

MINUTES OF SEARCH & GOVERNANCE STANDARDS COMMITTEE

Venue: Board Room, Wisemore
Campus

Date: Friday 17th May 2024

Present:

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

In Attendance:

Lesley Venables, Head of Governance

	APOLOGIES FOR ABSENCE	
13	There were no apologies for absence.	
	DECLARATIONS OF INTEREST	
14	The following declarations of interest were received: Jat Sharma - chairship of the national AoC Sport Committee and non-executive directorship of the local NHS Trust Charlotte Bosworth and Stuart Pedley-Smith in respect of minutes 33 to 37	
	MINUTES	
15	Resolved - That the minutes of the meeting held on 16 th October 2023 be approved as a correct record and signed by the Chair	
	MATTERS ARISING	
16	Governors received for information a progress report on the actions resulting from the previous meeting and noted that the majority of these had been completed or were featured on the agenda.	
17	Under minute 30.23 the Head of Governance reported that there were still some gaps in the training records of a number of individuals, who had yet to complete the lhasco modules required for all staff. Governors commented that undertaking appropriate safeguarding was one of the requisites of being a member of the Corporation and that this matter needed to be followed up as soon as possible.	LV
18	The Education Training Foundation module on safeguarding would be offered as an alternative programme and was tailored more specifically to the responsibilities of governors. It was agreed that if governors undertook safeguarding training as part of their employment or in another voluntary capacity, a copy of the relevant certificate could be submitted as evidence of safeguarding training and would be uploaded to the College's Single Central Record.	LV
19	In relation to minute 31.23.9 it was felt that there was a high level of student engagement but that this was not necessarily recorded systematically. In future, this would be evidenced in the Executive Report	JS
20	Skills Profile Following discussions at the previous meeting, the Head of Governance had reviewed the Corporation's overall skills profile and had RAG-rated these against a set of common areas. Three main skills had been highlighted for	

	further strengthening – Finance, Human Resources and Environmental Sustainability.	
21	The Principal and the Head of Governance had attempted to address the first of these through local networks, with no success. This skills gap had been identified during the External Governance Review and the Committee agreed that it was important to seek an additional two individuals with financial expertise, one of whom would serve on the Audit Committee with the remaining individual joining the Finance & Resources Committee and eventually taking over the chairship.	LV
22	The Head of Governance reported that support for governor recruitment may be available through the FE Commissioner's office due to the matter being raised in the External Governance Review. If this application was unsuccessful the College would engage the services of Peridot & Partners to support the recruitment process.	
23	Associate Governors The Committee discussed the confusion over the role of the associate governors, who could attend and contribute to Corporation and committee meetings but were unable to vote. The Head of Governance advised that the role appeared to have been intended to provide a probationary period for potential full governors, but that this could be achieved through a one-year initial appointment, which would then be reviewed as part of an annual evaluation process.	
24	It was agreed that the position of the 3 associate governors would be reviewed once the Corporation had approved the documentation for undertaking the formal performance review process for 2023/2024 (discussed under a later agenda item). Any appointments would be made at the July 2024 meeting, which would fill some of current vacancies.	
25	Resolved - 1 That support for governor recruitment be sought through the FE Commissioner's office initially, with skills in finance, HR and environmental sustainability to be targeted 2 That Peridot & Partners be engaged if the result of (1) is Unsuccessful 3 That the role of the Associate Governor be removed from the Corporation's structures with effect from 1st August 2024 4 That the performance of the current associate governors be reviewed and any appointments as full governors be approved by the Corporation at its July 2024 meeting	
	CHAIR'S ACTIONS	
26	There were no Chair's actions to report.	
	ATTENDANCE 2023/2024	
27	Governors received a report on attendance to date in 2023/2024 against the agreed target of 75% and with comparative date for 2022/2023 (full-year). The levels of attendance for the Corporation and individual committees were as follows:	

	<table border="1"> <thead> <tr> <th>Committee</th><th>2023/2024</th><th>2022/2023 (full year)</th></tr> </thead> <tbody> <tr> <td>Audit</td><td>92%</td><td>73%</td></tr> <tr> <td>Corporation</td><td>83%</td><td>70%</td></tr> <tr> <td>Finance & Resources</td><td>80%</td><td>92%</td></tr> <tr> <td>Learning & Quality</td><td>89%</td><td>57%</td></tr> <tr> <td>Remuneration</td><td>100%</td><td>n/a</td></tr> <tr> <td>Search & Gov</td><td>100%</td><td>83%</td></tr> <tr> <td>Overall</td><td>86%</td><td>73%</td></tr> </tbody> </table>	Committee	2023/2024	2022/2023 (full year)	Audit	92%	73%	Corporation	83%	70%	Finance & Resources	80%	92%	Learning & Quality	89%	57%	Remuneration	100%	n/a	Search & Gov	100%	83%	Overall	86%	73%	
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28	Attendance had improved substantially in the current year with the exception of the Finance & Resources Committee. It was felt that being able to hold meetings on Teams had contributed to the higher performance level.																									
29	The Committee also received detailed information on attendance levels of individual governors and associate members. Although there were no significant concerns on attendance currently, there were a number of governors whose attendance was below the identified target due to work or family commitments.																									
30	All governors continued to be asked to confirm their attendance in advance of meetings and any unexpected absences are followed up. Attendance will form part of the discussions with individuals during the annual performance review process at the end of the academic year.																									
MEMBERSHIP ISSUES																										
31	The Head of Governance presented a report on membership issues.																									
32	As reported under an earlier agenda item there were currently 3 vacancies for external governors which needed to be filled as soon as practicable, possibly through the FE Commissioner's scheme for governor recruitment. Charlotte Bosworth declared an interest in this section and left the meeting. David Wheeler was appointed as temporary chair.																									
33	In the current calendar year the terms of office of several governors were due to expire: Paul Averis Charlotte Bosworth Nick Tomkys Stuart Pedley-Smith Rani Sahota July 2024 (second term) July 2024 (second term) July 2024 (first term) October 2024 (third term) December 2024 (first term) – elected post																									
34	Discussions had taken place with the 3 governors whose terms were due to expire in July 2024 and all had indicated that they would be willing to serve for a further 3 year term of office. The Committee received an assessment of the																									

