



**Minutes of the Meeting of the
Search and Governance Committee
held on Tuesday 27 June 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.

1. **Apologies for Absence**
Apologies were received from Laura Johnston.
2. **Declarations of Interest**
There were no declarations of interest.
3. **Minutes of the last Meeting and Matters Arising: 22 March 2023**
The Committee agreed that the Chair should sign the minutes of the last meeting as a true record. Matters arising had been actioned or would be discussed during the meeting.

The Committee agreed: -
 - To approve the minutes.
4. **Vacancies and succession planning on the Board 2023/24**
There will be five vacancies for Independent Governors in September. As referred to at the last meeting, the latest skills audit had identified that Governors are highly competent with significant skills and experience in all areas required for FE Boards. The Clerk confirmed that the Governors who were reappointed by the Board have each confirmed that they were willing for the length of their term in office to be staggered; this will ensure continuity on the Board and an even turnover of Governors in different years. The Chair of the Corporation had met the director of a local engineering business who had also worked with NMiTE has been approached to consider applying to join the Board. They are also supportive of the College and its role to provide training, skills and apprenticeships. Their skills would be suited to the F&E Committee.

Action

<p>A Green Councillor in Shropshire who works as a peripatetic music teacher in schools has also been approached. The Principal would follow up with an initial offer to meet the Chair of the Corporation. The Chair of the Corporation would discuss vacancies with the Chair of Ludlow Foundation. It was noted that any Board appointment is subject to an application, interview and references.</p>	<p>D Williams A Layng</p>
<p>The Clerk would prepare an advert for Governors and liaise with the Director of Personnel to advertise.</p>	<p>L Watkins</p>
<p>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. Attendance of Student Governors is of concern noting that the Committee had discussed removing any Governors who have not attended meetings without good reason for six months. Expressions of interest will be sought from students initially requesting them to submit their name and email address so that students can be briefed on the role before making a formal application.</p>	<p>L Watkins</p>
<p>There was discussion about considering the option to appoint an additional Staff Governor so that there is coverage from both Herefordshire and Shropshire. It was agreed to recommend that the Board approve this. The Committee would determine options for appointing the Staff Governor by election, as per the Instrument of Government or interview.</p>	<p>L Watkins</p>
<p>Discussion progressed to membership to the Committees. The Audit Committee is the only statutory committee. The Audit Committee had requested the Search and Governance Committee to consider membership as there will only be two Governors and two Co-opted Members on the Committee from September.</p>	
<p>To ensure committees remain quorate it was agreed that the Chair and Vice Chair should be made ex-officio members of all committees, with the exception of the Chair who cannot be a member of the Audit Committee. This will be added to the standing orders.</p>	<p>L Watkins</p>
<p><u>The Committee agreed:</u> -</p> <ul style="list-style-type: none"> • Potential applicants for Independent Governor vacancies will be pursued • Independent Governor vacancies will be advertised • Student Governor vacancies will be publicized for initial expressions of interest in September before holding a briefing event and inviting applications • To recommend the Board increase the composition of the Board to include two Staff Governors, one each from Herefordshire and Shropshire • The Chair and Vice Chair of the Corporation will be made ex-officio members of the committees as applicable 	
<p>5. Ludlow Foundation Ludlow Foundation have appointed Alan Layng as a Trustee who replaces James Caird following his term in office on the Board finishing in August. The Board will be requested to accept this</p>	

appointment. It was acknowledged that this is a positive link between the two organisations.

6. Governors' Training and Development

The report was noted.

The Committee agreed: -

- The Clerk will ensure that Governors complete mandatory training on Smartlog

L Watkins

7. Governors' self assessment of the Board conversations

The Chair of the Corporation reported that the conversations have been completed with the majority of Governors identifying some common themes. The Clerk will collate a summary and an action plan for discussion at a future Governors' Workshop.

L Watkins

The Committee agreed: -

- To note progress of the Governors' self assessment and thank the Chair of the Corporation and Clerk for completing these

8. External Review of Governance

The Skills and Post-16 Education Act requires colleges to have an external review of governance every 3 years, with the first to be completed by July 2024. The Clerk had drafted terms of reference and a tender for discussion before recommending to the Board.

The Committee agreed: -

- To recommend the Board approve the terms of reference and tender document for an external review to be commissioned early in 2024 with the process delegated to the Search and Governance Committee

L Watkins

9. Quality and Standards Committee Remit

The Skills and Post-16 Education Act requires colleges to have a greater focus on employers' needs and skills to ensure college's provide training which leads to jobs and improves productivity and fills skills gaps. It focuses on making sure people can access training and learning in a flexible way to suit their needs, ensuring they are well informed through quality careers support.

In response to this it was proposed to change the Quality and Standards Committee to the Curriculum and Quality Committee. It was noted that the October Governors' Workshop will be dedicated to the curriculum offer and how management use the curriculum resource model to set the curriculum offer.

The Committee agreed: -

- To recommend that the Quality and Standards Committee becomes the Curriculum and Quality Committee with a revised remit incorporating requirements of the Skills and Post-16 Education Act. This will also be discussed by the Quality and Standards Committee.

10. Board and Committee Calendar of Business Items 2023/24

This showed items for the Board and Committees. This also took into account the key requirements for the Board. This would be a live document updated during the year.

The Committee agreed: -

- To adopt the business timetable which would be issued to Governors

11. AoC Code of Good Governance for English Colleges

The Clerk had prepared a report indicating the level of compliance to the Code of Conduct requesting the Committee's consideration. The Committee agreed that the College achieved the section on responsiveness to employers and stakeholders evidenced by the published Annual Accountability Statement. The College is working towards environmental sustainability.

The Committee agreed: -

- To note compliance to the AoC Code of Good Governance for English Colleges which will be reported in the annual Members' Report and Financial Statements

12. Annual Item for Committee

The Committee agreed: -

- To appoint Tony Bramley as Chair and Laura Johnston as Vice Chair for 2023/24
- The Committee effectively met its terms of reference
- The Clerk will review the terms of reference during the summer to ensure that these incorporated requirements from the Skills and Post-16 Education Act.

13. Any Other Business

There were no items.

14. Summary of items to report to the Board

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

- Board vacancies, potential Independent Governors and advertising
- Request for expressions of interest for Student Governors before interviews in an attempt to improve attendance
- Recommendation to increase the number of Staff Governors to two – one each from Herefordshire and Shropshire with the composition of the Board amended
- Audit Committee membership needs to be increased
- Recommendation to make the Chair and Vice Chair of the Corporation ex-officio members of committees where applicable
- Alan Layng has become a Trustee of Ludlow Foundation
- Self assessment feedback from conversations with Governors will be collated with an action plan prepared
- Governors reminded to complete mandatory training on Smartlog.
- Code of Good Governance compliance statement will be prepared in the Members' Report and Financial Statements

- To recommend the Board approve the terms of reference and tender document for an external review to be commissioned early in 2024 with the process delegated to the Search and Governance Committee
- Recommendation for the Quality and Standards Committee to become the Curriculum and Quality Committee with its remit revised to incorporate the Skills and Post-16 Education Act

15. Date and Time of Next Meeting

The next meeting was arranged for Wednesday 22 November 2023 commencing at 2.00 pm [**post meeting deferred to commence at 3.30 pm**]

Signed as a true record of proceedings.

Chair: **Date:**