**GOVERNANCE & SEARCH COMMITTEE**

**Minutes of the meeting held at 4.30pm on 6th February 2023
via Teams**

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| **Present:** | Carole Thorogood (Chair) (CT) | ) | |
| | Anja Beriro | (AB) | ) |
| | Patricia Harman | (PH) | ) External governors |
| | Sharon Townes | (ST) | ) |
| | Janet Smith | (JS) | CEO and Principal |
| **In attendance:** | Rachel Robson | (RR) | Director of Governance |
| | Jo Welham | (JW) | Governance and Corporate Support Manager |

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| **1** | **APOLOGIES FOR ABSENCE**<br>**020** Apologies were received from Andrew Unitt. |
| **2** | **DECLARATION OF INTERESTS**<br>**021** JS declared the following interests:<br>• CEO/Principal Nottingham College<br>• Trustee and Board Members of Skills and Education Group (SEG), awarding organisation and charity<br>• Ofsted Inspector<br>• Member of D2N2 LEP Principals' Group<br><br>No other interests were declared in relation to items on this agenda. |
| **3** | **MINUTES AND ACTIONS**<br>**3.1 Minutes of the previous meeting**<br>**022** The Committee reviewed the minutes from the previous meeting held on 12th September 2022 (distributed as G&S.060223.002). The Committee **resolved** that the minutes of the meeting be approved as a true record.<br><br>**3.2 Actions**<br>**023** The Committee reviewed the Open Action Tracker (distributed as G&S.060223.003):<br>24.11.21 Action 3: Small group training sessions on Quality. RR to target governors who particularly need support in this area.<br>7.2.22 Action 2: Draft succession plan to come to spring term meeting. Included in draft standing orders on this agenda. Action complete.<br>7.2.22 Action 3: Standing Orders to come to spring term meeting. On this agenda, action complete.<br>12.9.22 Action 1: Proposal for governor development conversations. On this agenda, action complete.<br>12.9.22 Action 2: Role description for careers governor to be developed. On this agenda, action complete.<br>12.9.22 Action 3: ELT evaluation questions. Part of governor self-assessment item on this agenda, action complete. |

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| | | 12.9.22 Action 4: Include EDI KPI within governance KPIs. Action complete, for review on this agenda.<br>12.9.22 Action 5: External review scope and reviewer. Action complete, proposal on this agenda.<br>12.9.22 Action 6: To contact audit firms about co-opted audit committee member. Action ongoing. |
| | **024** | There were no matters arising. |
| **4** | | **INSTRUMENTS AND ARTICLES** |
| | **025** | The committee reviewed the updated Instruments and Articles (distributed as G&S.060223.004). Changes are highlighted in the paper and include:<br>• A recommendation that the number of external governors should be between 12 and 20<br>• Criteria for ineligibility has been simplified and is more robust<br>• Quorum where some governors need to step out has been clarified<br>• Further clarity around written resolutions |
| | **026** | Governors' attention was also drawn to the indemnity clause, which is unusual in instruments and articles. Governors **agreed** it should remain. |
| | **027** | Up to date legal guidance was used to ensure the Instruments and Articles contain all necessary clauses.<br><br>The committee **resolved** to recommend to the board all updates to the Instruments and Articles of government for approval. |
| **5** | | **STANDING ORDERS** |
| | **028** | The Committee reviewed the updated Standing Orders (distributed as G&S.060223.005). These focus on how the Instruments and Articles are enacted. Changes are highlighted in the paper and include policy updates which include succession planning and reference all forms of recruitment. |
| | **029** | The committee considered whether the Chair and Vice Chair should be appointed for one or two years. Following discussion, the committee **resolved** to recommend two years. |
| | **030** | The committee considered the role description for the chair, which had been updated following discussions at the recent governors' strategy day. Time commitment is considerable and generally needs to be during working hours.<br><br>The committee **resolved** that the role description was appropriate and should be used for the upcoming chair appointment process. |
| | **031** | The committee additionally **resolved** to recommend that:<br>• Meetings of the board and its committees will not be open to members of the public and press. All obligations in the Instruments and Articles related to governance information being available publicly will be carried out.<br>• Co-opted committee members will be appointed annually.<br>• Committee chairs will be appointed by the board at last the meeting of the previous academic year. All committee Terms of Reference will be updated to reflect this. |

