

**MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE**

**MINUTES**

<b>Date</b>	<b>Wednesday 1<sup>st</sup> November</b>
<b>Time</b>	18:10 to 19:30
<b>Location</b>	Via MS Teams
<b>Present (Governors):</b>	Chair: Barbara Spittle Fred Gray Craig Mahoney Jackie Pearson Christine Ricketts (Principal and Chief Executive)
<b>Officers and advisers in attendance</b>	Melissa Drayson - Director of Governance (DG)
<b>Observers</b>	None
<b>Apologies for absence</b>	Dr Andrew Gilchrist
<b>Quorum</b>	The meeting was quorate throughout

<b>Item</b>	<b>Action lead</b>
<b>1. Preliminary items</b>	
<b>1.1 Apologies for Absence</b> Apologies were received from Andrew Gilchrist.	
<b>1.3 Declarations of interest</b> There were no new declarations of interests relating to matters on the agenda. Previously declared interests were carried forward.	
<b>1.4 Urgent other business notified in advance</b> No urgent matters of other business had been notified in advance.	
<b>2. Minutes</b>	
<b>2.1 Minutes of meeting on 9<sup>th</sup> May 2023</b>  <b>RESOLVED: That the minutes of the meeting on 9<sup>th</sup> May 2023 be APPROVED as a correct record.</b>	
<b>2.2 Matters Arising</b> <i>Supporting paper by the Director of Governance</i>	

It was noted that all actions from previous meeting were completed or covered on the agenda.

### 3. Corporation and Committee Membership

#### *Supporting paper by the Director of Governance*

The Committee discussed the following matters raised in the paper:

- Governor recruitment and succession planning.
- Skills Audit 2023
- Governor reappointments
- Committee membership and chairing

Drawing upon the new skills audit, governors considered the skills and backgrounds required to fill the current vacancy and a second one that would be created by Barbara Spittle's departure. Succession planning for longer-standing governors was also considered.

The Committee discussed the following immediate skills and knowledge gaps:

- Financial qualifications
- Education
- Local employer and community links

There was, however, recognition that the skills matrix might not cover all of the College's future strategic needs, and diversification of board membership remained a priority, so a more detailed piece of work was needed to develop the recruitment strategy. This was delegated to the Chair of Governors, Director of Governance and Principal and CEO.

The speculative application received was noted, and it was agreed that this should be considered as part of a further recruitment round based on the detailed assessment of skills and experience. The Chair undertook to have an informal conversation with the candidate in the meantime.

Dr Andrew Gilchrist's application for reappointment for a further four-year term of office was considered against the criteria within the Standing Orders.

There was support from the Committee for the proposed changes to the Committee structure, especially the introduction of a Learner Voice committee, and for refreshing the Committee membership, especially with recent governor turnover bringing fresh skills and perspectives.

#### **AGREED:**

- To recommend Dr Andrew Gilchrist's reappointment for a second four-year term of office to the Corporation**
- That further work would be undertaken by the Chair, Principal and Director of Governance, to identify the Board's specific needs in terms of skills, diversity and knowledge and options for running a targeted recruitment campaign would be explored.**
- That the Chair, Principal and Director of Governance would consider future committee membership and chairing arrangements and bring proposals to the December Corporation.**

DG, Chair,  
PCE

#### 4. **Governance report**

##### *Supporting papers by the Director of Governance*

The Committee noted the following matters highlighted in the paper:

- i. Governance Self-Assessment 2023 outcomes
- ii. Update on compliance against the AOC Code of Good Governance
- iii. Attendance and governance KPI report
- iv. An overall grade for governance in 2022-23
- v. Governance improvement plan 2023-24

Ten governors had responded to the online self-assessment. The overall picture was agreement with 19 out of the 20 'indicators of good governance' questions. The one area of 'disagreement' was engagement with students, which has already been identified as a priority area for improvement. Governors also suggested that more work could be done to streamline paperwork further.

It was confirmed that the Corporation was fully compliant with all mandatory requirements within the Code, and that other areas identified in 2022 as "partially compliant" had now been addressed. The new Code of Governance was due to be officially launched early in 2024 and was brought to the Committee under item 8 for adoption.

Each Committee had reviewed its performance during the previous year against its terms of reference, and it was confirmed that each Committee had performed its responsibilities well, and had not acted outside of its delegated authority.

