

GOVERNANCE & SEARCH COMMITTEE
Minutes of the meeting held at 3.00pm on 21st June 2021

Present: Carole Thorogood (Chair) (CT))
 Anja Beriro (AB)) External governors
 Patricia Harman (PH))
 Andrew Unitt (AU))

In attendance: Martin Sim (MS) Interim Principal/CEO
 Rachel Robson (RR) Clerk to the Corporation
 Jo Welham (JW) Governance and Support Services
 Manager

1	APOLOGIES FOR ABSENCE 050 Apologies for absence were received from Mary Carswell and John van de Laarschot.
2	DECLARATION OF INTERESTS 051 None received.
3	MINUTES 052 The Committee reviewed the minutes from the previous meeting. The Committee resolved that the minutes of the meeting held on 22 nd March 2021 be approved as a true record and signed by the Chair. 053 The Committee reviewed the Open Action Tracker: 12.10.20 Action 2 CT confirmed that she had now held 1:1 conversations with all governors whose terms of office end on 31.7.21. Action complete. 12.10.20 Action 3 Noted circumstances when a Chair can be paid. Noted review of Expenses Policy. Action closed. 12.01.21 Action 3 Governors online training being progressed, report to next meeting when the aim is to report full compliance. Action ongoing. 054 There were no matters arising.
4	GOVERNANCE STRUCTURE 055 Governors reviewed the proposal to move from a Carver based structure of governance to a more committee based structure. A governor noted the merits of the existing system over the recent past but reflected on the merits of increased focus on key areas that the committee structure would provide, she questioned the role of the Board within a committee system. RR confirmed that Board would focus on strategic issues and required approvals from committees. A governor questioned the name of the new proposed finance committee, suggesting that a more appropriate name would be 'Finance & Assets' Committee to be reflect the Terms of Reference. A governor questioned the differing focus of an HR based committee and the existing Remuneration Committee. RR confirmed that the suggested new committee would look at the wider staff body whereas the Remuneration Committee deals with senior postholder matters. The

	<p>Committee preferred the name Workforce Development Committee for the new committee. MS noted the potential benefit of co-opting staff members to the Workforce Development Committee and emphasised the importance of the Committee in evidencing Board commitment to the staff.</p> <p>056 A governor suggested that the L&Q Committee should have five meetings per year, noting that one will be dominated by the SAR. MS highlighted the need to see progress against the QIP as a by exception report at all meetings L&Q. He suggested that an early draft of the SAR and QIP should be taken to the September meeting to provide a feel for the year ahead. MS confirmed that the key with a change in the structure was to ensure maximum impact across the College, he noted that when the College had secured a Good Ofsted outcome the Board could decide to revert to a Carver model again in the future.</p> <p>057 Governors highlighted the need for the terms of reference for committees to ensure that work was not duplicated, and discussions not repeated. RR confirmed that the purchase of a Board Support Portal (item 5) would facilitate better communication and access to documentation for governors to support the structure change. A governor noted the recent drift away from strategic discussion at the Board and the need for this to be maintained. MS confirmed that the Chairs' Working Party will enable Chairs early input into the development of strategic direction.</p> <p>058 The Committee resolved to recommend the change in structure, Chairs' working party and terms of reference, new committees (Finance & Assets Committee and Workforce Development Committee) and terms of reference and dates for 21/22 (with additional dates for L&Q in summer 2022). It was noted that following the consideration by the Board on 12th July the Clerk will then work to fully implement any decisions taken across the summer in terms of amendments to Standing Orders and I&As, and draft a proposal for Committee membership for 21/22. It was noted that this can then be agreed via written resolution across the summer.</p>
5	<p>BOARD SUPPORT PORTAL</p> <p>059 The Committee received and reviewed the report on the purchase of a Board portal noting the potential benefits to the collation and distribution of papers, the use of papers in preparing for and during meetings, accessibility of papers from committees and a repository for policies and governance documentation. Governors highlighted the need for a system to enable papers to be annotated, to be interactive and to be easily usable during meetings. The Committee resolved to approve the purchase and use of a Board Portal System and to delegate supplier selection to CT, MS and RR.</p>
6	<p>SKILLS AUDIT</p> <p>060 The Committee received and noted the outturn from the recent Skills Audit. It was noted that the outturn would now be utilised to reflect on the induction process and training for 21/22. A report will be brought to the next Committee meeting.</p>
7	<p>BOARD AND COMMITTEE MEMBERSHIP INCLUDING APPOINTMENTS</p> <p>061 RR took governors through the Report on Board and Committee membership. It was noted that six current governors had terms of office that end on 31st July 2021 (all governors serving on this committee moved to a virtual waiting room while their possible re-appointment was considered, the Committee remained quorate at all times):</p> <ul style="list-style-type: none"> • Anja Beriro – CT confirmed that AB wished to continue for a second term of office. The Committee resolved to recommend to the Board that AB be appointed for a further term of four years with effect from 1st August 2021.

