



**Minutes of the Meeting of the
Search and Governance Committee
held on Wednesday 22 March 2023**

Present: - Tony Bramley (Chair)
Tony Ford
Alan Layng
David Williams (Principal)

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

The meeting was quorate as four Governors were present.

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| <p>1. Apologies for Absence
Laura Johnston.</p> | |
| <p>2. Declarations of Interest
Tony Bramley and Tony Ford declared interests regarding their current terms in office and succession planning. The Principal declared an interest regarding the AoC Code of Good Governance as an AoC board member who have approved the draft Code.</p> | |
| <p>3. Minutes of the last Meeting and Matters Arising: 23 November 2022
The Committee agreed that the Chair should sign the minutes of the last meeting as a true record.</p> <p>The Clerk had contacted two Governors whose attendance was poor. The Student Governor had confirmed that he would like to continue in the role despite clashes of appointments in the past anticipating that he will be able to attend future meetings this year. A Co-opted member had not responded. Governors agreed no further action was required as there are only two Board meetings and one committee meeting remaining in this academic year. Re-appointments to the Board and Committees will always consider individual Governor's attendance and contribution.</p> <p><u>The Committee agreed: -</u></p> <ul style="list-style-type: none">To approve the minutes. | |
| <p>4. Board succession planning 2022/23 and 2023/24
There are currently two vacancies for Independent Governors. There are four Governors who will have completed their first year in office</p> | |

who are all eligible for re-appointment. An observation was made to consider staggering lengths of appointments; the Clerk would ascertain any preferences and commitment levels in terms Governors would like to serve on the Board.

L Watkins

James Caird will be retiring after serving for ten years in office and Tony Ford after serving twelve years in office. This will create four vacancies in September 2023; two of which are existing vacancies. There was discussion about potential Governors with several proposals who had either been approached or could be approached and invited to submit applications, and if interested, which would then follow the recruitment procedure.

D Williams

The latest skills audit had identified that Governors are highly competent with significant skills and experience in all areas required for FE Boards. In view of this, it was agreed that new Governors should be primarily committed to education and willing to allocate time to the role as opposed to seeking to recruit all Governors for their specific skills and expertise.

The Student Governors will complete their courses in July 2023 meaning that the Student Governor vacancies will be advertised to students in the autumn term.

Discussion progressed to membership to the Committees. The Audit Committee is a key committee and a statutory requirement; Tony Ford, who is a retired Head of Audit who understands FE and how the colleges operate, brings relevant knowledge and extensive experience to the Committee, agreeing to recommend he is co-opted to the Audit Committee and not appointed as a Governor. Tony Bramley is currently Vice Chair and would be willing to chair the Audit Committee. Governors agreed that Councillor Bowen, who is co-opted to the Audit Committee should not be re-appointed based on his attendance record. This would leave two Governors on the Committee, Tony Bramley and Liz Quinn. Once further appointments are made to the Board, a Governor could be appointed to the Audit Committee.

Debbie Lambert would be asked if she was willing to be re-appointed as a co-opted member on the Q&S Committee subject to agreement by the Q&S Committee Chair.

The option to request Committee Chairs to be members of the Search and Governance Committee was mooted for formalising. Currently Committee Chairs, with the exception of Remuneration Committee, are members of the S&G Committee.

The Committee agreed: -

- There are two vacancies on the Board which will increase next year following the retirement of James Caird and Tony Ford. The option to stagger re-appointments of four current Governors will be considered.
- Student Governor vacancies will be advertised in September 2023.

- Subject to the Chair of Q&S Committee and Debbie Lambert's agreement, Debbie Lambert would be recommended for re-appointment as a co-opted member on Q&S Committee.
- Tony Ford was recommended to be appointed as a co-opted member of Audit Committee based on his extensive experience and background.

5. Governors' Training and Development

The report was noted with a request for details of individuals with outstanding training on Smartlog at the next meeting. The Clerk had arranged a conference for Governors from the Hereford colleges in May 2023.

L Watkins

There was discussion about learning walks with a suggestion to document the purpose for Governors. Learning walks are a management activity but provide context and opportunities for information gleaning whilst offering an opportunity for Governors to visit College and be visible to staff and students. Governors are not observing lessons to give an opinion or make a judgement. There was a question if feedback from Governors is useful which would be followed up with the Deputy Principal.

