

MOULTON COLLEGE
SEARCH AND GOVERNANCE

Minutes of meeting held on Thursday, 9th November 2023 at 8.30am, Sedgebrook Hall

Present:	David McVean (Chair)	Independent Governor
	Ashley Clarkson	Independent Governor
	Pauline Hawkesford	Independent Governor
	Lucille Knapp	Independent Governor
	Charles Matts	Independent Governor
	Alastair Thomson	Independent Governor
	Corrie Harris	Principal
In attendance:	Catherine Duro	Head of Governance

SECTION A – ROUTINE AND STANDING ITEMS:

23/20 Apologies for absence (Agenda item 1)

No apologies were received.

23/21 Declarations of interest (Agenda item 2)

There were no declarations of interest.

23/22 Minutes of last meeting (Agenda item 3, Paper A)

The minutes of the meeting held on the 6th July 2023 had been circulated previously. The minutes were accepted as a true and accurate record.

There were no matters arising. The Head of Governance was asked to invite Committee Vice-Chairs to future meetings.

23/23 Actions outstanding (Agenda item 4,)

There were no actions outstanding.

SECTION B – GOVERNANCE 2022-23:

23/24 Search and Governance Report (Agenda item 5, Paper B)

The 2022/23 review of governance paper was received, and questions were invited.

It was **asked** if there was any reason or pattern for the lower attendance figure. The Committee was **assured** that the reasons were due to the timing of governor appointments throughout the year, rather than any significant issue. Now the Corporation was almost fully appointed to it was hoped the figures would improve during 2023/24. It was **recognised** that attendance at other triangulation events was good and spread across the board but not currently recorded.

The Committee were pleased to note the compliance with the code of good governance.

Resolved:

It was agreed that **two outstanding activities** should be added to the Governance Improvement Plan to be addressed in 2023/24:

- a. improve governor training and development.
- b. create a Governor EDI action plan.

(Action – CD)

23/25 Governance Self-Assessment Report (Agenda item 6, Paper C)

The Governance Self-Assessment Report was received. The process was **challenged**, and several improvements were suggested for the process in 2023/24:

- a. Governors and staff to have separate surveys.
- b. Free text options available beneath categorised questions to collect underlying feedback.
- c. Fewer, more specific questions

It was agreed that improvements could be made in governor to staff communication. **(Action – CD)**

SECTION C – GOVERNANCE 2023-24

23/26 Governance 2023-24: Forward planning (Agenda item 7, Paper D)

The proposals for governance in 2023/24 were reviewed.

Resolved it be recommended to the Board that:

- a. Craig Ablett be appointed as a full independent governor of the Corporation
- b. Resignation be accepted from Noel Inge
- c. Rosie Brown be removed from her position as a co-opted governor
- d. IAAG be disbanded and Charles Lochrane retired as a co-opted governor
- e. Appoint Pauline Prow as a co-opted governor to the Finance and Resources and Search Governance Committees.
- f. standing orders be amended to state that *members will not serve more than two successive 4 years terms except in exceptional circumstances*
- g. Three amendments be made to the terms of reference
 - a. A minimum quoracy of 3 for F&R, S&G and Remuneration Committees
 - b. Health and Safety be moved from Finance and Resources to Audit
 - c. *Enhancing the student experience to ensure it has a positive impact on all students.* be amended to *Monitoring and reviewing the way student experience is enhanced to ensure it has a positive impact on all students.*
- h. Craig Ablett be appointed to the Audit Committee rather than the Finance and Resources Committee, as Health and Safety Link Governor.
- i. Karen Squires as staff governor moves from the audit committee to the finance and resources committee
- j. The Governor training and development plan be approved for development and circulation.

23/27 External review of governance specification (Agenda item 8, Paper E)

The proposed specification for the procurement of an external review of governance specialist was **reviewed**.

Resolved: that the specification be approved for procurement, with an emphasis on governance of sustainability. **(Action – CD)**

23/28 Chair's report (Agenda item 9,)

The Chair spoke of the progress in governance, in particular the **improved diversity** around the table and across the Corporation. Despite this, it was recognised further improvements were possible through governance scrutiny and development of EDI, which along with sustainability would be a focus of 2023/24.

23/29 AoC New Code of Governance (Agenda item 10, Paper F)

The new AoC Code of Governance which was recommended for adoption was **scrutinised and debated**. The simplicity of it was noted. The Committee **identified gaps** and areas for improvement. In order to address these and adopt a code that they felt was suitable for Moulton College the Head of Governance's proposal for a 7th pillar - Moulton Principles - was accepted. These would include a focus on student voice and sustainability. **(Action – CD)**

Resolved: that with the addition of the 7th pillar – Moulton Principles – the new code of governance be recommended to the Corporation to be adopted.

SECTION D – CLOSING ITEMS:

23/30 Any other business (Agenda item 11,)

The potential need to delay the signing of the account was discussed. It was **agreed** that if the Corporation endorsed this then the audit committee meeting would be postponed until the final accounts were available for review.

23/31 Impact of Governance (Agenda item 12)

23/32 Date of next meeting (Agenda item 13)

Thursday, 25th January 2024 at 8.30 am.

23/33 Chair of Corporation – Performance Review (Agenda item 14, Paper G)

The summary report of the Chair's performance review survey was received. Governors were disappointed that this hadn't had a full response and asked that this be pursued next year.

The positive feedback was recognised as significant, with just one area noted for development. The Committee was assured that actions were already organically underway to address this area.

It was requested that the Head of Governance review the questions for next year, and again leave room for free text to encourage reason and feedback.

Meeting closed 09.25