	<ul style="list-style-type: none"> • Andrew Dickinson – CT confirmed that AD wished to continue for a second term of office. The Committee resolved to recommend to the Board that AD be appointed for a further term of four years with effect from 1st August 2021. • Carole Thorogood – RR confirmed that CT wished to continue, she also reflected on the view of the FE Commissioner in December that CT should stay in role until after the next inspection. The Committee resolved to recommend to the Board that CT be appointed for a further term of four years with effect from 1st August 2021. • Andrew Unitt – CT confirmed that AU wished to continue. The Committee resolved to recommend to the Board that AU be appointed for a further term of four years with effect from 1st August 2021. • Michael Wisher – CT confirmed that MW has advised that he is agreeable to not being appointed for a further term noting that prior to merger he served on the Board of NCN. The Committee noted the intention on merger was for the governors of both NCN and Central to step away when appropriate post-merger. The Committee noted the implications for governance in the White Paper and the importance for the Board to be continually refreshed. For these reasons, the Committee agreed not to recommend MW for a further term of office but emphasised that the decision did not in any way reflect the valued contribution he has made to the Board and to the College. • Neghat Khan – the Committee noted the informal arrangement with the City Council for a councillor to be on the Board with a one year term. It was noted that NK no longer holds the Portfolio for Employment and Community Protection and so has confirmed to RR that the new portfolio holder is now likely to be out forward. RR has been in contact with the Council but is yet to receive a response. It was noted that NK's term of office will end on 31st July and that RR will chase the Council for a response. <p>062 CT advised that Richard Donovan has confirmed his wish to step down from the Board due to work commitments. CT confirmed that she has accepted the resignation, RD will step down on 31st July.</p> <p>063 The Committee considered the appointment of Simon Bedford (SB) to the Board. CT confirmed that SB had been interviewed for a co-opted role on the Audit Committee by Andrew Dickinson, Michael Wisher and Andy Comyn and that they had recommended he be considered for a governor role. Ct confirmed that she had interviewed SB and was similarly happy to recommend his appointment. The Committee review SB's CV noting his relevant skills and experience. The Committee resolved to recommend the appointment of Simon Bedford as a governor for a four year term with effect from 1st August and to appoint him as a member of the Audit Committee.</p> <p>064 The Committee were also asked to consider the appointment of Helen Smurthwaite (HS) as a co-opted member of the Audit Committee. It was noted that HS has been interviewed by Andrew Dickinson, Michael Wisher and Andy Comyn and they have recommended the appointment. The Committee resolved to recommend the appointment of HS as a co-opted member of the Audit Committee for a period of four years with effect from 1st August.</p>
8	<p>STUDENT GOVERNOR RECRUITMENT PROCESS</p> <p>065 RR confirmed that the suggested amendment to the process for the election of Student Governors had been brought to her by Liam Perkins, Wellbeing Coordinator – Student Voice, following discussion at the Student Union. The proposal the Committee were asked to consider was that suggested by the Student Union. Governors considered whether one FE and one HE student would reflect the make-up of the student body in</p>

	<p>terms of numbers of students. MS suggested that a way forward maybe to have one student drawn from 'study programmes' and the second from all other funding streams (including HE and Apprenticeships). Subject to that change the Committee resolved to recommend the change in process to the Board for approval.</p>
9	<p>SELF ASSESSMENT</p> <p>066 The Committee reviewed the report and suggested questionnaires. Governors noted the need to have a robust governance self-assessment process in place. MS highlighted the link between board evaluation and how a college is performing in general, a board evaluation process should reflect on the impact of the board on college outcomes. Governors asked that the board questionnaire be amended to reflect the impact of governance on the development and improvement of the College ahead of use and that the 'rating' be expanded, and RAG rated.</p> <p>The Committee resolved to recommend to the Board that the governance self-assessment process is adopted with the Committee to approve the final questionnaires before use.</p>
10	<p>AOB</p> <p>067 RR highlighted to the Committee that it had not been possible to deal with the Chair/Vice Chair appointment for 21/22 strictly in accordance with Standing Orders pending this Committee taking place. That was noted and it was agreed this would be dealt with ahead of the final meeting.</p>
11	<p>DATE OF NEXT MEETING</p> <p>068 The next scheduled meeting is Monday 13th September 2021 at 5.00pm.</p> <p>The Chair closed the meeting at 5.40pm</p>