

**APPROVED MINUTES OF THE MEETING OF
SEARCH & GOVERNANCE STANDARDS COMMITTEE
HELD ON 15TH MAY 2025**

Present:

Charlotte Bosworth (Chair)
Jat Sharma
Stuart Pedley-Smith
David Wheeler

In Attendance:

Lesley Venables, Head of Governance

	APOLOGIES FOR ABSENCE	
47	Apologies for absence were received from Graham Ward and Paul Averis.	
	DECLARATIONS OF INTEREST	
48	Declarations of interest were received from external governors in respect of the discussions on membership and succession planning.	
	MINUTES	
49	Resolved - That the minutes of the meeting held on 4 th February 2025 be approved as a correct record and signed by the Chair	
	MATTERS ARISING & REFLECTIONS ON RECENT COMMITTEE MEETINGS	
50	Governors received for information a progress report on the actions resulting from the previous meeting, the majority of which had been completed or were featured on the agenda. The number of outstanding actions had now been reduced and any completed items were contained in a separate report which would enable the Committee to track progress throughout the year.	
51	Previously there had been discussions on the future shape and content of the Board's skills audit, which was due to be renewed shortly (minute 31.23. 12 refers). It was agreed that experience/skills in Artificial Intelligence and/or Technology would be added to the matrix.	LV
52	The Head of Governance reported that a wider range of EDIB measures was now appropriate, building on the information obtained as part of the Department for Education's annual workforce assessment, which included governors.	LV
53	The Committee would also need to review the diversity profile to align with expectations in the corporate sector where companies were now required to consider Environmental, Sustainability, Governance and Inclusion factors and include these in their annual reports. A set of Key Performance Indicators on ESGI would be developed and monitored by the Finance & Resources Committee.	LV/F&R
54	Governor members of the F&R Committee and the Head of Governance reported on proceedings at the most recent meeting (12 th May), where it had been difficult to allot an appropriate amount of time to discussion of the Management Accounts and draft Budget due to other resources-related matters competing for attention and the attendance of a series of guest presenters. This had curtailed consideration of a number of items as committee members had other external engagements.	
55	It had been suggested that a possible solution would be to separate the Finance element from the Resources element and to establish committees for each of these.	

56	The Head of Governance reported that following the most recent F&R Committee meeting, she had drafted a new governance structure for consideration by the Search & Governance Committee. This included separate committees for Finance and Resources and a new People & Remuneration Committee. The areas of the Corporation's business to be covered by each of these committees was set out in detail.	
57	It was proposed that the new terms of reference would reflect these proposals and that each of these would be submitted to the Committee's next meeting to provide an overview of all responsibilities and areas to be covered within the new framework.	LV
58	Proposed committee memberships would be discussed with individuals as part of the annual performance review process with the Chair and the Head of Governance. A number of amendments to the current structure were discussed, such as David Wheeler attending Learning & Quality Committee meetings to improve his understanding of teaching, learning and assessment issues.	DW/LV
59	As part of the annual governance review, consideration would be given to the appropriateness of the size of the Corporation, its purpose (to make decisions or to ratify recommendations made by committees), the limitations on the ability of committees to determine matters on behalf of the Corporation, the level of information required to support it to undertake its responsibilities effectively and whether there was a sufficient level of debate at meetings.	LV
60	Suggestions for engaging all members of the Corporation and committees and how these could support each other in their work would be analysed. The Committee also noted that ensuring that meetings kept on track within the allotted timeframe was important, particularly as the level of contribution was adversely related to the length of meetings. Attendance on Teams (whether in total or partly) added to the complexity.	LV
61	Once the senior management team had been finalised, it was agreed that only members of the Executive would be invited to attend Corporation and committee meetings, with some exceptions (such as safeguarding).	
62	It was important that management was clear in their reports as to what was being asked of governors. Strategic items would be given a larger proportion of the time within committees so that all aspects could be explored and a firm recommendation made to the Corporation. This would also enable governors to be able to ask challenging questions and receive considered answers.	LV/JS
63	The chairs' summaries of committee meetings would continue to inform the Corporation of the main points of discussion, areas of challenge/concern, any recommendations required and any decisions made on behalf of the Board.	
64	The data dashboards that were under development would underpin decision-making at committee and Corporation level. This was particularly necessary for financial performance, where some governors' understanding was not as well developed due to the complexity of further education funding and financial processes.	
65	Resolved – That the Corporation be recommended to approve the draft Governance Structure which would be effective from 1 st August 2025	

