SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday, 3rd November 2022 at 8.30 am in M4

Present: Mr D McVean (in the Chair), Mr A Clarkson, Mrs C Harris, Mrs P Hawkesford, Mr C Matts, Mr T Neville OBE and Mr A Thomson

In attendance: Mrs G M Hulley

SECTION A – ROUTNE AND STANDING ITEMS:

22/29   Apologies for absence (Agenda item 1)
Apologies were received Dr P Jones. Mrs P Prow was unable to join the meeting using Teams due to problems with the IT system in the room.

22/30   Declarations of interest (Agenda item 2)
There were no declarations of interest.

22/31   Minutes of last meeting (Agenda item 3, Paper A)
The minutes of the meeting held on 7th July 2022 had been circulated previously. The minutes were accepted as a true and accurate record.

22/32   Actions outstanding (Agenda item 4, Paper B)
One action was outstanding in relation to the Link Governor for Quality meeting with a group of Level 1 and 2 students. A meeting took place in October; 11 students attended. Another meeting was planned for spring 2023. Action closed.

SECTION B – GOVERNANCE 2021-22:

22/33   Annual Search and Governance Report 2021-22 (Agenda item 5, Paper C)
   a.   **Attendance**: The report confirmed that overall attendance for 2021-22 was 83% (88% for the sector). Board attendance was 77% and Committee attendance 85%. Attendance for two governors was 100%.
   b.   **Board performance indicators**: The report confirmed that of the 28 indicators, 21 had been achieved. No significant problems were identified. The Committee highlighted the importance of both qualitative and quantitative evidence to demonstrate the impact of governance.
   c.   **AoC code of governance**: A review of the Code had been completed and the report confirmed that the Corporation continued to meet the requirements of the Code.

   Resolved: To recommend the report to the Corporation.

SECTION C – GOVERNANCE 2022-23:

22/34   Chair's report (Agenda item 7)
The Chair drew the Committee's attention to paragraph 3 of the Standing Orders which stated that: 'a governor shall not serve more than three successive 4-year terms except in 'exceptional circumstances'. The Chair confirmed that this was currently out of sync with the sector. Having spoken to the Deputy FE Commissioner, he had confirmed that the critical point was the ability for governors to demonstrate impact. The Chair explained that if the Corporation was to adopt the sector-wide approach to a maximum of two terms, there was a risk that in the next two years, 3 experienced governors would have to leave. There were a number of risks on the horizon including: reclassification; and, the current economic and financial crisis. As a result, the Chair considered it important to retain a group of good people who worked

well together and would demonstrate impact. Feedback from the Committee included:

- One governor had been in correspondence with the Chair about his position as his term would end in 2023. He was currently in his fourth term as a governor in the schools' sector. That school had been outstanding for the last three inspections and had the self-confidence that colleges lacked. The governor believed that Moulton was strong enough now to say to external agencies that the sector norm was fine but that it was in Moulton's best interests to define what was most effective.
- It was acceptable to continue beyond two terms as long as: the individual was an active member who was making a contribution; and, there was an effective performance management system in place which was the responsibility of the Chair.
- One member's experience of governance was that he had completed two, three year terms and in exceptional circumstances, an additional term. If an individual was exceptional, they should be allowed to stay on. Contributions should then be acknowledged through appraisals.

The Chair invited a wider discussion about how to measure the contribution of governors in different roles ie chair of committee; independent governor; and, co-opted members. Feedback included:

- There was a need to have metrics that would measure impact in the different roles.
- A Governor appraisal group was needed with the Chair and Vice Chair of Corporation as members together with one other governor. This Group would oversee the appraisal process. A robust appraisal process would also offer opportunities to explore succession planning with each Chair of Committee.
- Where governor skills were concerned, requirements were likely to change in response to: new strategic priorities; the way in which the College would grow in future years; and, new responsibilities for governors to engage more closely with employers. There was a need to test those skill requirements against future priorities outlined in the Strategic Plan.
- Members were in agreement with a tiered approach and that it was important to have clarity about what was expected from each role. Each tier would have different levels of responsibility and accountability. Search and Governance Committee would discuss expectations and set the benchmarks.
- A review of the current clerking structure was required which would include the Head of Governance having a more strategic role supported by a Deputy Clerk. Improvements were needed in the current IT system so that it would support governance effectively.

The Committee agreed to recommend the current version of the Standing Orders for approval by the Corporation. By October 2024, there was an expectation that there would be an agreed accountability framework developed that allowed each level of governance to set out impact that it would have. A governance protocol had been prepared for the interim and the Committee agreed it should be circulated to all staff and governors. An IT expert from the University of Northampton was identified as a prospective governor in the future.

Resolved: To note the Chair's report.

22/35 Governance 2022-23 (Agenda item 6, Paper D)
   a. **Professional Training and Development Plan 2022-23**: The report outlined the range of professional training and development opportunities planned for the next

academic year. The current Smartlog online modules were automatically sent to all governors via Human Resources. These were well received apart from the online module for GDPR which was too generic and did not meet the needs of governors. A bespoke session would be arranged by the Director of Student Services (**Action 31 – DSS**).

Resolved: To recommend the Professional Training and Development Plan 2022-23 to the Corporation for approval; and, to circulate to all governors.

b. **Link Governor Scheme – Allocations**: The report confirmed allocations agreed with each governor. EDI and H&S positions remained vacant. The Chair of Corporation volunteered to take on the H&S role if a volunteer could not be found in the short-term; the Chair would ask if anyone at the Corporation meeting would be willing to take on the EDI role. A recruitment exercise would be commencing soon and ideally, prospective governors with EDI or H&S experience may come forward. A request from Aaron Keers to move from the TLA Committee to join the Audit Committee was agreed. One independent governor's work commitments were particularly challenging and it was agreed to offer the option of changing to a co-opted member. If agreed, there would be two vacancies on the Corporation.

Resolved: To recommend the Link Governor Scheme allocations to the Corporation for approval; and, to circulate to all governors.

SECTION D – CLOSING ITEMS:

22/36 Any other business (Agenda item 8)
There was no other business.

22/37 Date of next business (Agenda item 9)
Thursday, 26th January 2023 at 8.30 am.