



Minutes of: Search & Governance Committee

Date: 1.30pm 26th June 2024

Location: Principal's Office, Hereford Campus

Present	Attending
Tony Bramley (Chair) Laura Johnston Alan Layng Jeremy Nicholls David Williams (Principal/CEO)	Rebecca Semple (Clerk to Governors)
Quoracy: meeting was quorate	

1. **Apologies for Absence** - none
2. **Declarations of interest** – no new declarations
3. **Minutes of last meeting**
 - a. **Approval of minutes of meeting held 13th March 2024** – minutes were approved as a true and accurate record
 - b. **Matters arising** –all actions noted to be complete or in satisfactory progress.
4. **Board vacancies and succession planning**
 - a. **Governor terms**

The Committee reviewed the report summarising lengths of terms of current Governors, and agreed to confirm a further three years for two Board Members (Gillian Herbert, Toby Kinnaird) approaching the end of their initial year, as well as a further term for another Member (Alan Layng) who is approaching the end of his first full four-year term. The Committee noted that Board Member, Jeremy Nicholls, will be happy to end his final term in Summer 2026 rather than November 2026 if the recruitment position suits this at the time.
 - b. **Governor recruitment update** – the Committee noted that the Board does not yet have a qualified accountant, and that this remains a priority for the Committee as recruitment continues.
 - c. **Board Chair/Vice Chair** – The Clerk confirmed that no proposals had been received from Board Members for the position of Chair or Vice Chair. The Committee agreed to recommend to Board that Alan Layng be proposed to continue as Chair of the Board, and Jeremy Nicholls to continue as Vice- Chair. The Committee noted that Chair succession arrangements will need to be formally discussed from next year.
 - d. **Committee Membership** - the Committee reviewed the current Committee Membership allocation, noting that one new Governor has yet to be allocated to a Committee. It was agreed that the Chair of Audit Committee should discuss with potential membership of Audit Committee.

Action: Chair

5. **Recruitment of Finance Director – agreement of process**

The Principal reported that the current Finance Director is expected to give notice in Autumn, with a possible end date of April 20225. He requested Board's involvement in the recruitment of this Senior Post Holder. The Committee agreed to recommend to Board that S&G Committee oversee the recruitment process.

The Committee briefly discussed some initial recruitment process possibilities, based on the College's recent experience of recruitment of another member of the Executive team, including timing, use of recruitment consultancy, and opportunities for Governors to meet candidates. The possibility of an interim period was noted by Committee in the case of initial unsuccessful recruitment, and the Principal agreed to ascertain the need to inform ESFA of an appointment of an Interim Finance Director if the need should arise (as per Managing Public Money).

Action: Principal

6. Governors' development and training

a. Draft Induction and Development Plan

The Committee reviewed this draft plan, noting that all Governors have had the chance to view and that some have given feedback. It was agreed to approve this as a good framework on which to base induction activity, acknowledging that some flexibility around it would be reasonable depending on Governor need.

Decision: *the Committee agreed to recommend to Board for information*

b. Board workshop schedule

The current Workshop Schedule was reviewed by the Committee, noting the upcoming programme for 4th July (AoC Policy and Political Landscape update) and suggesting a possible tour of the Holme Lacy campus preceding this.

The Principal requested a Board Strategic Planning discussion as part of the Sept/October 2024 Workshop about Strategic Planning, and the idea of an evening event in February 2025 in the student-run restaurant (Hereford in 2025, potentially Oswestry in 2026) was discussed as an opportunity for Board teambuilding as well as to meet local stakeholders.

Action: Clerk to arrange tour of HL

7. External Governance Review – next steps

The Committee discussed each of the 11 recommendations made by the External Governance Review Consultant, and agreed to formally adopt these as actions for S&G to consider and progress, on behalf of the Board.

The recommendations were each discussed as below:

1. **Qualified accountant** – Committee noted this is already actively on their agenda
2. **Recruitment of second student governor** – Committee aware and this is on their agenda
3. **Gender and age balance of Board** – Committee agreed to continue their work towards widening the diversity of the Board, and to include the consideration of gender and age as key factors within this
4. **Opportunities for Governors to meet students** – Committee proposed an annual Student and Governor lunch, rotating around departments. The Principal agreed to gather a list of other possible events/opportunities for student engagement

Action: Principal

5. **Link Governors** – the Committee agreed that the current arrangement of Link Governors is working well, but could be formalised further by a Link Governor Role

Description. A discussion around the role of Link Governors was held, noting that the role should aim to give Board assurance that meetings are occurring, provides triangulation, and should not add further work for staff. The Committee also agreed that the allocation of link governors should be driven needs of the Board, and not necessarily by the background interest of Governors. It was suggested that Governor interests could instead direct a short-term observation of an area, without formal allocation of Link Governor ("Link Opportunities", and that this could be driven by areas identified by the Governor One-page Profiles already in development.

Action: Chair to pull together suggestions for Committee for how to take this forward

6. **Cover sheets** – Committee are in agreement, and use is in process
7. **Awareness of Nolan Principles** – Committee proposed to include in Governors' Workshop annually, to refresh memories
8. **Formalise Chair's Annual Performance Review** – Committee discussed the possibilities of a more formal process, the benefits/risks of undertaking this, and potential methods of achieving this. It was proposed that the opportunity to provide this feedback could be achieved via the annual 1:1 if not carried out by Chair (and potentially by the Governance Professional instead).
9. **Size of the Board** – Committee acknowledged that this is continually on their agenda, and noted that recruitment continues
10. **Continuation of Board and Exec Team closer working** – Committee agreed that to continue to progress this important factor
11. **Agree and monitor average attendance:** Committee asked the Clerk for an attendance register to come to S&G meetings going forward.

The Committee agreed that the AoC Code of Good Governance 2023 template (already agreed as a framework for reviewing Board Governance going forward) should be used to formally carry these recommendations forward, and that the Clerk would progress this along with the Committee Chair and the Chair of the Board.

8. **Board and Committees' calendar of business items 2024/25** – Committee noted this schedule, and asked that the AoC Code of Good Governance review to be added a regular business item for S&G Committee.

Action: Clerk to update Annual Schedule of Business

9. **Annual items for Committee**

The Committee agreed that the current Chair (Tony Bramley) should continue, with Alan Layng agreed as Vice-Chair. The Committee's Annual Self-Assessment report was noted to be reasonable, and no changes to the Committee's Terms of Reference were felt necessary.

10. **Any other business** – no other business noted

11. **Date of last meeting:** November 2025, date TBC

Minutes approved by: Date: