

SEARCH & GOVERNANCE

**Part One**

**DATE:** TUESDAY 2 NOVEMBER 2021

**PLACE:** Meeting held VIA ZOOM

**TIME:** 6.00pm.

**PRESENT:**

Dr Barbara Spittle	Chair of the Committee
Andrew Baird	Chair of the Corporation
Dr Andrew Gilchrist	Chair of Audit
Fred Gray	Chair of Resources
Jackie Pearson	Chair of Curriculum & Performance Review
Christine Ricketts	Principal & CEO

**IN ATTENDANCE** Natalie Watt (Clerk to the Corporation)

STANDING AGENDA ITEMS	Action By
<p><b>1. Action in the Event of Fire</b> Meeting held via ZOOM.</p> <p><b>2. Welcome &amp; Apologies for Absence</b></p> <p>The Chair welcomed those present and confirmed that all those on line were able to fully participate in the meeting.</p> <p><b>Apologies</b> None</p> <p><b>3. Declarations of Interest</b></p> <p>i. The Chair of the Corporation declared his other relevant position as Chair of Orbital South Colleges.</p> <p>ii. Dr Andrew Gilchrist declared that he was a Governor of Croydon College.</p> <p><b>4. Notification of Any Other Business</b></p> <ul style="list-style-type: none"> <li>• Privacy Notices for Governors</li> </ul> <p><b>5. i) Part One Minutes of the Meeting held on 19 May 2021</b> The minutes were reviewed.</p> <p style="text-align: right;">Minutes of the meeting <b>APPROVED.</b></p> <p><b>ii) Part Two Confidential Minutes of the meeting held on 19 May 2021</b> Subject to a Confidential Minute. It was noted that Item 16iv should be amended from 3 to 2 Assistant Principals. Agreed. Subject to the above change the minutes of the meeting were reviewed and agreed.</p> <p style="text-align: right;">Minutes of the meeting <b>APPROVED.</b></p>	

**6. Matters Arising  
Part One**

**Annual Schedule** – The Clerk advised the Committee that the Spring and Summer Term schedules would be reviewed in light of apologies that had already been indicated for the two end of term Corporation meetings. Noted.

The Chair and the Clerk confirmed that all matters arising were dealt with on the agenda. Agreed.

**Part Two** – Confidential Minute. The Chair noted that the process for the appointment of the Clerk had been completed and welcomed the new Clerk to the first meeting of the Search and Governance Committee.

**Items for Information, Discussion & Approval**

**7. Constitution, Membership & Governance Update** – Presented by the Clerk to the Corporation.

Items discussed:

**Constitution**

- Members discussed the current constitution of the Corporation which is set as 20. The Clerk noted that 3 new Governors had been appointed at the end of the 2020/2021 academic year and that the new Governors had now commenced serving on their respective Committees.
- Members acknowledged the skills audit (Agenda Item 9) and the current good spread of skills, across the key areas of activity identified.
- The Clerk updated the Committee on the size of Corporations within the sector. Members of the Committee noted that the reduction of the Board by 2 to 18 could be flexed at a later date, if needed and that no existing Members would be affected by the proposed reduction.
- The Clerk confirmed that the Corporation could increase its numbers at any time if it saw fit and if the need arose.
- Members noted that the annual skills audit would flag up any potential gaps that may need to be a focus of specific recruitment.
- Following discussion, it was agreed to recommend to the Corporation that the Constitution of the Corporation would reduce from 20 to 18.
- The status of individual Governors was discussed under Part 2 Minutes.

Clerk

**Committee Membership**

- Members received the updated list attached at **Appendix B. Agreed.**
- The Chair of the Corporation advised the Committee that he had commenced one to one meetings and that as part of this process, Governors were invited to express any requests for changing roles within the Corporation. It was therefore agreed, that the Committee Membership would be reviewed at the next meeting, once this process had been concluded.
- The Chair of the Corporation reported to the Committee that he had contacted a prospective Governor, on behalf of the Corporation. The individual was a qualified Accountant and had the skills needed for joining the Audit Committee as an external co-opted Member. It was agreed that this matter would be followed up by the Chair of the Audit Committee and the Clerk.
- Members noted the establishment of a Senior Postholders Employment and Conditions (SPEC) Committee. Following discussion, it was proposed that Dr Barbara Spittle be recommended for appointment as Chair of the Committee. Agreed.

