



**MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE**

**TUESDAY 17 NOVEMBER 2020 – 9.30 AM**

**VIA ZOOM**

**PART I**

**Clerk:** Mrs R Clare

**In attendance:** M Sharples, M Wright, R Kay, C Trasler, A Sutcliffe, K Williams

Action	
4/20 Committee Membership and Recruitment  The Committee requested that the Director of Governance contact P Newell to see if he will consider this role. It was suggested that July 2021 would be a good time for a new Chair of the Audit Committee to take on this role, subject to M Grant remaining in position until this time.	RC
4/20 Committee Membership and Recruitment  A Member asked if the avenues for recruiting that were verbally shared could be included in the next report.	RC
6/20 Sector update  The link for the webinar will be circulated to Committee Members.	RK
7/20 The Code of Conduct for Corporation Members  The Code was adopted by the Search and Governance Committee and will be shared with all Corporation Members.	RC

**MINUTES**

- Item 1/20 Title**  
**Welcome and Apologies for Absence**  
 M Wright acted as Chair of the Committee for the meeting. The Chair welcomed Committee Members to the meeting. There were no apologies for absence.
- Item 2/20 Title**  
**Minutes and matters arising**  
 The minutes of the meeting held on 12 November 2019 were approved as an accurate record. The matters arising from the previous meeting were reviewed.
- The Director of Governance confirmed that Governors had been invited to a range of events including, 'Speed Networking' with staff, student focus group, staff focus group, North East

Cheshire Business Awards, Chairs Leadership Programme, National Citizens Service Graduation, Dragons Den and Open Evening.

A curriculum meeting had taken place.

M Wright was appointed as Vice Chair of the Corporation and there was a smooth hand over.

### 3/20 **Annual Governance Report – Position Statement**

The Director of Governance presented the Annual Governance Report and Position Statement including Governance KPIs and action plan.

The Director of Governance explained that there was a detailed section of the report relating to Covid-19 and how the Board operated its Governance arrangements during this time. The College had followed all national, AoC and NGA advice. The Director of Governance shared how the College had operated during this time at her AoC network meeting and shared practices with other colleges. The Director of Governance reported that the attendance KPI was high at 83% but slightly lower than 86% in the previous year. This was mainly due to lower attendance from student governors during the latter part of the academic year. Two new student governors will be appointed at the December Corporation meeting.

#### **Q: Will the two student governors attend the meeting in person?**

One of the student governors confirmed that they would like to attend in person. The other student governor was yet to confirm, but lives out of area so may join the meeting via Zoom.

The Director of Governance confirmed that the governor participation KPI for training and events was high at 357 hours against a target of 125 hours. This was due to a number of factors including the Chairs engagement with the DfE Chairs Leadership course and also a number of governors participating in ETF Governor training. Both the staff and student governors had engaged with AoC training. The attendance was also high at the North West Manchester Conference. The Director of Governance continued to attend training throughout the year including the Governor Professionals event and Governance Conference. The Director of Governance is also an NGA Member and utilises their training events.

The Director of Governance referred to the section relating to the EIF evidence that supports the Leadership and Management SAR. The Director of Governance explained that the Governance element underpins the leadership section. The overall Leadership and Management SAR will be reviewed by M Sharples and M Wright and will be reviewed by the Corporation at the meeting on 8 December 2020.

The Committee reviewed the Governance action plan. The Director of Governance explained that she had removed the completed action relating to the work with the FE Commissioner as intervention was now closed. An action relating to subcontracting was also removed as this was completed and no longer relevant as the College was no longer subcontracting. The action relating to powerful questioning was highlighted white as this was an ongoing action that should always continue.

#### **Q: The action plan has key strategic points for governors, will they be impacted or need to be changed due to Covid-19?**

The Principal confirmed that the key strategic aims for governance remain the same but there is further emphasis on the financial adjustments of the business and scope for curriculum planning.

### 4/20 **Committee Membership and Recruitment**

The Committee received an update on Committee Membership and Recruitment.

The Director of Governance had contacted D Owen as he had missed a number of Audit Committee meetings. D Owen confirmed that as his profession is aviation, this had been

impacted massively by Covid-19 and he was no longer in a position to carry out his role as a Governor. The Director of Governance approached N Schofield who had previous experience of Risk Management in his role as CEO and he has agreed to join the Audit Committee.

