



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

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

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

The meeting was quorate as five Governors were present. The Chair welcomed everyone to the meeting.

	Action
<p>1. Apologies for Absence No apologies.</p>	
<p>2. Declarations of Interest Tony Ford – term of office and succession planning.</p>	
<p>3. Minutes of the last Meeting and Matters Arising: 29 June 2022 The Committee agreed that the Chair should sign the minutes of the last meeting as a true record.</p>	
<p>4. Governors' Data</p> <ol style="list-style-type: none">i. Skills Audit October 2022: This was completed by individual Governors showing that collectively the Board is represented by highly skilled Governors with 74% who are highly competent bringing skills and experience in areas required for FE Boards. Under-represented skills (whereby less than half of Governors have significant experience in an area) were outlined which would be taken into account when considering vacancies on the Board. The Committee has been seeking to appoint an accountant; however, financial expertise is strongly represented. Law, estates and property have lower scores. The skills audit needed to be considered as part of succession planning. James Caird, who is in his tenth year, will leave the Board at the end of the year. Committee membership would be changed later in the year to ensure experience in property, estates, health and safety are represented on the F&E Committee. There are two vacancies on the Board which, once filled, would bring additional skills; these would be considered further during	

the meeting. In future the summary of individual skills audit would be issued to Governors which would give guidance when completing skills audits.

- II. E&D Profile October 2022: This provided a snapshot of the equality and diversity profile. It was noted that there are more males than females on the Board; the age profile varied from 35 to the 75+ category. All Governors are treated equally. The Clerk will extend the questionnaire next year to capture sexual orientation, marital status, faith and belief. The Committee would be mindful of the profile when making appointments.
- III. Attendance 2021/21: These were noted showing high levels of attendance to the Board and Committees; attendance to Board meetings was very good at 84% which was marginally above the sector average of 82%. Individual attendance was good overall except for one of the co-opted members to the Audit Committee.

The Committee agreed: -

- To note the skills audit addressing areas with lower scores as part of succession planning
- To note the equality and diversity profile which will be extended next year
- Poor attendance would be followed up by the Clerk before escalating to the Chair of the Committee then the Chair of the Corporation
- To note attendance records showing good attendance at 84%

L Watkins

5. Board succession planning 2022/23 and 2023/24

There are currently two vacancies for Independent Governors. The Principal was requested to contact three potential candidates to ascertain if they would be interested to apply for governorship who would bring entrepreneurial and business skills, and knowledge of sustainable energy sector. There is an option to increase the number of independent Governors on the Board this year. Next year James Caird and Tony Ford's extended terms in office will end on 31 August 2023. Governors asked Tony Ford to consider a co-opted role on the Audit Committee who has extensive professional knowledge and audit and finance; this would coincide with Sebastian Bowen's term in office ending. Debbie Lambert would be asked to remain on the Q&S Committee who brought significant experience of education, particularly HE, quality assurance and challenge to officers. The Committee would consider repositioning Governors on different committees at the next meeting as part of succession planning for 2022/23.

Interviews are taking place this week for a Student Governor with a recommendation to be made to appoint a Student Governor who will be invited to the Board meeting in December.

6. Governors' Training and Development

The report was noted. Governors would be invited to undertake learning walks next term. It was also agreed to invite Governors to the

staff lunch at the staff development event. The safeguarding link governors will be invited to participate in the safeguarding training delivered to staff annually.

L Watkins

7. Governors' Workshops

Proposed plans for workshops were revisited noting that the October workshop had been cancelled; factors affecting the College are regularly reviewed by the Committee. The Board would have a Christmas lunch in December followed by the Board meeting with no workshop.

The Committee agreed the following ideas for the February away day which could include an external speaker: -

L Watkins/
D Williams

- Review the College's strategy (including the impact of ONS reclassification), low carbonisation and sustainability, risk management and adopting a Board Assurance Framework

8. Governors' Assessment 2022/23

The Clerk presented the paper and proposals for assessment including completion of one-to-one reviews for Governors with the Chair (and Clerk as recommended by the governance review last year), a review of compliance against the Code, committees self-assess performance against their terms of reference and a Governors' Workshop dedicated to completing a self-assessment.

Colleges are also required to commission external reviews of governance every 3 years.

The Committee agreed: -

- Practices proposed for assessment should be implemented
- The College would commission an external review of governance before August 2024

L Watkins

9. Standing Orders and Terms of Reference

Two minor technical changes to consistency were proposed which were accepted. Board Assurance Framework was added as a standing agenda item to Board meetings.

L Watkins

The Committee agreed: -

- To recommend the Board approve the amended standing orders and terms of reference

10. Any Other Business and comments

It was proposed that Governors' documents will in future be stored on SharePoint using Teams as opposed to being on Moodle and that all Governors will have College email accounts to use for College communications. This was supported by the Committee and will be outlined at the next Board Meeting. IT support would be available for any Governors who require assistance.

D Williams

11. Date and Time of Next Meeting

The next meeting was arranged for Wednesday 22 March 2023 commencing at 2.00 pm.

Signed as a true record of proceedings

Chair: **Date:**