	ATTENDANCE 2024/2025																									
66	The Committee received a report on attendance from September 2024 to May 2025 against the target of 75%.																									
67	The levels of attendance for Corporation (including one special meeting) and committee meetings was as follows: <table border="1"> <thead> <tr> <th>Committee</th><th>2024/2025</th><th>2023/2024 (full year)</th></tr> </thead> <tbody> <tr> <td>Audit</td><td>80%</td><td>92%</td></tr> <tr> <td>Corporation</td><td>82%</td><td>81%</td></tr> <tr> <td>Finance & Resources</td><td>67%</td><td>80%</td></tr> <tr> <td>Learning & Quality</td><td>64%</td><td>75%</td></tr> <tr> <td>Remuneration</td><td>80%</td><td>100%</td></tr> <tr> <td>Search & Governance Standards</td><td>90%</td><td>100%</td></tr> <tr> <td>Overall</td><td>78%</td><td>83%</td></tr> </tbody> </table>	Committee	2024/2025	2023/2024 (full year)	Audit	80%	92%	Corporation	82%	81%	Finance & Resources	67%	80%	Learning & Quality	64%	75%	Remuneration	80%	100%	Search & Governance Standards	90%	100%	Overall	78%	83%	
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68	Currently there were no significant concerns on attendance. However, it was noted that there 5 governors whose attendance was classified as 'red' and a further 2 classified as 'amber'. The majority of absences were due to work commitments or personal circumstances. In one case, a leave of absence had been granted by the Corporation to enable a governor to deal with family issues; this individual had re-joined the Board in January 2025.																									
69	There was an opportunity to improve the figures prior to the end of the academic year and it was hoped that the recent addition of 2 external governors would also contribute to higher levels of attendance.																									
70	The schedule of meeting dates for 2025/2026 had now been drafted and aligned to the College's new internal quality, financial and curriculum planning cycles. This would be circulated as part of the agenda for the May Corporation meeting and, as a further improvement, the schedule would be extended to the end of the 2026 calendar year to enable governors working outside of education to be able to plan their availability.																									
71	The Head of Governance advised that the current target for attendance (75%) was relatively low compared to the rest of the FE sector. In a survey of 82 colleges nationally, the average attendance level for 2023/2024 was 82.2%. The Committee should consider a more stretching target for 2025/2026 and it was agreed that this should be set at 80%. Governors would continue to be offered the option of dialling into meetings via Teams if they could not attend in person.																									
72	Resolved – That the Corporation be recommended to approve a target of 80% for governor attendance in 2025/2026																									
	MEMBERSHIP ISSUES																									
73	The Head of Governance presented a report on current and future membership issues.																									
74	There were currently no vacancies for external governors. The gaps identified in the Corporation's latest skills profile included Further Education (from a non-competitor college), Human Resources, Environmental Sustainability, Artificial																									