Clerk

Clerk &  
Chair of  
Audit

Clerk

- Members of the Committee reviewed the knowledge and experience that they felt would provide the best skills for the Committee to discharge its responsibilities.
- Following this, the Clerk was asked to approach the identified Governors on behalf of the Committee.

Clerk

#### **Governor External Communications and Web Site**

- The Clerk drew Members' attention to the update in the report. Members noted that this continued to be a work in progress. However, it was agreed that it would still be a focus of efforts to ensure complete compliance. Members endorsed this endeavour.

#### **Code of Good Governance**

- The Clerk confirmed to Members that Brooklands College had signed up to the Code but in light of the recent changes further work would be needed.
- The Committee requested that the Clerk undertake a compliance review and report back at the next meeting. Agreed.

Clerk

#### **The Committee APPROVED following proposals for recommendation to the Corporation:**

- That the Constitution of the Corporation be reduced from 20 to 18.
- That Dr Barbara Spittle be appointed as Chair of the Senior Postholder Employment and Conditions Committee (SPEC).

Clerk

#### **Report RECEIVED and recommendations APPROVED.**

### **8. Review of Core Structure**

**Standing Orders and Terms of Reference** - Presented by the Clerk to the Corporation.

Items discussed:

The Clerk expressed her appreciation for the work undertaken outside of the Committee by Members in reviewing and editing the documents. It was agreed that any typos and format issues would be communicated to the Clerk via email asap.

#### **Standing Orders - Appendix A**

- Members noted that the Standing Orders had been presented at the May meeting but that they had not been taken through to the July Corporation meeting. The Clerk has therefore undertaken a second review.
- It was proposed that future references to the Full Governing Body would be replaced by the use of the word Corporation. Where appropriate, the use of the word Member (largely for minutes) would also replace the use of the word Governor, for this specific purpose only.
- Members of the Committee noted the changes proposed. Following discussion, it was agreed that a change in terminology would be adopted.
- Members of the Committee emphasised their commitment to their roles as Governors and the need for this title to be retained, particularly in relation to College and external communications. Noted and agreed.

Clerk

Members raised the following specific queries.

- **Item 10.1** The paragraph was unclear, it was agreed that the wording would be reviewed and clarified. Noting that the process was, approval of the draft minutes by Committee Chairs in the first instance. Following this, they would be made available to all Members of the Corporation. Once formally approved at the next Committee meeting they would be released for publication on the internet. Noted.

Clerk

- **Item 13** The paragraph relating to the Chair being authorised to undertake Chair's Action in between meetings on behalf of the Corporation had imprecise wording and this needed further clarification. Noted and agreed.
- Following the above discussions, the Committee agreed to delegate to the Chair of the Search and Governance Committee editorial responsibility, prior to submission to the Corporation in December 2021.

Clerk

Clerk &  
Chair of  
S&G Cttee.

#### Terms of Reference – Appendices B to F

- Members discussed the core questions raised by the Clerk in relation to standardising format and content. It was **AGREED** that:
  - All Terms of Reference would be changed into a table format
  - The Chairs of Committees would be confirmed at the first meeting of the academic year
  - The role of Vice Chairs would be removed from the TOR as it was applied inconsistently and nor considered necessary.
  - All quorum requirements would be shown in the number of Members not percentages for clarity.
  - All Committees would include a standard requirement to undertake a Committee self- assessment process.
  - All Committees would include a standard requirement on managing specific risks from the risk register associated with that Committee.
- It was agreed that the Clerk would bring updated Terms of Reference to each of the remaining Committees during the Autumn Term. It was noted that the Audit Committee dispatch had already gone and that the TOR would come to the next as appropriate.
- The Clerk informed the Committee that work to review the front sheets used had also been undertaken, in discussion with the Chair and Vice Chair of the Corporation and the Principal and CEO.
- Members discussed the current front sheets and emphasised the need for the content to be the focus of efforts and the front sheet executive summary to be focussed, avoiding repetition of the report. Noted.
- The Clerk confirmed that the new front sheet would be used with effect from Monday's dispatch to the Curriculum Performance and Review Committee. Noted.

Clerk

#### Report RECEIVED and recommendations APPROVED

#### 9. Skills Audit Report 2021/22 – Presented by the Clerk to the Corporation

Items discussed:

- The Clerk confirmed that 100% of returns had now been received. Members were advised that the report attached would be updated to reflect the additional 2 returns now received.
- Members discussed the report and noted the need to focus on the diversity of the Board.
- Discussion followed on the challenges for recruitment in this area given the demographic of the local community and students.
- However, it was agreed that at the point of undertaking searches for the next vacancy, that a focussed effort would be made to contact national organisations who may be able to provide network links. It was hoped that by exploring these options this would help increase the diversity of the board whilst recruiting to the identified skill priorities. **Agreed.**
- Following a review of the findings of the report Members endorsed the areas identified for development. The Chair of the Corporation referred Members to his update on the prospective Governor for the Audit Committee, which would address this immediate skills gap.

