



Minutes of the Meeting of the Search and Governance Committee
held on Monday 22 November 2021

Present: - Tim Newsholme (Chair)
 Abigail Appleton (Principal)
 Mervyn Jones

In attendance: - Linda Watkins (Clerk to the Governors)

The meeting was quorate as three Members were present.

1. Apologies for Absence

Apologies were received from Professor Robin Baker and Katie Seekings.

2. Declaration of Interests

There were no declarations of interest.

3. Minutes of the Last Meeting and Matters Arising

The Committee agreed the Chair should sign the minutes of the meeting held on 26 June 2021 as a true record.

The majority of matters arising would be addressed during the meeting. The Principal confirmed that a previous Governor was interested in rekindling their connection with the College.

The Committee agreed: -

- To approve the minutes of the last meeting

4. Governors Data 2021

- I. The Skills Audit was completed by individual Governors in October 2021 showing that collectively the Board is represented by highly skilled Governors with 65% who are highly competent with skills and experience in areas required for FE Boards. Under-represented skills (those scoring less than 50% of significant experience in an area by a Governor) were outlined which would be taken into account when considering vacancies on the Board. The Committee agreed to continue to seek to appoint an accountant which was a recommendation from the FE Commissioner. Overall the Board has a strong and wide range of skills; however, this will change making the Board vulnerable in some areas in 2022/23 based on Governors who had will have served two terms in office and the anticipated changes on the Board.

- II. The Equality and Diversity Profile dated October 2021 provided a snapshot of the Board's profile which was reasonably broad. The Committee would be mindful of the profile when making appointments. There was discussion about ethnicity noting that there is a small percentage of Eastern Europeans and the travelling community in Herefordshire. There was discussion about the importance of Board compositions to bring different backgrounds and views in addition to an in-depth spectrum of experience.
- III. Attendance for 2020/21 was noted showing high levels of attendance to the Board and Committees; attendance to Board meetings was very good at 82%. Individual attendance was noted with no issues of concern based on reasons for individual absences.

The Committee agreed:

- To note the skills audit addressing areas with lower scores as part of succession planning whilst continuing to seek to appoint an accountant on to the Board
- The Board's equality and diversity profile was healthy and reasonably even
- To note attendance records showing good attendance at 82%

5. Vacancies on the Board and Committees 2021/22 and succession planning

The Clerk reminded Governors that there are currently two vacancies for Independent Governors and an additional vacancy would be created by Kay Sandford-Beal stepping down from the Board in December; Kay would be willing to be appointed as a co-opted member of the Audit Committee. It had already been agreed to continue to seek to appoint a qualified accountant.

The Designated Safeguarding Governor will have completed two terms in office in August 2022 who brings a wealth and experience and knowledge about safeguarding, secondary education and senior management and understood the Ofsted framework. Inquiries would be made through members of Herefordshire Association of School Headteachers to seek a potential Governor with comparable skills.

ACTION: PRINCIPAL

Tim Newsholme confirmed that he would be willing to be appointed onto the Board for a further year.

Two Staff Governors' first term in office would end next year which would be advertised to staff but would not prevent existing Staff Governors from applying. All Student Governors would leave the College next year creating vacancies.

The Committee agreed: -

- To seek to appoint a Governors including a secondary school

- lead and an accountant
- Mervyn Jones to join the AQ&S Committee (HE) whilst the Committee Chair was absent

6. **AoC Code of Good Governance**

The Board originally adopted the Code in July 2015 with annual reporting from the Clerk evidencing compliance to the Code. AoC reviewed the Code following consultation in the sector with the aim of supporting governance practice. There is an expectation if the Code is adopted by the Board this will be reported against from 2022/23.

Adoption of this Code is voluntary, however, ESFA require colleges to adopt a governance code. This could be the AoC Code of Good Governance for English Colleges, the Charity Governance Code or the UK Corporate Governance Code. There is also an expectation that colleges who choose to adopt the Code also adopt annex 1 the College's Senior Postholder Remuneration Code. The Board has already adopted this.

The Committee agreed: -

- To recommend the Board adopt the revised AoC Code of Governance for English Colleges which would be issued with Board papers with further explanations provided in the summary

7. **Governors' External Review: 2022**

In tandem with discussion it was noted that DfE have issued guidance on external reviews following the Skills for Jobs White Paper which set out reforms to strengthen governance. Under the new funding agreement 2021/22 FE corporations will be required to have an external governance review every three years, complete an annual governance self assessment and share the results and associated actions with the DfE when so requested. Based on the scope of the review the College is in a positive position.

Discussion progressed to training and updates for Governors which are often reactive and difficult to fit into meetings due to time constraints and Board business. Governors' workshops could be introduced from 3-4pm to schedule updates on Governors' key responsibilities and national briefings.

The Committee agreed: -

- External reviews and audits are crucial to add value to the organisation, such as internal auditors, inspectors and moderation.
- An external reviewer commissioned as a Further Education Corporation should, if possible, have experience of OfS regulation
- Governors' workshops would be scheduled twice a year

8. **External Event for Herefordshire Colleges: 7 April 2022**

The Clerk was working on 7 April 2022 as a provisional date for a joint

event for Governors from Hereford colleges. Proposed speakers included the CEO at Herefordshire Council, an Ofsted regional lead, Steve Frampton the AoC sustainability lead and possibly NMITE.

The Committee agreed: -

- The Clerk would continue to arrange the training event

9. Staff and Student Engagement

There was discussion about Governor training and how this is delivered agreeing the Committee should receive a report on Governors' development activities. Governors are notified of the ETF programme and AoC training with some take up from Governors which is recorded by the Clerk. In addition, the Clerk had proposed introducing an hour's training before some Board meetings agreeing to arrange this in February and schedule these in future.

A staff/Governors' lunch would be arranged for February which would go ahead subject to covid restrictions.

The Clerk would arrange brief meetings around 3.30 pm with the Chair and Student Governors before all Board meetings which had been proposed by Student Governors last year at their 1:1 discussions with the Chair and Vice Chair. **ACTION: CLERK**

Opportunities for one or two Governors to visit courses at an assessment hand-in point and at the end of the year to gather greater in-depth knowledge about the curriculum and look at outcomes would be arranged. **ACTION: PRINCIPAL/CLERK**

10 Fellows for Consideration

The Principal updated Governors that the Cathedral had requested the College to consider holding the graduation in September 2022 which would fit around the booking for the Three Choirs Festival. The Principal would make a decision on the timing of the graduation ceremony.

11. Any other business

There were no items.

12. Date and Time of Next Meeting

The next meeting was arranged for Monday 21 March 2022 commencing at 3.00 pm.

Signed as a true record of proceedings

Chair: **Date:**