

## GOVERNANCE & SEARCH COMMITTEE

### Minutes of the meeting held at 4.30pm on 12<sup>th</sup> September 2022 Via Teams

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

<b>1</b>	<b>APOLOGIES FOR ABSENCE</b> <b>001</b> CT welcomed ST to her meeting of the committee. Apologies were received from Andrew Unitt.
<b>2</b>	<b>DECLARATION OF INTERESTS</b> <b>002</b> JS declared the following interests: <ul style="list-style-type: none"> <li>• CEO/Principal Nottingham College</li> <li>• Trustee and Board Members of Skills and Education Group (SEG), awarding organisation and charity</li> <li>• Ofsted Inspector</li> <li>• Member of D2N2 LEP Principals' Group</li> </ul> <p>No other interests were declared in relation to items on this agenda.</p>
<b>3</b>	<b>MINUTES AND ACTIONS</b> <b>3.1 Minutes of the previous meeting</b> <b>003</b> The Committee reviewed the minutes from the previous meeting held on 6 <sup>th</sup> July 2022 (distributed as G&S.120922.002). The Committee <b>resolved</b> that the minutes of the meeting be approved as a true record.  <b>3.2 Actions</b> <b>004</b> The Committee reviewed the Open Action Tracker (distributed as G&S.120922.003): 24.11.21 Action 3: Small group training sessions on Quality. Action ongoing. 24.11.21 Action 4: EDI form shared with governors. Action complete. 24.11.21 Action 5: Updated link governor scheme approved by Board. Action complete. 7.2.22 Action 2: Draft succession plan to come to spring term meeting. Action ongoing. 7.2.22 Action 3: Standing Orders to come to spring term meeting. Action ongoing. 7.2.22 Action 8: Governance KPIs in self-assessment report. Action complete. 6.7.22 Action 1 Link governor paper amended prior to Board. Action complete. 6.7.22 Action 2 Digest of subject areas shared. Action closed. 6.7.22 Action 3 EDI questionnaire amended and shared. Action complete. 6.7.22 Action 4 External Board Review (EBR) quotes on this agenda. Action complete. The committee agreed to carry actions 7.2.22 2 and 3 forward to the spring term meeting, noting the already full agenda at this meeting  <b>005</b> There were no matters arising.

	<p><b>3.1 Written Resolutions</b></p> <p><b>006</b> The committee noted the written resolution passed since the last meeting to recommend to the Board the appointment of Sarah Akhtar as a governor (distributed as G&amp;S.120922.005).</p>
<b>4</b>	<p><b>GOVERNOR ATTENDANCE</b></p> <p><b>007</b> The committee received the report on governors' attendance during 21/22 (distributed as G&amp;S.120922.005). The attendance target of 100% and minimum expectation of 80% were noted. RR took governors through the key points of the report and highlighted the overall attendance of 82% which remains in line with other colleges in the sector. The committee noted the low attendance record of one governor and <b>agreed</b> that the Chair would make contact with him to discuss this. The committee <b>resolved</b> to recommend to Board that the target for attendance for 22/23 remains at 100% with a minimum expectation of 80%.</p> <p><b>008</b> It was highlighted that the attendance of some governors was impacted by the need to change meeting dates during 21/22. PH advised that this was the reason behind her need to give apologies for one meeting.</p>
<b>5</b>	<p><b>GOVERNOR SKILLS AUDIT</b></p> <p><b>009</b> The committee noted the report on the outturn of the governor skills audit and were content with the reasonable spread of skills through the membership of the Board, all key skills are covered within the membership (distributed as G&amp;S.120922.006).</p>
<b>6</b>	<p><b>GOVERNOR TRAINING AND DEVELOPMENT</b></p> <p><b>010</b> The committee received the report on training and development (distributed as G&amp;S.120922.007). RR confirmed the sessions undertaken across the membership of the Board through 21/22. It was noted that information on training and development undertaken by governors and by the governance professional must now be included in the corporate governance statement in the annual statements and accounts.</p> <p><b>011</b> Discussion took place on training to be undertaken in 22/23. RR confirmed that a safeguarding session would be delivered to governors ahead of the October Board meeting. A governor requested that this includes an update on Prevent, RR confirmed that it would. A governor queried whether the session would relate to the college specifically, RR confirmed that it would. In addition to the sessions reviewed RR confirmed that new governors would all continue to be given induction training by the college and also offered AoC induction training. RR confirmed that the college will sign all governors up to ETF/future learn online training and continue to undertake mandatory training as previously agreed by the committee. Further requirements for training and development will be considered in year as needed.</p>
<b>7</b>	<p><b>DECISION TIME</b></p> <p><b>012</b> JW confirmed to governors that the contract with Decision Time would shortly be due for renewal. She reflected on the positive comments received from governors in their self-assessment responses on its use. The committee agreed that the portal was a useful tool and <b>agreed</b> that the contract should be renewed for a further 12 months.</p>
<b>8</b>	<p><b>DfE GOVERNANCE GUIDE</b></p> <p><b>013</b> RR updated governors on the recently published DfE guidance for FE college corporations (distributed as G&amp;S.120922.009). Key points that the committee considered for possible further development:</p>

