



## MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE

TUESDAY 25 JANUARY 2022 – 9.30 AM

ZOOM

PART I

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**Clerk:** Mrs R Clare

In attendance:

M Sharples    Chair  
M Wright  
R Kay  
A Sutcliffe  
K Williams

Actions:

A Member commented that a reference to the HE SED should be added. This will be included in the report. RC. (Annual Governance SAR and report).

### MINUTES

- | <b>Item</b> | <b>Title</b>   |
|-------------|--|
| 1/22        | <b>Welcome and Apologies for Absence</b><br>Members were welcomed to the meeting. There were no apologies for absence.   |
| 2/22        | <b>Minutes and matters arising</b><br>The minutes of the meeting held on 17 November 2020 were approved as an accurate record.<br><br>The actions from the previous meeting were reviewed:<br>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 P Newell to take on this role, subject to M Grant remaining in position until this time. <i>RC spoke to PN and he could not take on the role due to work commitments and other volunteer roles. PN has since resigned as the end of his term of office. MW has taken on the role of Chair of the Audit Committee. JM has been appointed to the Corporation and has also been appointed to the Audit Committee. JM has experience of risk.</i><br><br>A Member asked if the avenues for recruiting that were verbally shared could be included in the next report. <i>The avenues for recruiting are shared within this year's report.</i><br><br>The link for the webinar will be circulated to Committee Members. <i>The link for the webinar was shared with Committee Members.</i><br><br>The Code was adopted by the Search and Governance Committee and will be shared with all Corporation Members. <i>This was shared with all Corporation Members.</i> |
| 3/22        | Annual Governance Report – Position Statement  |

The Director of Governance shared the Annual Governance report and position statement. RC summarised the main points of the report. RC reported that attendance was high as 85% against a target of 80%. 80% was the national benchmark.

The Corporation continued to operate remotely for meetings and strategy days using Zoom and Trust Governors through 2020/2021.

The new Governor Engagement strategy was launched and was fully inclusive. This included Student Council meetings, Staff meetings, Health and Safety visits, Campus visits, learning walks, SMT meetings, IT Internal Group, Dragons Den Panel, Safeguarding and E, D and I meetings.

Training continued to take place remotely and included a range of events hosted by ETF and AoC, in addition to our own internal training. Educare was launched and training was high on the national and regional conferences. There was also training on High Quality Delivery Online and T Levels. MS, RC and RK also completed the Oxford Development Programmes. Training hours were recorded at 201.

Three new Members were appointed in line with the skills audit and Equality, Diversity and Inclusion strategy for the College. Unfortunately, one of these Members had to leave due to family commitments.

The key priorities are shared in the report on page 6, as confirmed in the overall SAR. The Impact Plan was received. The plan was updated as dated December 2021.

**A Member commented that a reference to the HE SED should be added. This will be included in the report.**

#### 4/22 **Committee Membership and Recruitment**

An update report on Committee Membership and Recruitment was shared. Two Members term of office are due to expire in September and October 2022. The Chair of the Corporation has agreed to remain in position. AS term of office is linked to his position as Chair of TMA.

MS, MW, RK and RC have met a number of new governors. It was decided not to interview one candidate based on their application. One candidate was interviewed but deemed not suitable due to their skills. JM was interviewed and has since been appointed to the Corporation and the Audit Committee. RCh was interviewed last week and her appointment is recommended for approval. RCh leads HR for East Cheshire NHS Trust. Her Chairman of the Board has approved her appointment. This was a requirement that the Trust needed to be complete prior to appointment.

RC reported that there are currently five Members on each Committee. The Standing Orders recommend no fewer than four members but the Terms of Reference state up to six Members. We will consider an additional Member from the existing membership to each Committee once the new Members have been appointed. The Committee approved the current membership.

In terms of recruitment going forward, an additional Member was required for the Corporation for finance. It was confirmed that a refresh of the skills audit will be completed in May, along with the appraisal of the Chair.

#### 5/22 **Terms of reference**

The terms of reference were shared in advance of the meeting. There were no changes recommended. The terms of reference for the Committee were approved.

#### 6/22 **Sector update**

Update from AoC Chair and Principal Group

The Principal confirmed that other colleges who had been inspected reported that Leadership was a priority and Governance was quite a small focus within the priority. There are only two lines linked to Governance within the framework. Most colleges were receiving 4-day inspections not two-day inspections from September. Ofsted are carrying out deep dives in high and low performance areas. The College is preparing for their next inspection.

- **Governance Review**

At the December Corporation meeting the Interim Guidance on strengthening governance was shared. The guidance recommended an external review of governance to take place every three years. This was recommended to take place in 2021/22 or 2022/23. The expectation was the review would take place against the updated Code of Good Governance. The last external review took place in 2018 and included a Governance Health Check. Internal reviews take place at the College annually. An internal Audit on Governance is due to take place in May 2022. RC recommended for the external review to take place in February 2023. The actions from the review could be incorporated into the Strategic Planning day. The Chair suggested to leave the review as late as possible. This was due to having an internal audit in May and ensuring that the review is taking place at a time when it can be most effective in terms of who carries out the review and at what cost.

- **Decision in relation to remote meetings. Hybrid model.**

RC discussed the intention to move to in person meetings from April. RC questioned Members on a hybrid model and action if a Member did not feel comfortable coming on site. Corporation Members discussed this and agreed that the hybrid model would be the most suitable.

#### 7/22 **Code of Conduct 17<sup>th</sup> Editions**

The Code of Conduct 17<sup>th</sup> Editions for Governors was provided. This was approved and will be shared with all Corporation Members. RC informed Members that in relation to Register of Interests it is the governor's responsibility to report any changes in year.

#### 8/22 **Standing Orders and Scheme of Delegation**

The Standing Orders and Scheme of Delegation were shared in advance of the meeting. The changes to the Standing Orders were changes in job title, references to 'in writing' to include hard copy, electronic and email. In relation to governor's removal from post, there was an added clause of if 'It is in the best interest of the Corporation'. The reference to Personal Interests was updated to the Charity Commission instead of the Secretary of State. The changes were in line with the updated Articles of Association recently approved by the Corporation and in conjunction with Eversheds.

#### 9/22 **Mapping of Code of Good Governance for English Colleges**

The draft review of the mapping of the Code of Good Governance for English Colleges was presented. The code was fully implemented with the exception of two sections. One was in relation to the requirement for an external review of Governance. This was last conducted in 2018 and will be conducted in February 2023. Internal assessments take place annually.

The section on Environmental Sustainability had been shared with VH and this will be reviewed by ELT. This code needs completing by 2022/23. VH will review the requirements of the code and decide if this work needs to be commissioned or can be completed in-house. This may need to be reviewed in collaboration with local colleges as it could prove costly.

10/2 **Date and time of the next meeting**

2 The date for the next meeting will be agreed when the cycle of business is shared at the July Corporation meeting.