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| | | **Action** RR to develop a scheme of delegation and circulate this to the committee for its recommendation to the board. |
| 6 | | **CHAIR RECRUITMENT**<br>**032** The committee reviewed the paper outlining the necessary qualities of the new board chair, as expressed by governors at the strategy away day in January (distributed as G&S.060223.006). The committee **resolved** that the Chair designate will serve as a Vice Chair of the board for their first year.<br><br>The committee **resolved** to approve obtaining three quotes for the recruitment process, in line with the college's financial regulations. The successful recruiter will be confirmed to the board at its March meeting.<br><br>**Action** RR to approach recruiters to invite quotes for recruiting a new Chair of governors for the college. |
| 7 | | **LINK GOVERNORS**<br>**033** The committee received the careers link governor description (circulated as G&S.060223.007). ST is prepared to take on this new role.<br><br>**034** Following discussion, governors **agreed** the description, and that role descriptions for all link governors should be prepared in consultation with those in the roles. One governor asked for the role descriptions to include support from college management for each link role.<br><br>**035** Governors also asked for a calendar of events for the 23/24 academic year so that they could plan to attend events to which they would add value.<br><br>**Action** RR to ensure governors have a calendar of college events in good time for the 23/24 academic year. |
| 8 | | **SELF ASSESSMENT**<br>**020** The committee received the development plan (circulated as G&S.060223.008). Governors discussed the required focus for its KPI on EDI. Governors concluded that better ethnic diversity should be the key goal for this KPI, and that board ethnic diversity should reflect that of college students and staff.<br><br>**021** It was discussed that one means of achieving this might be the recruitment of an apprentice governor. Governors reflected that the current board make up and traditional recruitment processes could themselves be a barrier and that this needed considering in all governor recruitment. It may be necessary to approach potential candidates from local community groups in order to improve diversity of the board.<br><br>**Action** RR to consider community groups with whom the college collaborates and how these might be approached about governor candidates.<br><br>**022** Review of reporting to governors is ongoing against the current version of the AoC code of good governance. A draft revised code will be issued for consultation in March.<br><br>**Action** RR to share draft good governance code and related information when available. |

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| | **023** | In the self-assessment, some governors indicated they did not have enough information relating to the business of committees of which they are not members. Minutes and key papers come forward to each board meeting but more may need to be done. Some committee members suggested making all committee packs available to all governors.<br><br>**Action** RR to pick up with governors who gave a low score in the self-assessment questions relating to knowledge of areas where they are not members of a relevant committee to better understand what can be done to improve this.<br><br>**024** The committee **agreed** that annual governor development conversations should commence and be shared between the Chair and Vice Chair. Frequency of the conversations were discussed and governors were advised that these needed to happen at least annually for compliance with the code of good governance.<br><br>**Action** Chair and Vice Chair to carry out annual development conversations with all governors.<br><br>**Action** RR to provide Chair and Vice Chair with support for the schedule and format of annual development conversations. |
| 9 | **EXTERNAL GOVERNANCE REVIEW**<br>**025** RR presented a proposal recommending Governance 4FE to carry out the external governance review scheduled for 2023/24 (distributed as G&S.060223.010).<br><br>The committee resolved to **recommend** to board approval of the appointment of Governance 4FE for the external board review and the timeline proposed. | |
| 12 | **BOARD AND COMMITTEE MEMBERSHIP**<br>**020** Three governors have terms of office ending on 31 July 2023. One of these was appointed in March 2020 until July 2023. This governor could be offered a full further term of four years, and then a further year on expiry of that, all in accordance with the newly drafted standing orders and instruments and articles.<br><br>**021** The recruitment of the new chair designate will be enabled by the expiry of one governor's term of office on 31 July 2023.<br><br>**022** Governors discussed the practice of the city council recommending a governor to the college annually. In light of devolution and the increased importance of the college meeting local skills needs the profile of the individual in this role may need to be considered in the future. | |
| 13 | **AOB**<br>**023** None. | |
| 14 | **DATE OF NEXT MEETING**<br>**024** The meeting that was scheduled for Monday 22nd May will now take place towards the end of June to allow time for the chair recruitment process.<br><br>**Action** JW to work on finding a new date for this meeting. | |