

MOULTON COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday, 8th July 2021 via Teams

Present: Mr D McVean (in the Chair), Mr C Matts, Mr A Clarkson and Mr T Neville OBE

In attendance: Mrs G M Hulley

- 21/19 Apologies for absence (Agenda item 1)**
Apologies for absence were received from Mrs C Harris and Mr A Thomson.
- 21/20 Declarations of interest (Agenda item 2)**
There were no declarations of interest.
- 21/21 Minutes of the last meeting (Agenda item 3, Paper A)**
The minutes of the last meeting held on the 21st April 2021 had been circulated previously. The minutes were approved as a true and accurate record.
- 21/22 Matters arising from last meeting (Agenda item 4, Paper B)**
The 3 outstanding actions would be discussed during the meeting and the Committee agreed they could be closed. Members also agreed there was a need for the Corporation to provide greater challenge around data and strategic risks. The planned workshops in the summer to agree the key strategic risks and to develop a series of metrics would address this.
- 21/23 Governor appointments (Agenda item 7, Paper E)**
- a. The Chair confirmed the commitment of the Corporation to prioritise Equality, Diversity and Inclusion (EDI). The Committee considered two proposals: to invite Vice Chairs of each Committee and the Link Governor for EDI to become members of the Search and Governance Committee. Members were in agreement to recommend both proposals to Board. The Chair also explained that Barry Hansford had agreed to devote more time to EDI in 2021-22. Due to the additional time commitment that this would require, he would not be in a position to be a Governor Champion for Safeguarding and Prevent. Once a replacement governor had been agreed, Barry had offered to support that person for a term if required. Barry also wanted to step down as a member of the Audit Committee. In order for the Committee to be quorate, a replacement governor would be required from November 2021.
 - b. **Lucille Knapp and Barry Hansford:** The appointment of Miss L Knapp and Mr B Hansford for a second term of office was considered by the Search and Governance Committee. Lucille and Barry had both demonstrated exceptional commitment to the Corporation in terms of attendance and contribution at meetings. A recommendation to approve Lucille and Barry's appointments was unanimously agreed.
 - c. **Ian James:** Due to a change of personal circumstances, Ian James had requested a 6-month leave of absence. This request was considered by the Search and Governance Committee who concluded that Ian had made an invaluable contribution to both the Board and as Vice Chair of the Finance and Resources Committee. Under the Instrument and Articles of Government, the Board must approve any extended leave of absence.

A recommendation to approve Ian's leave of absence was agreed unanimously.

- d. **Helen King and David Aarons:** The Search and Governance Committee considered whether both co-optees should continue as members of the Audit Committee for a further 12 months. Contributions from both were very good. A recommendation for both to continue as co-optees for a further 12 months would be made to the Corporation.
- e. **Staff governor election:** Following an election in June 2021, Simon Greener submitted a nomination form which was supported by Adam Hallybone and Simon Newlyn. Simon Greener's appointment as staff governor (business support and commercial) would be ratified by the Corporation.
- f. The Chair of Remuneration Committee confirmed that following an invitation, Pauline Prow had agreed to become a member of that Committee.

Resolved: To receive the report on Governor appointments.

21/24

Governance self-assessment (Agenda item 5, Paper C)

The report updated the Committee on progress with last year's governance improvement plan (GIP). Three actions were still in progress and the report recommended that these should be carried forward to the 2020-21 GIP. The report also included a proposed questionnaire as part of the self-assessment evaluation framework. Members were also invited to comment on a proposed questionnaire for the Chair's annual review. Both questionnaires included opportunities to gather feedback from staff.

The Committee agreed with the recommendations in each report. Where the questionnaire aimed at gathering feedback from the Board was concerned, the Committee highlighted the importance of gathering feedback from all stakeholders, including employers. Where the latter was concerned, the Committee agreed that the Corporation should be asked to consider whether an additional Committee for employer engagement should be created for 2021-22. Where the proposed approach to gathering feedback was concerned in the questionnaire relating to the Board's performance, this should be circulated to all staff in August to provide a baseline and again in July 2022 to measure progress.

Resolved: To approve the questionnaires for the Board self-assessment and Chair's annual review.

21/25

Governance 2021-22: Forward planning (Agenda item 6):

a. Search and Governance (Paper D.1)

- a. **Meeting dates 2021-22:** Meeting dates were agreed with all meetings starting at 8.30 am.
- b. **Terms of reference:** As part of the annual review, the terms of reference had been updated with minor changes to include the removal of 'directly' in Point 14. The terms of reference were recommended for Board approval.
- c. **Cycle of business 2021-21:** The report was outlined and discussed and the proposed business planner for 2021-22 was approved. The Chair confirmed that the EDI Link Governor would challenge the College Executive in relation to this priority and ensure that all reports met the standards required. It would be the Executive's responsibility to ensure that any thematic report included all of the necessary

information for a Committee to review its own area of responsibility and in turn, for the Corporation to have oversight of any identified thematic area. This was particularly true for health and safety where to date, the emphasis of reports had been on safety.

Resolved: To receive the Forward Planning: Search and Governance report.

b. Corporation (Paper D.2)

The report included a scheme of delegation which clarified the roles of different individuals and to support the decision-making process. The document still required a section that was awaited from the Finance team in relation to procurement and the tender process. The Committee had previously discussed the need for the Corporation to make closer links between the different strategic risks faced by the organisation that prevented the Corporation from achieving the critical success factors within the Strategic Plan 2020-30. The Committee agreed that a piece of work was required to create an operational plan for the duration of the Strategic Plan and to identify the key targets within each Strategic Objective that needed to be achieved. This would be monitored at each Committee and reported to the Corporation throughout the year. The Committee also considered the interaction between senior post-holders (SPH) and governors and agreed that a different way of working was required particularly in light of working towards achieving excellence. Any issues around performance should be reported via the Remuneration Committee as that group agreed and monitored objectives of each SPH.

The Committee agreed to recommend a second task and finish group to be convened to advise on the development of a governance stakeholder engagement plan. This was crucial in light of the recent Skills and post-16 Education Bill. Governance would also be enhanced further with a separate Committee that would focus its attention on employer engagement. This would be facilitated by Pauline Odulinski as part of her role with the Corporation in 2021-22.

Resolved: To receive the Forward Planning: Corporation report.

21/26

Recruitment and Succession Planning priorities (Agenda item 7, Paper E)

The report outlined a number of areas for development in relation to Board composition following the governance review (Education and Training Foundation, April 2021). These related to specific knowledge and skills gaps in governance; diversity of the Board; and, the need to develop a recruitment and succession plan for governance. The Committee agreed that the Clerk should explore opportunities from the Education and Training Foundation in relation to the use of a recruitment agency (at no cost) and to the proposed recruitment campaign.

Resolved: To receive the Recruitment and Succession Planning report.