	<ul style="list-style-type: none"> <li>Governor appraisals are referred to in the guidance as good practice. The committee considered the potential benefits, noting that these conversations could focus on succession, development and training requirements. Some governors may also appreciate feedback. A governor confirmed that such conversations can be time consuming and have little impact. JS confirmed that she had previous experience of similar conversations and reflected that they could add value if well focussed, she suggested that they be led by either the Chair or Vice Chair. It was agreed RR would bring a proposal to the next meeting for governor development conversations. <b>Action</b> RR – to bring proposal for governor development conversations to the next meeting and add to improvement plan</li> <li>Boards should designate a governor to take a particular strategic interest in careers guidance. ST confirmed that she would be willing to do that. <b>Action</b> RR to develop a role for a careers link governor and add to improvement plan. ST to undertake the role.</li> <li>The committee noted the other areas highlighted by the paper and agreed that these areas were already in place or being developed.</li> </ul>
9	<p><b>GOVERNANCE SELF-ASSESSMENT</b></p> <p><b>9.1 Improvement Plan 21/22</b></p> <p><b>014</b> RR presented the plan for 21/22 and noted the updates (distributed as G&amp;S.120922.010). She confirmed that she would share the final version with the committee when all remaining aspects of the self-assessment process are complete.</p> <p><b>9.2 Self-Assessment Report 21/22 and Governance Improvement Plan 22/23</b></p> <p><b>015</b> Governors reviewed an initial draft plan of the report and plan (distributed as CORP.120922.11). RR advised that the report format had been further developed from that written for 20/21 and now adheres more directly to the Code of Good Governance for English Colleges. RR confirmed that work to complete the report remains ongoing and asked governors for feedback on the draft. Governors noted the section on feedback from ELT as discussed at a previous meeting and requested that RR progress that. Governors considered the KPIs, noting that these reflect the current position or areas for development. A governor suggested that a KPI around EDI may be useful. The final report will be shared with the committee for further review ahead of being presented to the Board later in the term.</p> <p><b>Action:</b> RR to send ELT evaluation questions to on the impact of the contribution of the Board</p> <p><b>Action:</b> RR to include a governance KPI around EDI</p>
10	<p><b>EXTERNAL GOVERNANCE REVIEW</b></p> <p><b>016</b> The committee received quotations and proposals for an EBR from AoC, ETF and Governance 4FE (distributed as G&amp;S.120922.012). After discussion the committee requested that RR undertake initial conversations with AoC and report back to the Chair and the CEO to agree the reviewer and scope for a review in summer 2023.</p> <p><b>Action:</b> RR to undertake conversations with reviewers and work with the Chair and the CEO to agree the review scope and the reviewer.</p>
12	<b>BOARD AND COMMITTEE MEMBERSHIP</b>

	<p><b>017</b> The committee received the current Board and committee membership matrix for 22-23 (distributed as G&amp;S.120922.013). RR updated on the process for the appointment of student governors for 22/23, recommendations for appointment will come to Board in October. It was noted that Audit Committee can have an additional member and a co-opted member. It was agreed that governors will be asked if they wish to join. In addition RR requested to try to source a co-opted member for the committee.</p> <p><b>Action</b> RR – contact audit firms to try to recruit a co-opted member for the Audit Committee</p>
<b>13</b>	<p><b>AOB</b></p> <p><b>018</b> None</p>
<b>14</b>	<p><b>DATE OF NEXT MEETING</b></p> <p><b>019</b> The next scheduled meeting is on Monday 7<sup>th</sup> February 2022.</p>