- Members also discussed the national focus on sustainability and the need to make this a priority area. The Clerk was asked to approach the identified Governor with a view to them having a specific sustainability role within the Corporation.
- The Clerk updated Members on progress with the election of the Staff and Student Governors.
- Following further discussion, it was proposed that the Sustainability Lead Governor also be asked to act as a mentor with the Student Governors in terms of sustainability and moving this ahead. It was agreed that the Clerk would seek out a role description focussing on sustainability, to be shared as appropriate.

Clerk

Clerk

**The Report was RECEIVED.**

**10. Governor Self-Assessment Report – Presented by the Clerk to the Corporation.**

- Members discussed the draft self-assessment questionnaire to be sent to Governors, noting that they had considered it in the previous academic year but it had not been issued to Governors.
- The Committee endorsed the need for the process to be undertaken in a timely manner. In light of this, the proposed amendments to the questionnaire were approved. It was agreed that the Clerk would issue the questionnaire asap.
- Members' attention was drawn to Appendix B, the Governors' Quality Improvement Plan. Members discussed item 1.3. The Clerk was provided with the background to the actions identified. Members discussed the usefulness of the action. It was agreed, that this action would be subject to review by the Principal and CEO to ensure it remained achievable. Following discussion, the Principal and CEO confirmed that the plan was aligned to the action plan submitted and accepted by the FEC. It was agreed, that the Clerk and the Principal and CEO would review the Governor' QIP to ensure that all actions had been captured.
- It was also noted that a new plan would be drafted following the receipt of the self-assessment questionnaires and the FEC stocktake. The Chair of the Committee, proposed that the questionnaire and process be reviewed in the New Year to ensure that any actions arising from the review against the Code of Governance could also be assimilated. Agreed.

Clerk

Principal &  
CEO and  
Clerk

**Governors Key performance Indicators**

- Members discussed the detailed list provided and debated the merits of a number of the KPIs listed. Following discussion, it was agreed to focus on 3 challenging but realistic performance indicators.
- The Clerk was asked to include the 3 indicators in the next report to the Corporation for information and approval as detailed below:
  - The Corporation will seek to achieve at least 80% attendance as a Board.
  - Each Governor will aim to attend at least one on site College event, per academic year.
  - Each Governor will undertake to attend one training and development event, per academic year.
- The Chair of the Committee, noted the need for the Clerk to be kept informed of all training and development undertaken.
- The Principal and CEO discussed her experience with feedback forms used in performance of her Governor duties elsewhere.
- Following discussion, it was agreed that feedback forms would be made available to all Governors for completion when training and or attendance visits were undertaken.
- The Clerk agreed to produce an annual report updating the Committee and the Corporation on the achievement of the KPIs.

Principal &  
CEO and  
Clerk

**The Report was RECEIVED and recommendations APPROVED.**

11. **Search and Governance Committee Draft Work Plan** – Presented by the Clerk to the Corporation

Items discussed:

- Members received the draft plan. The Clerk confirmed that each Committee would be asked to review its work plan annually and that these would be used to help inform agenda planning. The Clerk confirmed that approved plans would also be shared with the SLT.
- The Clerk was asked to update the plan for this year and move the self-assessment process to the Spring Term. It was noted that this was done on an exception basis, to accommodate timescales and the appointment of a new Clerk.
- It was agreed, that the self-assessment report and Governors' QIP would in future return to the Autumn schedule. **Agreed.**

Clerk

**Draft Work Plan – APPROVED subject to the above amendments.**

12. **Any Other business**

- **Privacy notice for Governors** – the Clerk informed the Committee that it was a legal requirement to have approval from individuals regarding the collection and use of their personal data. A draft form in use at another FE College had been used to provide a template for Governors to complete.
- Members endorsed the proposal to have comprehensive and specific approval in place and it was agreed that the form would be circulated this term.

Clerk

**Update RECEIVED privacy notice APPROVED.**

13. **Date of Next Meeting**

- **Tuesday 1<sup>st</sup> February 2022 at 6pm via ZOOM**

Signed By: \_\_\_\_\_

Date: \_\_\_\_\_