

Minutes of the Meeting of the Search and Governance Committee held on Wednesday 04 November 2020

Present Barbara Hughes (Chair)
John Callaghan (Principal) (joined at item 6)
Joan Smith
Geraldine Swanton

In Attendance Theresa Lynch (Clerk)

1.1 Apologies for Absence

There were no apologies for absence.

1.2 Declarations of Interest

The Chair noted that she had an interest in relation to the application by Tasleem Chaudary, as a personal friend.

2. Minutes of the Meeting held on 7th October 2020

The minutes of the meeting held on 7th October 2020 were **agreed** as a correct record and signed by the Chair. The Chair noted that the actions had been addressed and thanked Joan Smith for recommending Namrita Sharma. She noted that the Committee had felt that she was still at quite an early stage of her career, but that she would be welcomed to make an application in the future when she had a little more experience.

The noted that there was a typo in item 10 that needed to be amended. **Action.**

3. Skills Audit

The Chair presented the report and explained that it included the 3 new governors that joined the Corporation in September 2020. She presented the current skills gap areas, including:

- National, regional or local government agenda for education and skills
- Higher Education Sector
- Schools and Academy Sector
- Education Management
- Teaching, Learning and Assessment
- Education - Non-teaching
- Curriculum Planning and Development
- Quality Assurance
- Law and Legal Knowledge
- PR and Marketing Knowledge and Experience

The Committee aims to fill gaps when recommending new appointments to the Corporation.

4. Membership

4.1 New Governor Applications

The Chair confirmed that interviews had taken place with the 4 applicants. The feedback had been positive and they all had a role to play.

It was noted that there were 2 vacancies on Corporation, an external member vacancy on both Audit and Remuneration Committee. It was noted that Tasleem Chaudhary, Lisa Jones and Neil Ladwa all had good experience and knowledge that respond directly to the skills gaps identified in 3 above and it was therefore suggested that all 3 be appointed to the Corporation for one year in the first instance. It was suggested that to accommodate all 3 candidates it would be necessary to increase the Corporation membership to include one external member for one year.

The Chair confirmed that, although it was early in Harrison Thompson's career he had good experience in IT and cyber security in educational organisations, including a school and Ofqual. It was felt that his experience would be particularly useful on the Audit Committee at the current time.

Resolved to recommend to the Corporation:

Increase the size of the Corporation to be 18 full members plus one external member for one year from 1st December 2020.

Appointment of:

- Tasleem Chaudary as a full Corporation member;
- Lisa Jones as a full Corporation member;
- Neil Ladwa as an external member of the Corporation;
- Harrison Thompson as an external member of the Audit Committee.

All commencing on 1st December 2020 for one year in the first instance, extending to a full 4-year term thereafter, as appropriate.

4.2 External Member Vacancy on Remuneration Committee

The Clerk noted that there was still an external member of the Remuneration Committee vacancy. The Clerk would advertise this specific role. **Action**.

5. Search and Governance Assurance Report 2019/20

The Clerk presented the report and explained that it had been produced to be in line with the assurance reports produced by both the Audit and Remuneration Committee. It had been structured to respond to the terms of reference of the Committee and how effectively these responsibilities had been addressed. The Chair concluded on the overall effectiveness of the Committee in the effectiveness statement.

The Committee confirmed the content of the Report and it was noted that it would be submitted to the Corporation.

Resolved to recommend to the Corporation:

Increase of the size of the Search and Governance Committee to a total of 5 members, with 4 members of the Corporation and one external member.

6. **Governors' Handbook and Governance Audit Update**

The Clerk presented the draft Governance Audit and explained that the audit had provided green assurance relating to the College's financial oversight, however, the auditor had raised the issue regarding whether the College should have a finance committee and the current status of the special interest groups and pre-Corporation finance meetings.

Discussion took place on the effectiveness and quality of discussion at the 2 pre-Corporation finance meetings each year and the possible need to strengthen the status of these meetings by setting clear terms of reference and ensuring that there is a core membership of governors with specific financial experience and knowledge. It was suggested that having a finance committee alone might suggest that the College placed more emphasis on financial oversight than on teaching and learning and quality. The Clerk noted that a further discussion would take place with the auditors and the FE Commissioner's office to establish the best course of action in relation to future governance structure.

7. **Conflict and Declaration of Pecuniary and Personal Interests Policy**

The Chair explained that the Policy had been produced in response to the recommendation of the Compliance, Risk and Value for Money SIG, which had identified a gap in the guidance about having a Conflict and Declaration of Pecuniary and Personal Interests Policy. The Clerk confirmed that this had also been recommended by the Internal Auditors.

Discussion took place and it was noted that the following areas should be clarified:

- Identify a tolerance value for gifts, in line with staff regulations;
- Whether a member with a declared interest can participate or vote – it was noted that the section on decision-making was a little ambiguous;
- What will happen if a governor breaches the requirement to declare an interest and to identify a procedure to remove them, if required.

It was noted that consultation regarding the Policy would continue through the Audit Committee.

8. **Equality Report**

The Clerk presented the new equality report and explained that this had been taken from the current information provided by governors upon appointment. The Chair noted that the current % of BAME governors was currently 23% and this would increase based on the appointments being recommended to the Corporation.

The Clerk noted that the report could be improved by including age group data and it was suggested that the report be cross-referenced to the categories of data in the annual Equality Report produced by the Vice Principal HR and Student Services. **Action.** The Chair considered whether this information on Governors might also be included in the annual report for publication. Discussion took place on gender categories and it was noted that these too would reflect those in the Equality Report.

9. **Cycle of Business 2020/21**

The Clerk presented the indicative cycle of business for 2020/21 and noted that this was in response to the governance audit, that had recommended that it be shared with Governors. She noted that it provided an indication of business throughout the year.

The Clerk noted that in response to a suggestion during the Governor self-assessment meetings in 2019 the Register of Interests would be discussed at Corporation, rather than just being presented for information and that at the May meeting there would be an opportunity for Corporation to consider the strategic risks in relation to the strategic direction that will be discussed from January onwards each year.

10. Register of Interest

The Clerk presented the current register of interest for governors and EMT and noted that the annual update would take place via Teams for all governors. **Action.**

11. Date of the Next Meeting

The next meeting was set for Wednesday 10th March 2021, but it was noted that there may need to be a further meeting in the current term.

The meeting ended at 3.30 pm.

Signed



Date **24 March 2021**