

**Minutes of the Meeting of the Search and Governance Committee**  
**held on Thursday 30 March 2023**

**Present: -** Tim Newsholme (Chair)  
Abigail Appleton (Principal)  
Peta Darnley (Teams)  
Mervyn Jones

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

The meeting was quorate as four Members were present.

**1. Apologies for Absence**

There were no apologies.

**2. Declaration of Interests**

Tim Newsholme declared as interest as his current term in office will end this year.

**3. Minutes of the Last Meeting and Matters Arising**

The Committee agreed the Chair should sign the minutes of the meeting held on 21 November 2022 as a true record. Matters arising would be addressed on the agenda.

The Committee agreed: -

- To approve the minutes of the last meeting

**4. Vacancies on the Board and Committees 2022/23 and succession planning**

There are four vacancies for Independent Governors following the recent resignation of Kate Murrie. In addition, Zara Woodhouse is uncertain if she is able to continue as a Governor due to increased pressure of her work. Tim Newsholme will have completed nine years (two terms of 4 years and an additional year). Kate Seekings remains on sabbatical.

Skills under-represented include quality assurance in education, a chartered accountant (in the event that Zara Woodhouse resigns) and Governors with experience or skills to join the Audit Committee. A Governor would contact an accountant to ascertain if they would be interested; this would be subject to application procedures. **ACTION: PETA DARNLEY**

Several applications had been received for consideration. These would be considered in tandem with Committee vacancies and skills required.

The Principal had arranged to meet a potential Governor whose background includes curating. **ACTION: PRINCIPAL.** Another candidate who had retired from an HE institution would be contacted to ascertain if they remain interested to join the Board who, if so, would also be invited to meet the Principal. **ACTION: PRINCIPAL.** An application was anticipated from a candidate who works in HE quality assurance who had already met the Principal. Subject to application, the Clerk will arrange for two Governors to meet them. **ACTION: CLERK**

Applications from two candidates were discussed agreeing that they would not bring new skills, or necessarily skills at the appropriate level, to the Board currently and should not be pursued at this time. **ACTION: CLERK**

Judy Balderson, co-opted member to the Audit Committee, was invited to the next Board meeting as an observer to glean information and ascertain if she would be interested in joining the Board. **ACTION: CLERK**

Governors proposed extending Tim Newsholme's current term on the Board to 31 December 2023 to enable his involvement in progressing the new strategy, based on the number of vacancies and that there will be several new Governors in the next term. Thereafter, Tim Newsholme could be a co-opted member on the AQ&S Committee. Tim Newsholme confirmed that he would accept this offer.

There are two vacancies for Student Governors, one of which should ideally be an FE student following the resignation of the FE student Governors who had both decided the role was not for them. The vacancies would be publicized to 1st year students with a view to being appointed in the summer term and remaining on the board next year. **ACTION: CLERK**

There was discussion about Committee membership agreeing Mervyn Jones and Tim Newsholme would join the AQ&S FE Committee for this year. Mervyn Jones would also chair the Committee. Once a new member has been appointed to the Audit Committee, Joe hedges would move to the AQ&S (FE) Committee.

There is an option to appoint Staff Governors to Committees; however, appointments should be based on their skills and not compromise their role in College.

There was discussion about the Chair and Vice Chair having ex-officio appointments on all Committees with the exception of only the Vice Chair on Audit Committee. This would be a solution in the event of inquorate meetings and written into the Board's standing orders and terms of reference. **ACTION: CLERK**

The Committee agreed: -

- To seek to appoint governors with quality assurance and accountancy skills, whilst progressing meeting candidates with a view to making recommendations to the Board for appointments as appropriate
- To advertise Student Governor vacancies to 1<sup>st</sup> year students
- To extend Tim Newsholme's term in office to 31 December 2023
- To recommend the Board appoint Mervyn Jones as Chair of AQ&S (FE) Committee and Tim Newsholme to the AQ&S (FE) Committee
- To recommend the Board appoint the Chair and Vice Chair as ex-officio members of committees with the exception of only the Vice Chair on Audit Committee.

## **5. Consultation on the AoC Code of Good Governance for English Colleges**

AoC Governors' Council has consulted within the sector to prepare a new code; the Clerk had been involved. Overall, the code reduces duplication with other legislative and key documents. The consultation is live with the intention that the code will be published in the summer term 2023.

The following specific comments were made

- Principle 4 stakeholders did not include funding agencies or contractors. This appeared to be employer centric as opposed to student centric
- Principle 6 referred to Board and organisational effectiveness; the Board's role is to oversee organisational structure for effectiveness.
- Safeguarding is not as explicit compared to the Skills Act.

The Committee agreed: -

- To support the code for adoption once published and feedback comments to AoC regarding the draft code

## **6. Governors' training, development, staff and student engagement**

The report was noted. Governors would be encouraged to complete outstanding mandatory training on Smartlog.

The Committee agreed: -

- To encourage Governors to complete Smartlog training

## **7. Governors' external review: 2023 and self-assessment**

The governors' external review had commenced. In view of this the Board do not need to do a self-assessment this year. The Clerk will ensure that the College is compliant to the AoC Code of Good Governance which will be reported in the financial statements. There was a suggestion to arrange six-monthly conversations with new Governors as one to one reviews will not be held this year.

The Committee agreed: -

- A self assessment was not required this year as the governors' external review has been commissioned
- The Clerk will ensure the College is compliant to the Code
- Six-monthly conversations will be arranged for new Governors

**ACTION: CLERK**

**8. Any other business**

The Chair of the Corporation updated the Committee that he had applied to join the AoC Chairs' Council. It was agreed that this would be very positive.

**9. Date and Time of Next Meeting**

The next meeting was arranged for Thursday 29 June 2023 commencing at 3.00 pm.