



**Minutes of the Meeting of the
Search and Governance Committee
held remotely on Wednesday 24 November 2021**

Present: - Tony Ford (Chair)
Igor Andronov
Laura Johnston
Alan Layng
David Williams (Principal)

In Attendance: - Linda Watkins (Clerk to the Corporation)

The meeting was quorate as five Governors were present.

1. Apologies for Absence

No apologies.

2. Declarations of Interest

Declarations were declared by individual Governors whose 2nd terms in office and beyond were discussed.

3. Minutes of the last Meeting and Matters Arising: 30 June 2021

The Committee agreed that the Chair should sign the minutes of the last meeting as a true record.

All items would be covered on the agenda with the exception of arranging an event following the retirement of Ian Peake which had been deferred due to the covid-19 restrictions. A previous student from Ludlow College would be commissioned to do painting for Ian Peake, of his choice, with financial contributions to be sought from Governors.

4. Governors' Data

- I. Skills Audit October 2021: This was completed by individual Governors showing that collectively the Board is represented by highly skilled Governors with 71% who are highly competent with skills and experience in areas required for FE Boards. Under-represented skills (those scoring less than 50% of significant experience in an area by a Governor) were outlined which would be taken into account when considering vacancies on the Board. The Committee agreed to continue to seek to appoint an accountant which was a recommendation from the FE Commissioner. It was noted that the applicants would bring

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specific skills which would improve overall scores in several areas, namely: HR, schools and academies, entrepreneurial skills and estates and property. Applicants would be discussed in item. 5

- II. E&D Profile October 2021: This provided a snapshot of the equality and diversity profile. It was noted that there are more males than females on the Board; however all Governors are treated equally. The Committee would be mindful of the profile when making appointments.
- III. Attendance 2020/21: These were noted showing high levels of attendance to the Board and Committees; attendance to Board meetings was excellent at 91%. Individual attendance was good overall.

The Committee agreed:

- To note the skills audit addressing areas with lower scores as part of succession planning
- To note attendance records showing good attendance at 91%

5. Vacancies and succession planning on the Board 2021/22 and 2022/23

The Clerk reminded Governors that there are currently two vacancies for Independent Governors and that the composition is set at 14 with an option to increase this to a maximum of 20. It had been agreed to continue to seek to appoint a qualified accountant and if possible, representation from North Shropshire.

The Committee discussed three applications concluding that these were strong, would bring different skills to strengthen and complement Governors. As part of succession planning the Clerk referred to the terms of office for Governors noting that the majority of Governor will complete their current terms in office next year. The Clerk was requested to ascertain if Governors would be willing to be reappointed, including the co-opted member of the Audit Committee, who brought relevant audit experience to the Committee.

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Applications for governorship were discussed agreeing to arrange for at least one Governor and the Principal to meet each candidate, ideally before the next Board meeting with a view to making recommendations to join the Board.

Committee membership was discussed agreeing that two applicants could be invited to join the F&E Committee and the applicant with a career in education would could be invited to join the Q&S Committee. It was also proposed that Jeremy Nicholls join the Remuneration Committee as part of succession planning.

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The Committee agreed: -

- To continue to seek to appoint an accountant
- To arrange for at least one Governor and the Principal to meet applicants

- To invite Jeremy Nicholls to join the Remuneration Committee

6. AoC Code of Governance for English Colleges

The Board originally adopted the Code in July 2015 with annual reporting from the Clerk evidencing compliance to the Code. AoC reviewed the Code following consultation in the sector with the aim of supporting governance practice. There is an expectation if the Code is adopted by the Board this will be reported against from 2022/23.

Adoption of this Code is voluntary, however, ESFA require colleges to adopt a governance code. This could be the AoC Code of Good Governance for English Colleges, the Charity Governance Code or the UK Corporate Governance Code. There is also an expectation that colleges who choose to adopt the Code also adopt annex 1 the College's Senior Postholder Remuneration Code. The Board has already adopted this.

The Committee agreed: -

- To recommend the Board adopt the revised AoC Code of Governance for English Colleges which would be issued with Board papers

7. Governors' assessment

The Clerk had worked with the Clerk to the Corporation from Exeter College to develop terms of reference and a programme to evaluate governance practices and behaviours, and identify improvements to enhance the quality of corporate governance.

The Clerk mentioned that DfE will require colleges to commission an external review of governance every three years effective from 2022 with further guidance anticipated.

The Committee agreed: -

- To approve the terms of reference and timescale for the Governors' assessment

8. Governors' Workshops

The Clerk referred to proposed topics for workshops following discussion at the last meeting. The Clerk and Principal had previously discussed options with a proposal to use some external speakers as opposed to College managers which was the general practice.

The Clerk was working on 7 April 2022 as a provisional date for a joint event for Governors from Hereford colleges. Proposed speakers included the CEO at Herefordshire Council, an Ofsted regional lead, Steve Frampton the AoC sustainability lead and NMITE.

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The Committee agreed the following outline programme: -

- December – Careers guidance and the Gatsby Standards
- February (strategy half day) – Employer engagement with presentations and discussion about Local Skills Plans with the Chamber from Herefordshire & Worcester and Shropshire
- April 2022 – Jen Hope, AoC Regional Director on the national

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- picture and progress of the White Paper
- July 2020 - health and safety and risk management (tbc)
- The Clerk would arrange an event for Hereford colleges

9. Any Other Business and comments

- I. A Governor commented that the F&E Committee had looked at a staff development annual report with a suggestion to report Governors' development activities to the Committee which was supported
- II. Alan Layng was completing the ETF programme for mentoring chairs or prospective chairs. He has been assigned a mentor who is a chair at East Surrey College and Brooklands College.

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10. Date and Time of Next Meeting

The next meeting was arranged for Wednesday 23 March 2022 commencing at 2.00 pm.

Signed as a true record of proceedings

Chair: **Date:**