



**Minutes of the Meeting of the Search and Governance Committee
held on Monday 22 June 2020**

Present: - Mr Tim Newsholme (Chair)
Ms Abigail Appleton (Principal)
Mr Mervyn Jones
Ms Katie Seekings

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

The meeting was quorate as four Members were present. Everyone joined the meeting remotely due to the lockdown imposed by the COVID-19 pandemic.

1. Apologies for Absence

Apologies were received from Professor Robin Baker.

2. Declaration of Interests

Mervyn Jones declared an interest regarding his re-appointment to the Board.

3. Minutes of the Last Meeting

The minutes of the meeting held on 25 November 2019 were agreed and signed by the Chair as a true record.

Matters arising would be covered on the agenda.

The Committee agreed: -

- To approve the minutes of the last meeting

4. Vacancies on the Board and Committees 2020/21

There are currently two vacancies for Independent Governors. In addition, five Governors' current terms in office would end this academic year. Mervyn Jones and Kay Sandford-Beal will have completed one term in office and were eligible for re-appointment for further 4-year terms. John Nicol, Mike Rookes and Scott Rolfe have agreed to be re-appointed for a further year, subject to the Board's approval.

The Committee had previously agreed the skills gaps are FE/HE senior leadership based on the skills audit conducted in the autumn. Additionally, the FE Commissioner strongly recommended colleges seek to appoint qualified accountants onto Boards.

Applications received were discussed with views shared concluding that the Principal should ascertain if the applicant working at an HE institution had a knowledge of the wider HE regulatory framework. **ACTION: PRINCIPAL**

It was agreed that there would be a potential conflict of interest regarding the applicant from a local HE institution and that this should not be pursued.

Applicants who would not bring additional skills to the Board currently would not be pursued. **ACTION: CLERK TO GOVERNORS**

Governors were also mindful of the Board's equality and diversity profile and importance to recruit a diverse Board. At a previous meeting there had been discussion about a member of the London Assembly representing London Boroughs who had chaired some high-profile public enquiries who lives in Shropshire. The Chair of the Corporation to arrange discussion with the Principal. **ACTION: CHAIR OF THE CORPORATION**

There would be vacancies for Student Governors, both FE and HE from September. The Clerk reminded Governors that last year the Board increased Student Governors from two to three. Hannah Jones, Student Governor HE had been elected as President of the Student Union. It was agreed to retain three Student Governors in 2020/21. Discussion progressed to the size of the Board which comprises the maximum number of 20. It was acknowledged that this is a large Board; however, it was agreed that it works effectively and serves the committee structure.

Co-opted Members whose terms in office will finish in August 2020 were brought to Governors' attention. Kate Murrie and Graham Briscoe have indicated that they would be willing to remain on the AQ&S Committee and Audit Committee respectively. Lynn Forrester-Walker will leave the F&GP Committee who had already served an extended term. The Clerk reported that Mike Rookes had indicated that he would like to relinquish chairing the AQ&S Committee (HE). Katie Seekings confirmed that she would be willing to take this role.

The Committee agreed: -

- To recommend the Board re-appoint Mervyn Jones and Kay Sandford-Beal as Independent Governors for a further 4-year term in office
- To recommend the Board re-appoint John Nicol, Mike Rookes and Scott Rolfe for further 1-year terms in office
- The Principal would have informal discussions with potential candidates for governorship
- The Clerk would notify candidates whose applications would not be pursued currently
- To recommend the Board appoint Kate Murrie and Graham Briscoe onto the AQ&S Committee and Audit Committee respectively as Co-opted Members for a further 1-year term in office

6. Self Assessment

A summary from Governors' one to one informal appraisals conducted in autumn 2019 and action plan was provided. Key themes identified at that time were induction for new Governors, quality of information and data reported, timeliness of issuing papers and improving FE knowledge on the Board. This was a historical document with the majority of issues addressed. Induction training would continue to be arranged when new Governors are appointed.

The COVID-19 pandemic and 'black lives matter' campaign had changed the focus for SLT and the Board to financial sustainability of institution, recruitment of students and the diversity agenda. COVID-19 should be used to identify opportunities to do things more effectively and make systematic changes.

The Committee agreed: -

- To note the summary and action plan from Governors' one to one informal

appraisals

- Commissioning an external review of governance would be deferred this year following the COVID-19 pandemic and significant pressures management will need to address. In place of this the Internal Auditors RSM, could undertake a review of governance which would evidence compliance and oversight of appropriate information.

7. Staff and student engagement and topics for future development

The Committee agreed: -

- The traditional mechanisms of engagement would be replaced with briefings via Teams or on campus in the autumn. Topics agreed were delivering digital teaching and learning online and its effectiveness, lessons learnt and future areas to develop, and black lives matter – inclusivity.

ACTION: CLERK TO GOVERNORS

8. Graduation Arrangements and Fellows for Consideration in 2021

The Graduation Ceremony had been postponed and was likely to be held at the Cathedral in 2021. This could include graduation for MA students who will complete their studies in November. The admission deadline for Level 5 students had been extended to September with an option to submit work digitally. The College are aiming to open workshops for students in August.

The Committee agreed: -

- To approach Heather and Ivan Morison who have worked with the fine art course and made a sculpture for Berrington Hall National Trust property.

ACTION: PRINCIPAL

- To request staff to make suggestions for Fellows who could be existing visiting speakers. **ACTION: PRINCIPAL**

9. Board and Committees' calendar of business items 2020/21 including OfS conditions table

This was a working document which showed business items during the next academic year. This also took into account the scheme of delegation and the Corporation's standing orders and terms of reference. Since issuing, OfS have sent revised dates for submission of financial data which would be amended in the timetable. **ACTION: CLERK TO GOVERNORS**

The Committee agreed: -

- To adopt the business timetable which would be issued to Governors

10. Annual item for Committee

The assessment conducted by the Clerk provided evidence against the Committee's terms of reference acknowledging that the Board needed to become diverse. There was a question if there is a bias in the way the Board operates agreeing it is important to ensure that there are no subliminal messages in governance and the College, such as sensitivity about language and token imagery. The Principal outlined discussions with the Student Union who are going to have open discussion with students about representation of values in the College. Diversity in the College is often underpublicized and an online exhibition is being launched which will include some personal statements from students, their cultures and diversity.

The Committee agreed: -

- To appoint Tim Newsholme as Chair of the Committee for 2020/21
- The Committee self assessed its performance concluding that it was

effective and adequately met the requirements of its terms of reference noting that diversity on the Board had already been discussed during the meeting.

- No changes were required to the terms of reference

11. Any other business

A Governor commented that the College's risk register did not include a major pandemic asking if it is timely to review the risk register. This could incorporate a review of any national issues from the Government's risk register and any potential risks identified by AoC and OfS. There should be a flexible approach to respond to any risks on the national risk register which could, at any time, impact on the College. The Audit Committee would be asked to address this issue which is part of its remit. **ACTION: CLERK TO GOVERNORS**

12. Date and Time of Next Meeting

The next meeting was arranged for Monday 23 November 2020 commencing at 3.00 pm.