painting for Ian Peake, of his choice, with financial contributions sought from Governors. The Clerk would prompt Governors who had not made contributions to date.</p> | L Watkins |
| <p>4. Board vacancies 2022 and succession planning for 2022/23
The Clerk reminded Governors that there is currently one vacancy for an Independent Governor. The Committee had previously agreed to continue to seek to appoint a qualified accountant and, if possible, representation from North Shropshire.</p> <p>Julia Evans had requested deferring her appointment until 1 September 2022 which had already been agreed by the Board.</p> | |

The Clerk confirmed that Laura Johnston and Jeremy Nicholls would be willing to serve for second terms in office. Julia Cotton will have completed one year in office. Debbie Lambert would be willing to be co-opted onto the Quality and Standards Committee. James Caird and Tony Ford would be willing to be re-appointed to the Board, be co-opted to a Committee or complete their terms in office. The Vice Chair had met with a Governor from another college who is relocating to the area who will also meet the Principal.

An observation was made that the Board predominantly comprises of Governors with careers in the public sector. The Chamber in Shropshire could be approached to publicise vacancies.

L Watkins/
D Williams

The Staff Governor vacancy remained which was being publicised to staff. The Student Governors will complete their courses and leave College in July creating vacancies which would be advertised to students with interviews arranged with some of the Committee.

L Watkins

Sebastian Bowen brings audit, scrutiny and risk management experience to the Audit Committee agreeing to ask him to consider remaining on the Committee for another year.

L Watkins

Another Governor could be invited to join the F&E Committee to bring a broader perspective to the Committee. Initially, Jeremy Nicholls would be asked to consider this. Alan Layng would be recommended to join the Q&S Committee.

L Watkins

There was discussion about the Chair being Chair of the Remuneration Committee referring to the AoC Code of Good Governance which recommends that the Chair of the Corporation should not Chair the Committee. This would be addressed automatically when a Chair is recommended for appointment in June.

Committee membership was discussed noting potential vacancies next year with appointments recommended to the Board as below.

The Committee agreed: -

- To continue to seek to appoint an accountant and representation from North Shropshire
- To recommend the Board re-appoint Laura Johnston and Jeremy Nicholls for further 4-year terms in office with Committee membership remaining, unless Jeremy would also be willing to join the F&E Committee [post meeting Jeremy agreed to join the F&E Committee]
- To recommend the Board re-appoint Julia Cotton for a 3-year term in office
- To recommend the Board re-appoint James Caird and Tony Ford for further 1-year terms in office which was based on their historical knowledge of the College and skills, expertise of roles on the Board
- To recommend the Board appoint Debbie Lambert as a Co-opted Member of the Q&S Committee for a 1-year term in office
- To recommend the Board appoint Tony Bramley onto the S&G

Committee and Remuneration Committee who had experience which would benefit each Committee

- To recommend the Board appoint Alan Layng onto the Q&S Committee

5. AoC Code of Good Governance for English Colleges

The Clerk had populated a RAG rated template developed by Governance4FE, including actions required with timescales for completion to ensure compliance to the Code.

Additional work was required to formalise reporting for community engagement, and equality and diversity in the Annual Members' Report. The College needed to take a number of actions to embed sustainability which was already included in the Strategic Plan. Responsibility for sustainability did not sit with a single area, such as estates, but was much wider. The Principal would discuss this with CMT to identify how to address and take forward in the future.

D Williams

A Governor commented that there are nominated Governors to safeguarding, health and safety, equality and diversity, and careers suggesting nominating a Governor to sustainability. This could be considered if the future, however, nominated Governors mirrored Committees established in College.

The Committee agreed: -

- To note the level of compliance to the Code and actions to ensure full compliance which will be monitored by the Search and Governance Committee

6. Governors' assessment and external review

The Clerk reported that the reciprocal review with Exeter College was progressing with desk top reviews and interviews with the Chair and Principal completed. The Clerk from Exeter College will attend the next Board meeting as an observer.

As part of the Skills Bill Boards will be required to commission an external review of governance every three years. Guidelines and details are anticipated imminently. It was proposed to commission a review in 2023 or 2024 based on the governance review conducted by Exeter College and RSM's audit of governance processes this year.

The Committee agreed: -

- An external review of governance would not be commissioned until 2023 or 2024

7. Governors' Development and Training Plan 2021/22

The report provided details of training completed to date by Governors and Co-opted Members of Committees in 2021/22. This report outlined areas for future training.

In addition to the mandatory annual safeguarding, Prevent, Keeping Children Safe in Education, equality and diversity, and GDPR, it was agreed to introduce a health and safety training module delivered using Smartlog. The Clerk would be assigned a manager in Smartlog

L Watkins

to ensure higher completion of training. Governors would be invited to participate in learning walks in the summer term.

L Watkins

The Chair of the Corporation would send the Vice Chair details to join the regular AoC briefings for Chairs and Vice Chairs.

I Andronov

The FE Commissioner Shelagh Legrave would be willing to address the Board in the future.

The Governors' conference arranged for 7 April 2022 may need to be postponed depending on rates of positive covid cases in the area. The Clerk would continue to monitor this.

The Committee agreed the following outline programme: -

- April 2022 – Jen Hope, AoC Regional Director on the national picture and progress of the White Paper, and Herefordshire Council on vision to work collaboratively with post-16 providers
- May and July 2022 workshops to be decided

8. RSM Auditor's Governance processes audit report

The Committee agreed: -

- To note RSM's Governance processes report giving substantial assurance

9. Any Other Business and comments

There were no items.

10. Date and Time of Next Meeting

The next meeting was arranged for Wednesday 29 June 2022 commencing at 2.00 pm.

Signed as a true record of proceedings

Chair: **Date:**