

MINUTES OF SEARCH & GOVERNANCE COMMITTEE MEETING HELD ON 29TH JUNE 2022 AT THE KINGSWAY CAMPUS

Present:

Michele Bacon	External	
Karen Banks	External	
Neil McGrath	External	
Mary Murphy	Principal	
Wesley Rourke	External	(Chair)

In Attendance: Lesley Venables Clerk to the Governors

APOLOGIES FOR ABSENCE

39 There were no apologies for absence.

DECLARATION OF INTERESTS

40 Declarations of interest were received from Wesley Rourke, Michele Bacon and Neil McGrath in respect of minutes 45 to 51.

MINUTES OF THE PREVIOUS MEETING

41 **Resolved -** That the minutes of the meeting held on 6th October 2021 be approved as a correct record and signed by the Chair.

MATTERS ARISING

42 Governors received a progress report against the list of actions resulting from the previous meeting. It was noted that all of these points had been completed.

MEMBERSHIP ISSUES & SUCCESSION PLANNING

43 Governors received a report on membership issues, including current and forthcoming vacancies, succession planning and skills gaps.

44 Currently there was one vacancy for an external governor, following the resignation of Valerie Allen. Nomination and election processes would be undertaken shortly for the two student governorships, with the successful candidates appointed at the October Board meeting.

45 The terms of office of 3 external governors (Michele Bacon, Wesley Rourke and Susan Smith) would expire in July 2022, with a further potential retirement in October 2022 (Lynn Pegler). By July 2022, Michele would have served for 4 years, Wesley for a total of 12 years (3 terms of 4 years each) and Susan for 6 years (one 4 year term and one 2 year term). Lynn

Pegler would also have served for a total of 6 years (one 4 year term and one 2 year term) by October 2022.

46 Governors were reminded that, although the normal maximum is two terms of 4 years (in line with the Nolan Committee recommendations and the Association of College's Code of Good Governance), the Board's Standing Orders allowed this to be waived in 'extenuating circumstances', such as serving as a committee chair, vice-chair/chair of the Board. However, the Clerk advised that a key theme of recent meetings with the ESFA and the FE Commissioner through the Annual Strategic Conversation had highlighted the need for there to be a regular turnover of board members across the sector.

47 The Committee considered the skills brought to the Board by the 3 individuals whose terms of office would expire shortly and agreed that these were still valuable, together with the need for stability in the Board's membership. It was agreed that these governors should be reappointed but for a period of between one and 4 years, depending on their circumstances.

48 The Clerk reported that Lynn Pegler would be standing down as a governor in October 2022.

49 As the most recent skills audit had been undertaken in September 2020, the Clerk suggested that this should be updated by her successor.

50 The terms of office of 3 further governors would expire in 2023 and it was agreed that the Committee should formulate a recruitment plan over the next few months. A governor suggested that including a parent on the Board should be considered. The Clerk advised that this was possible under the current Instrument of Government, but it should be noted that a formal nomination and election process would be required to achieve this outcome.

- 51 **Resolved -**
- 1 That the Board **be RECOMMENDED** to approve the following reappointments:

Michele Bacon for a 4 year term of office commencing on 4th July 2022
Wesley Rourke for a 1 year term of office commencing on 4th July 2022
Susan Smith for a 2 year term of office commencing on 4th July 2022
 - 2 That a new skills audit be undertaken in 2022/2023
 - 3 That a plan to recruit new external governors and, possibly, a parent governor be prepared and submitted for approval

COMMITTEE MEMBERSHIPS

52 Governors received the latest schedule of committee memberships to which some minor amendments for 2022/2023.

53 **Resolved -** That the Board **be RECOMMENDED** to approve the revised schedule of committee memberships

ASSOCIATION OF COLLEGES' CODE OF GOOD GOVERNANCE

54 The Clerk presented a report on the latest version of the AoC's Code of Good Governance, which had been published in November 2021, with an effective implementation date of 1st August 2022.

55 Adoption of the AoC Code by boards was optional, but FE colleges must adopt an appropriate alternative (such as the UK Corporate Governance Code or Charity Governance Code) and must state this in their financial statements together with the level of compliance against the respective code. It was recommended that the AoC Code should be adopted by the Board as this aligns closely to the principles of governance and reporting requirements commonly found in the further education sector.

56 The Committee was advised that a comparison of the College's current governance framework against each element of the Code had been carried out and a number of actions for further development had been identified.

57 Governors noted that the newly-introduced 3 yearly external reviews would also assess the Board's performance against the Code, which meant that this analysis formed a vital part of the Board's preparations for any future review process.

58 Due to the imminent departure of the Clerk, it was agreed that any questions from other governors on the content of the action plan should be addressed directly to the Chair of the Board.

59 **Resolved -** That the Board **be RECOMMENDED** to adopt the AoC Code of Good Governance with effect from 1st August 2022 and approve the action plan

EXTERNAL REVIEWS OF GOVERNANCE

60 Governors received for information the latest guidance from the Department for Education on External Reviews of Governance. Under the Skills & Post-16 Further Education Act 2022 there was a statutory requirement for an external review at least once in every 3 year cycle and an annual, internal self-assessment process.

61 The Clerk advised that colleges would need to confirm in their annual financial statements when a governance review had been undertaken or reported to the board and provide the name of the external reviewer. The ESFA could ask for the outcomes of the governance reviews to be shared with them and colleges would be expected to publish a summary of the outcomes of the review and any associated action plan on their websites.

62 The final guidance issued by the DfE provided boards with the freedom to set the scope of the review rather than following a model set of principles. As yet there was no definitive list of potential providers of such services, although some organisations (such as AoC) had started to put together proposals and advertise these.

63 The Committee was reminded that the guidance confirmed that external reviews could not be undertaken either by peer colleges or by the College's internal or external auditors. It was suggested that the work on governance scheduled as part of the Internal Audit Plan for 2022/2023 would provide a useful check on the robustness of the Board's processes.

64 A menu of training and development activities for governors would be co-ordinated, including the recent podcasts by members of the senior management team, from which governors could choose, together with mandatory modules on items such as safeguarding. The governor portal that had been developed by the current Clerk could be used as a repository for training materials. Committees would also be encouraged to suggest areas for further briefings, for example, risk management (Audit Committee) and Equality, Diversity & Inclusion (Quality & Standards Committee).

65 it was agreed that any decision on the timing of the external review process would be deferred until a sufficient number of colleges had been through the process and initial findings had been shared with the sector.

ITEMS TO BE REPORTED TO THE BOARD

66 The Chair summarised the content of the meeting which would be reported to the Board's July 2022 meeting:

- Reappointment of 3 external governors recommended for approval
- Report received on membership and succession planning issues, with further work planned for early in 2022/2023
- Revised committee schedule and adoption of AoC Code of Good Governance recommended for approval by the Board
- Information received on external reviews of governance

DATE OF NEXT MEETING

3rd October 2022.

Signed.....Office copy signed by Wesley Rourke
.....(Chair)

Date.....3rd October 2022.....