	Intelligence and Legal Services. However, a number of these had now been filled and it was agreed that a new assessment of the Corporation's skills should be undertaken in summer 2025, with the outcomes reported to the September 2025 meeting.	LV
75	The Principal and Head of Governance had met with an individual from a commercial financial background and had recommended that he should be co-opted to the Finance Committee for a 1 year term of office. This would add strength to the Committee's membership and support succession planning when the term of office of the current chair expired in October 2026.	
76	A nomination and election process had commenced for a new business support staff governor, with the successful candidate to be appointed by the Corporation at its May 2025 meeting.	
77	Governors received information on terms of office that would expire over the next few months. The most immediate of these were: Stuart Pedley-Smith October 2025 (third term – extended by 1 year) Mary Mahoney May 2026 (currently in second term) Nelson Tanyanyiwa May 2026 (currently in first term) Heather Lodge October 2026 (currently in second term) Graham Ward October 2026 (currently in third term)	
78	The Committee was reminded that the Corporation had approved the reappointment of Stuart Pedley-Smith as a co-opted member of the Finance Committee from October 2025, as by then he would have served the agreed maximum number of terms of office.	
79	There would be a focus on succession planning during the performance review process for 2024/2025 to assess expectations amongst existing governors and any training and development requirements.	DW/LV
80	Governors noted that there would be a financial cost to using an external recruitment company, which would require an allocation to be made in future budgets.	
81	The Head of Governance suggested that the Committee may wish to start the recruitment process early and offer one-year terms of office to any successful candidates. This would provide a probationary period for the individuals and allow the Corporation to determine their contributions and skills. It would also enable a comprehensive induction and training programme to be completed and give them exposure to a full year's cycle of business.	LV
82	The Committee received anonymised information on the Corporation's diversity profile at the end of July 2024, which had been collected in response to the Education & Skills Funding Agency annual national survey of governors. The only significant gap was on the age profile with most governors falling within the upper age brackets. This would be addressed as far as possible as part of the future recruitment processes.	LV/S&G
83	The process for the nomination and election of the Chair and Vice-Chairs of the Corporation would be discussed under a later agenda item.	

84	Resolved – That the Corporation be recommended to approve the appointment of Andrew MacIntosh as a co-opted member of the Finance Committee for a 1 year term of office commencing on 1 st August 2025.	
EXTERNAL GOVERNANCE REVIEW		
85	The Committee received for information a progress report on the items identified in the action plan for the External Governance Review undertaken in 2023/2024. A number of items had been updated since the report had been written and these would now be amended.	
APPOINTMENT OF CHAIR & VICE-CHAIRS OF THE CORPORATION		
86	The Head of Governance presented proposals for the process for appointing the Chair and Vice-Chairs of the Corporation, together with role descriptions.	
87	The Instrument of Government require the Chair and Vice-Chair(s) to be appointed at the last meeting before the end of their current terms of office or at the first meeting following the Chair/Vice-Chair's resignation or removal from office.	
88	The current Chair was appointed to the role in October 2022 and the current Vice-Chair in November 2021. The Committee agreed that it would be good governance practice for a formal nomination and election process to be initiated at the beginning of June 2025, with the appointments being confirmed at the July Corporation meeting. This would also include the second vice-chair role, which was approved by the Corporation in May 2025.	
89	The report recommended a 2 year term of office for the Chair and the two Vice-Chairs and that they would be able to serve for a maximum of 3 consecutive terms (ie 6 years). A facility for this process to be waived had been included, but this would only be possible on a maximum of 2 out of 3 occasions.	
90	A section had been included in the draft process to cover the external recruitment of the Chair and Vice-Chair(s), which may be required in future.	
91	Resolved – That the Corporation be recommended to approve: a) The draft process for the appointment of the Chair and Vice-Chairs of the Corporation b) The draft role descriptions for each post	
SECTOR UPDATES		
92	The Committee received for information a number of updates on sector governance issues – a) the outcomes of External Governance Reviews undertaken by the Association of Colleges, b) revisions to the process for EGRs and c) the Governance Guide for FE Colleges and d) a report on an investigation by the FE Commissioner's Team on Weston College (which had been featured recently in the FE media).	
93	The Head of Governance advised that she would be undertaking an evaluation of the College's current governance framework to provide assurance to the Corporation that there are no potential issues, with any recommendations for amendments to processes submitted to the Committee's September 2025 meeting. This would minimise any future risks of non-compliance.	LV

	In relation to the FEC Report on Weston College, the Head of Governance reported that the Association of Colleges was currently revising the Code on Senior Postholder Pay, which would provide additional guidance to the sector. It was agreed that the College's senior postholder policies would also be reviewed and updated as required.	LV
	DATE OF NEXT MEETING	
	23 rd September 2025	