D Williams

The Committee agreed: -

- Governors will be encouraged to complete mandatory training on Smartlog, and exceptions will be reported to this Committee
- Brief guidance on the purpose of learning walks for Governors will be drafted and made available on Teams.

L Watkins

L Watkins

6. Future annual strategy meetings

There was positive feedback about the strategy meeting. It was felt that future strategy meetings should not be process driven. The latest Ofsted review was complementary about governance and an external review of governance will be commissioned next year.

The length of the meeting had felt appropriate to commence at 12 noon until 4pm with Assistant Principals attending. Governors had appreciated their attendance at the meeting in February 2023.

There was discussion about Governors' Workshops agreeing that Assistant Principals and OMT could be invited to attend in future depending on the focus of the workshop. External speakers will also be used.

The Committee agreed: -

- A half day strategy meeting is appropriate which would continue to have wider involvement with Assistant Principals and potential for OMT members.
- External speakers, Assistant Principals and OMT could be invited to some workshops or round table discussions on topics with Governors.
- The April 2023 workshop at Oswestry College will include discussion with the Assistant Principal and some of OMT.
- Assistant Principals and OMT will be invited to the July 2023 workshop at Holme Lacy College for tea. There will also be

L Watkins

L Watkins

discussion about the external governance review and a tour to see capital developments.

7. Role of the Committee

This item was on the agenda in response to the strategy meeting which had a discussion about the role and reporting of committees. The Clerk reiterated that the S&G Committee does not only focus on governor recruitment, but also fulfils the governance aspect as evidenced in previous minutes. The F&E Committee had discussed their role and agreed that the Clerk would prepare a summary of key items as a cover sheet to committee minutes.

The Committee agreed: -

- A written summary of key points from Committees and identification of full items will be reported to the Board by Committee Chairs; this may involve input from Officers.
- The Chair, Principal and Clerk will meet to plan agendas in advance.

8. Consultation of the AoC Code of Good Governance for English Colleges

AoC Governors' Council has consulted within the sector to prepare a new code; the Clerk had been involved. Overall, the code reduces duplication with other legislative and key documents. The consultation is live with the intention that the code will be published in the summer term 2023.

The Committee agreed: -

- To suggest the BAF is included in principle 3 and Governance Professional in principle 6 as assurance mechanisms whilst inviting comments from other Governors to submit in the consultation.
- To support the code for adoption once published.

L Watkins

9. Governors' Self Assessment and 1:1 appraisals 2023/23

The Clerk had prepared a summary of self assessment mechanisms which were discussed agreeing that Governors assessments of Board effectiveness will be arranged with the Chair and Clerk which are useful to identify new ideas or areas for improvement.

Committees will continue to complete annual assessments against their terms of reference. The October 2023 workshop will be dedicated to complete a self assessment as an annual process.

Planning will commence in June 2023 for the external governance review to be commissioned in 2023/24. Budget allocation and planning would commence with further discussion at the next meeting and a draft brief prepared which would be finalised in the Autumn meeting.

The Committee agreed: -

- Governors' assessments of Board effectiveness will be arranged.
- Committee and Board self assessments will be completed.

L Watkins

- External governance review will be commissioned in 2023/24 with planning commencing in June 2023

10. Any Other Business and comments

There were no items.

The following issues would be reported at the Board meeting: -

- Succession planning and re-appointments of Governors and Co-opted Members to Committees.
- Completion of Governors' mandatory training on Smartlog.
- Brief guidance on the purpose of learning walks for Governors will be drafted and available on Teams.
- Governors' Workshops will include more involvement from Assistant Principals and OMT.
- AoC have drafted a new Code of Good Governance to publish in the summer which the Committee propose adopting in due course.
- Governor assessments of Board effectiveness will be arranged.
- Committee and Board self assessments will be completed.
- External governance review will be commissioned in 2023/24 with planning commencing in June 2023

11. Date and Time of Next Meeting

The next meeting was arranged for Tuesday 27 June 2023 commencing at 1.30 pm.

Signed as a true record of proceedings.

Chair: **Date:**