Overall attendance during 2022-23 was 84%, which was lower than 2021-22 but remained above the 80% target. The drop was mainly attributable to the poor attendance by the student governors, especially at CPR Committee. The breakdown by governor type confirmed that attendance by external governors and staff governors was at or above the previous years' levels.

The Committee was asked to consider the outcomes of the different reviews, along with the impact of governance during 2022-23, to arrive at a grade that could be included in the Annual Report and Financial Statements. The Principal and Chief Executive provided an update on the likely outcome of the whole College SAR process. Governors concluded that strengthening underlying governance processes had increased the Corporation's resilience and effectiveness in dealing with a year in which there had been many significant events and changes. The news mid-year of a potential financial deficit had been a weakness but had been dealt with quickly by managers and governors.

The Governance Improvement Plan 2022-23 was reviewed and updated in the light of self-assessment feedback and findings, to reflect priorities for the year. These were agreed as:

- Review the current governance structure, business cycle, committee structure, membership and processes to ensure that they continue to reflect the strategic priorities of the college.

- Full induction and on-boarding of new governors to ensure that they can play a full and active role in the governance of Brooklands.
- Develop and improve student and governor engagement
- Implement Governor training and development plan,
- Develop, improve and actively promote the Corporation's responsibilities for Equality, Diversity and Inclusion;
- Engage governors further in College risk management processes, including discussions on risk appetite.

**AGREED:**

- i) That a full compliance statement with the current AOC Code of Governance for 2022-23 be recommended to the Corporation**
- ii) That a grade of Good for governance be recommended to the Corporation.**
- iii) That the updated Governance Improvement Plan be adopted.**

**5. Draft Governance Values**

*Supporting paper by the Director of Governance*

The draft values had been developed from the feedback provided at the Governor Workshop on 20<sup>th</sup> September. These were supported as an accurate reflection of the discussion. It was agreed to be important that the values should run through all governance activities and that governors should feel enabled to hold each other to account for upholding them.

**AGREED: that the Governance Values be recommended to the Corporation FOR APPROVAL**

**6. Governor training and development plan 2023 update**

*Supporting paper by the Director of Governance*

Governors noted that progress had been made against all aspects of the 2023 plan (approved in March) and that two new training needs had been identified from self assessment feedback:

- Further Education funding and finance
- Refresher on the governance role/ board behaviours/ constructive support and challenge

It was agreed that the January Strategy and Development day would provide an opportunity to run further training. A programme of pre-Corporation and Committee briefings would also be established.

**7. Link Governor Protocols**

*Supporting paper by the Director of Governance*

The Committee considered the proposals to adopt a set of protocols which would define the purpose and parameters of the Link Governor scheme to ensure a common understanding by governors and staff, and to enable it to operate as an effective means for governors to gain a greater knowledge and understanding of the College.

The suggestion that the Link Governor scheme might be expanded to encompass key curriculum areas was also supported, especially as recent engagement in Curriculum Performance Reviews had been such a positive experience. This would also be a means to improve governor engagement with students, identified as a key governance priority for 2023-24.

**AGREED: That the draft Link Governor Protocols be recommended to the Corporation FOR APPROVAL**

**8. New AOC Code of Governance**

*Supporting paper by the Director of Governance*

The Committee noted that the new Code of Governance was significantly shorter and less prescriptive than the current version. FE Corporations were being asked to consider adoption during 2023-24 to report their compliance with an appropriate Code in that year's 2023-24 Annual Report and Financial Statements

**AGREED: That it be recommended to the Corporation that the new AOC Code of Governance be adopted.**

**9. SLT Terms of Reference**

*Supporting paper by the Director of Governance*

The SLT Term of Reference was brought for approval. They demonstrated how the Principal and Chief Executive organised her senior team to cover the matters delegated within the Instrument and Articles of Government.

**10. Review of the Search and Governance Committee 2022-23**

*Supporting paper by the Director of Governance*

The Committee's activities in 2022-23 had been reviewed against its Terms of Reference. The Committee supported the conclusion that it had fulfilled its remit in full and had not acted outside of its delegated powers. No changes to the terms of reference were proposed.

**11. Date of next meeting: Wednesday 21<sup>st</sup> February 2023**

Minutes approved by the Governance, Nominations and Remuneration Committee on 21<sup>st</sup> February