

Meeting/Committee	Search & Governance Committee
Date of meeting	17 th May 2022 at 5pm (via Google Meet)

1 Appointment of the meeting Chair

Committee agreed to appoint Stephen Bulley as the Chair for this meeting.

2 Declarations of interest and eligibility

The meeting Chair reminded everyone present to declare any interests that they may have on matters to be discussed. Standing declarations were noted from employees. Rob Lawson advised of a potential conflict in relation to discussions regarding external board reviews at agenda item 9. He advised that he has been asked by the AOC and the Strategic Development Network to participate in the three yearly reviews now expected in the sector. It was noted that no particular decision is required in relation to this at this meeting and therefore any potential conflict could be managed.

3 Welcome, introductions and apologies for absence

Attendees:

Stephen Bulley	Meeting Chair
Rob Lawson	
Jason Austin	

In attendance:

Maxine Bagshaw	Director of Governance
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Apologies for absence

Apologies for absence were received from Jennifer Worsdale and Janet Pryke.

4 Minutes of the Meeting held on 7th December 2021

The minutes were reviewed and it was agreed that they were an accurate record of discussions.

AGREED: to approve the minutes of the meeting held on 7th December 2021.

There were no matters arising.

5 Action Progress Report

Committee were happy to note the update provided.

6 Senior Postholder Items

It was agreed to record these on a confidential basis.

7 Board Review

The Director of Governance introduced her detailed written report and explained that there were a number of matters to consider, including:

1) Current Membership

She drew committees' attention to the appendix which shows membership and tenures and the committee were asked to note and discuss a number of aspects, including:

- a) Stephen Bulley is due to complete his first term of office (3 years) on the 17th December 2022. Committee were reminded that, when there were significant changes made to the board in 2019 governors were given a mix of term lengths e.g. 2 years, 3 years, 4 years to stagger appointment end dates. She advised that early discussions with Stephen show that he is willing, subject to board approval, to have his term extended to the 'usual 4 years' and that this would then bring him in to line with other governors on the board. This would take his term conclusion date to 17th December 2023. She indicated that part of discussions with him has highlighted the fact that he would welcome the opportunity to plan a successor for the audit committee Chair role given increasing personal/professional commitments.

AGREED: to recommend that the board approve an extension to the current term of office for Stephen Bulley to 17th December 2023.

- b) Student Governors – Director of Governance advised that both student governors are due to complete their terms of office on 31st August 2022 however, it would be fair to say, that neither has engaged with the role this year which is disappointing. The roles of student governor and SU members will be advertised this month once all of the progression data is finalised. Interviews will take place following expressions of interest received. Director of Governance indicated that, supporting student governors early is a priority for her to ensure that they are engaged and that this may involve allocating another governor as a mentor. In addition, a really helpful training opportunity is attending the UNLOC events which are aimed at student governors and which provide a network with bespoke sessions available at the AOC national conference in November. Director of Governance confirmed that she would keep committee members updated on recruitment progress.
- c) Both Committee Co-optees, Ian Sackree on Finance Committee and Roopa Patel-Harji on Audit Committee are due to conclude their terms of office on 31st August 2022. She explained that both were recruited on a trial basis and the committee were therefore invited to discuss whether they should be approached with a view to extending terms of office and continuing to support committee activity. Both the Chair of Audit and the Chair of Finance Committee agreed that each was a valuable addition and one suggestion was to ascertain whether Ian Sackree would consider being a full governor. Director of Governance confirmed that she would speak to both to see what their view of arrangements are and consider whether they will continue, either as committee co-optees or in the case of Ian Sackree whether he would consider being a full governor.

2) Vacancies and Recruitment

Committee noted that there are currently two vacancies for independent/external governors and Director of Governance reminded that the previously agreed areas of focus were 'legal' and 'diversity'. She indicated that there is a two-pronged

approach to advertising and marketing the vacancies, with the support of colleagues from the HR and marketing departments. Both have created adverts which have gone live this week and this sits alongside targeted emails to a number of organisations specifically aiming to increase diversity in terms of age and BAME. Anyone expressing an interest, via either route, will be contacted after 6th June to explain next steps and timescales. She confirmed that details of potential candidates will be shared with the committee.

Committees attention was then also drawn to the organisation called Board Apprentice and the potential that they have to recruit someone. Committee felt there was merit in exploring this and/or recruiting a former student (alumni) but that it was agreed to await the current recruitment campaign to see whether applications via that route give an opportunity to positively focus on diversity.

3) Training and Development

Director of Governance drew committees attention to the rolling log maintained and explained that there is a heightened focus in the sector on the need to ensure that board members and the governance professional receive appropriate training and development opportunities and that, part and parcel of this, is a requirement that details are specifically provided in the 21/22 yearend financial statements.

4) Governor Engagement Opportunities 21/22

Committees attention was drawn to the current schedule of engagement activities completed and were asked to note that any additional opportunities e.g. performance, presentations etc. will be added as confirmed. It was also noted that, as the governor link initiative progresses/matures, there will be more to be added to the list.

5) Committee Membership 22/23

Committee considered the current schedule and did not feel that there were any areas requiring change. They acknowledged that the group has worked hard to bring in new governors and that now is the time to build on their skills, qualifications and experience.

6) Update on External Board Review options

The Director of Governance provided a summary of sector intelligence gained through the Clerks network. She confirmed that there are a number of organisations emerging to offer board review services but that, a concern in the sector at the moment, is in relation to quality assurance arrangements surrounding the processes and recommendations. Rob Lawson advised that he has been helping to write the guidance on this and that it is due out imminently. This will also include a recommendation on who colleges might use to undertake reviews, although he acknowledged that this was quite a 'broad' area of the guidance. He indicated that, from his own experience, he was aware that AOC are providing training for potential reviewers and that this is something that the college would want to test with any organisation being considered.

It was agreed to revisit this in the autumn term once the guidance is published.

7) 21/22 Annual Internal Governance Self-Assessment

Director of Governance presented two documents suggested for the annual review, which are:

- A proposed self-assessment questionnaire for governors to complete in advance of a one to one meeting with the Chair
- A proposed Chairs appraisal questionnaire

Committee considered the documents and felt that there was merit in having an additional question which asks governors to detail any local connections, networks etc. It was acknowledged that, there is an increasing focus on governors being able to access the voice in the local community and therefore knowing what contacts and connections governors have is important. He expressed the view that this would then allow the board to map how well connected it is.

8) Code of Good Governance Compliance Check – Effective Governance Structures and Reviews

Director of Governance presented this and explained that it is an early opportunity to identify any gaps or actions that need to be taken. Committee were happy to note the content of the checklist completed.

AGREED: to note the content of the report provided.

8 Committee Annual Review

Director of Governance indicated that, every committee at its last planned meeting of the year, has an opportunity to review performance and operational arrangements. She drew committees' attention to the terms of reference and the committee agreed that they had fulfilled board expectations and that there had been no areas that had not been covered during the year. They felt that repeating meeting frequency, retaining current membership and terms of reference was beneficial. They were happy to inform the board that there were no proposals for change moving in to next academic year.

AGREED: to note the content of the update provided.

9 AOB

There were no items of additional business.

10 Date and time of next meeting

It was acknowledged that this was still to be confirmed for the 22/23 academic year and that this committee could meet in June/July if there was further business to discuss following the current recruitment exercise.

The meeting closed at 6.10pm

Signed _____ Chair

Date _____