35	contributions, skills and performance of each individual to inform the decision-making process. It was felt that all 3 governors added particular strengths to the Corporation's overall profile and that they should be reappointed. In the case of Stuart Pedley-Smith he will have served as a governor for the maximum of 9 years in October 2024, which would make him ineligible to be reappointed. However, the Head of Governance advised that the Corporation can extend this in extenuating circumstances or to provide continuity. The Chair and the Head of Governance had already discussed a possible extension of 12 months, to which Stuart had agreed in principle. This would enable additional governors with financial expertise to be sought, inducted and embedded prior to Stuart's departure.	
36	Governors also noted that David Wheeler's second term of office was due to expire in March 2025.	
37	Resolved – That the Corporation be recommended to approve the following reappointments: Paul Averis – 3 years with effect from 1st August 2024 Charlotte Bosworth – 3 years with effect from 1st August 2024 Nick Tomkys – 3 years with effect from 1st August 2024 Stuart Pedley-Smith – 1 year with effect from 1st October 2024 Charlotte Bosworth re-joined the meeting and resumed the chair.	
LINK GOVERNORSHIPS		
38	Currently, the reporting of link governor activities was ad hoc and inconsistent across the College. It was agreed that governors would be asked to complete a proforma after they had completed any activity, which would be kept on file for external assessments such as Ofsted inspection.	Govs/ Assocs
EXTERNAL GOVERNANCE REVIEW		
39	Governors received the final report that had resulted from the recent External Governance Review, which was required every 3 years. The Chair of the Corporation and the Head of Governance had reviewed the draft report and made some suggested amendments, which were then incorporated.	
40	An action plan had been prepared to address all of the recommendations and progress against each of these would be monitored by the Committee.	
41	The Head of Governance was thanked for leading the External Governance Review process. Governors felt that they had not previously been aware of the significant gaps in the governance framework, which had now started to be tackled., and were now confident that there was the necessary expertise to improve the effectiveness of governance at the College.	
42	A governor asked whether the point made about improving the Board's involvement in the risk management process needed to be more prominent on future agendas. The Chair responded that the College had recently reviewed the risk register and key strategic risks using RSM's 4Risk system. A session on risk and risk appetite would be arranged for early in the 2024/2025 academic year. This would include the top 5 to 10 risks of the organisation and any movement in their respective scorings.	

43	The Head of Governance was asked whether she had sufficient resources to deliver the action plan on the External Governance Review. It was agreed that future support requirements would be discussed with the Chair and the Principal.	DW/JS/ LV
44	Resolved – That the Corporation be recommended to approve the action plan for the External Governance Review for 2023/2024	
AOC CODE OF GOOD GOVERNANCE		
45	The Committee received for information an assessment of the governance framework against the AoC Code of Good Governance.	LV
46	A number of areas for improvement had been identified, together with actions to address these. It was agreed that the document would be cross-referenced to the action plan for the External Governance Review, as there was a degree of overlap.	
47	Resolved – That the Corporation be recommended to approve the action plan on the AoC Code of Good Governance	
GOVERNANCE REVIEW PROCESS 2023/2024		
48	The Head of Governance presented proposals for conducting the annual review of performance for 2023/2024. This encompassed individual governors/associates, committees, the Corporation and the Chair.	LV
49	It was intended that the documentation would be circulated for completion by the end of June and that one to one interviews would be carried out with governors/associates over the summer period. A report on the outcomes and an action plan would then be prepared and submitted for consideration at the Committee's first meeting of 2024/2025.	
50	Governors were advised that the review process should drive the training and development plan for the new academic year. It was noted that the Chair's review would be undertaken by the Vice-Chair.	
51	Information on individual attendance levels and compliance against the mandatory training modules would also be discussed as part of the process.	
52	Resolved – That the Corporation be recommended to approve the proposals for the annual review of performance for 2023/2024	
DATE OF NEXT MEETING		
24 th September 2024		