M Grant previously informed M Sharples that she will be moving out of the area but will see out her term of office. M Grant was currently not eligible for reappointment after this time as she had already served two terms of office (8 years). The Committee discussed the Chair of the Audit Committee role. The Director of Governance stated that P Newell would be an excellent replacement for this role. **The Committee requested that the Director of Governance contact P Newell to see if he will consider this role. It was suggested that July 2021 would be a good time for a new Chair of the Audit Committee to take on this role, subject to M Grant remaining in position until this time.**

The Director of Governance confirmed that both A Sutcliffe and K Williams term of office was due to expire in September and October 2022. Both Members were not eligible for reappointment due to already serving two terms of office (8 years). Both Members confirmed that they were not looking to retire from their role before this time. C Trasler will be eligible for reappointment as she has recently taken on the lead Governor Safeguarding role. The Director of Governance explained that looking ahead to the next two academic years, there was an opportunity to recruit potentially two new governors. A CV for a potential governor was provided in advance of the meeting. G Lagan has extensive FE and education experience and would be a great asset with her up to date knowledge as she had only recently retired. The second potential governor was Y Saxon who was a HR Operations Director for Vista. Y Saxon was currently reviewing the opportunity and the Director of Governance will look to share further information with Committee members. Derby University has also been contacted directly to provide a HE Governor to replace the governors that will be leaving in 2022. Derby University confirmed that they will be able to support the College with a governor from the University.

**Q: Will the College be able to recruit more locally, possible recruitment in the local newspaper?**

The Director of Governance explained that more recently the College had moved to using Inspiring Governance, AoC, SGOSS, social media campaigns, LinkedIn campaigns, local board membership, contacts and using the College website. The College was no longer using newspapers, even for its own marketing. The Director of Governance confirmed that the College had successfully recruited Members both locally and further afield in recent times. Local governors included N Mannion, E Kennedy, M Bansal, M Bowers and G Lagan. J Walters and P Newell were further afield but their attendance had been strong and their skills and mind set were extremely beneficial. Both Members contributed enormously to the Corporation and had been a part of the work with the FE Commissioner and Ofsted. The Chair of the Corporation confirmed that the Corporation was lucky, in that it was not in a position where there were vacancies and recruitment had always been successful. **A Member asked if the avenues for recruiting that were verbally shared could be included in the next report.**

The Committee agreed to the appointment of G Lagan who will be invited to join the Corporation meeting in January 2021. The Committee discussed the importance of early recruitment whilst meetings were held via Zoom as it could potentially take a longer time to understand the working practices of the Corporation remotely.

The Director of Governance explained that J Walters and P Newell will both be eligible for reappointment for a further term.

5/20

**Terms of reference**

The Director of Governance shared the Terms of Reference for the Search and Governance Committee in advance of the meeting. There were no recommended changes at this time. The Terms of Reference will be recommended to the Corporation for approval.

6/20 **Sector update**

College of the future

The Principal explained that the Independent Commission on the College of the Future has set out a vision for the role colleges can play for people, productivity and place. The upcoming FE White Paper represents an opportunity to take this vision forward. The emerging recommendations and emphasis are on accountability and meeting future skills. The Chair and Principal had attended a webinar and workshop on the paper. **The link for the webinar will be circulated to Committee Members.** The Principal confirmed that there will be further discussion at Board level over the coming months in relation the paper.

- **Chair DfE Group**

The Chair of the Corporation provided an update from his Chairs Leadership DfE Group. The Chair had continued to meet a small group since his training in Oxford. The Chair confirmed that there were many financial challenges that remain for a number of Colleges. A number of Colleges continue to face challenge where they do not respond and make business critical decisions. He confirmed that Government would not step in to support Colleges in relation to Covid-19 and it was up to colleges to continue to manage. The Chair confirmed that Macclesfield College had taken swift action in the past and would continue to do so and this would place them in a sustainable position in the long run.

- **Update from AoC Chair and Principal Group and Governance Group**

The Principal, Chair and Director of Governance confirmed that there was an emphasis on Ofsted inspections being restarted. An Ofsted inspection was carried out at Macclesfield College and the full report will be shared with Corporation Members at the next Corporation meeting.

- **Decision in relation to remote meetings**

The Committee agreed in line with the College risk assessment and space within College that meetings would continue remotely until the end of the academic year. Members agreed that the meetings were running successfully remotely and attendance was high.

7/20 **Code of Conduct**

The Code of Conduct for Corporation Members was shared in advance of the meeting. The published code is provided by Eversheds and is adopted upon any changes/new additions. The code had been amended to fit with the College Principles and Mission Statement, and all College policies referenced. **The Code was adopted by the Search and Governance Committee and will be shared with all Corporation Members.**

8/20 **Date and time of the next meeting**

The date and time of the next meeting will be shared when the calendar of meeting is published for 2021/22.