

## Search and Governance Committee Minutes

Meeting held on Thursday 4<sup>th</sup> June 2020 at 4.00 pm, via Zoom

**Governors:** Phil Cook (Chief Executive and Group Principal), James Ruddock (Staff Governor), Mark White (Corporation Chair) and Norma Wilburn (Chair)

**Apologies:** Rob Mitchell

**Officials:** Sarah Thompson (Clerk to the Corporation) and Sam Young (Governance Support Officer)

*Rob Mitchell had sent apologies for the meeting but had emailed comments to the Committee Chair that would be fed into discussions.*

---

There were no declarations of interest.

### **S20/15 Notification of Items of Other Business**

No items of other business were notified.

### **S20/16 Agenda Item 2 – Minutes of Previous Meeting**

Minutes of the Special Search and Governance Committee meeting held on 30 April 2020 had been circulated and were **approved** as an accurate record.

Members considered the actions arising from previous meetings and noted the items that had been completed or were on the agenda for this meeting. The Clerk updated members on Kirk Siderman-Wolter's outstanding Prevent certificate and safeguarding training; the Clerk and Committee Chair agreed to discuss how best to take this forward and members agreed that completion was a requirement of Board membership. Members agreed that commitment to committee membership was a less pressing issue. It was agreed that the Corporation Chair would discuss the value of governors attending other committees at one-to-ones; these would take place over the summer.

All other items were in progress and would be updated at the next committee meeting.

### **S20/17 Agenda Item 3 – Corporation and Committee membership**

The Clerk confirmed that Subhash Chaudhary wished to seek reappointment and outlined an analysis made against reappointment criteria; he had had excellent attendance over the last four years and had made a valuable contribution as a Board member and Vice Chair of Audit Committee. Members welcomed his re-appointment.

The Clerk confirmed that the Corporation currently consisted of 18 members, the current agreed maximum composition; in line with the Instrument of Government, membership could be increased to 20. She highlighted that consideration would need to be given to the recruitment of two further external Corporation members by Autumn 2021, along with any specific skills requirements.

Following discussion, members agreed that, given the College Principal SRC's knowledge of higher education (HE) and the fact that Dot Smith, Martin Gray and Vanessa Housley all had strong backgrounds in education quality, it was not particularly necessary to recruit a governor simply based on a background in HE. It should, however, remain a consideration in terms of skills. Members felt that international business experience was not a major consideration and that several Board members would already have some experience in this area. Members agreed that HR experience was important and, given that only one Board member currently had extensive HR experience, would be a recruitment consideration. The current strength of the Board was noted, with high quality input and involvement from all members; it was felt that an effective board needed appropriate personal characteristics and qualities more than specific skills.

Members noted that the first priority should be to seek nominations for the Chair and Vice Chair of the Corporation following the Governors' Workshop in September and the establishment of a Leadership Succession Task and Finish Group and then to consider recruitment of external governors. It was agreed that Audit Committee Chairship should be added to the Leadership Succession Action Plan; the Corporation Chair would initially discuss this with governors as part of his one-to-ones.

In response to a member's request, the Clerk would list governors by first name, rather than just initial, and second name in the Corporation membership lists.

Members **noted** the membership update and **agreed** to recommend to the FE Corporation that Subhash Chaudhary be reappointed for a term of office of four years from October 2020.

#### **S20/18    Agenda Item 4 – Leadership Succession Planning**

The Clerk gave an update on the Leadership Succession Action Plan and highlighted that the Governors' Workshop, facilitated by Sir Frank McLoughlin, and now arranged for 24<sup>th</sup> September, would be a key activity. Members agreed that, if necessary, the workshop should still take place and could need to be held remotely, or in a blended format, though a face to face session would have been preferable. The Chief Executive agreed to ascertain whether Sir Frank would feel confident holding the workshop remotely and, if so, which platform he would prefer.

Members considered the number, length and timing of meetings and felt that the number and length of meetings remained appropriate. In terms of timing, members agreed that remote meetings had helped to reduce the time commitment needed for each meeting and may well influence governance practices in the future. However, their effectiveness, in the view of a governor, had possibly relied on strong pre-existing relationships based on previously meeting face to face which would be more difficult to establish with new members should all future meetings be held remotely. There was discussion about the benefits and wider use of available platforms.

The Chief Executive added that Etc.'s working practices had fundamentally changed over the past twelve weeks and that new Working from Home guidelines sought to formalise arrangements and enable staff to make choices about how and when they work, improving work / life balance, where possible. He felt that COVID-19 had presented an amazing opportunity to change working practices and that the Group should not waste this. He invited the Staff Governor to reflect on his own experiences. The Staff Governor agreed that, although he had always been an early adapter to technology himself, the necessity for all staff to use technologies had made the Group unrecognisable to how it had operated in March. More senior managers than usual had attended Business Planning (BP) held remotely that morning and were able to give the same challenge. Engagement with remote Open Days had been encouraging and he could envisage technology complementing physical events in the future. Benefits were also evident in his work with external stakeholders; ten schools' careers advisers had recently engaged in a Teams meeting, despite never having taken up the offer of coming into Redcar and Cleveland College for previous events. The Chief Executive agreed to arrange a staff presentation on the use of technology and changes in working practices to a future Corporation meeting.

The timing of meetings was discussed and a member had stated a preference for meetings during the working day, given that he had to attend evening work meetings. Members felt that though evening meetings were currently more convenient for working governors, in the longer term, if more were held via technology, daytime meetings could become viable given the smaller time commitment. Members **agreed** that individual committee chairs should explore preferences with committee members at their Autumn term meetings.

Members discussed a process for governors to express an interest in the roles of Corporation Chair and Vice Chair; they felt that the Governors' Workshop would be an important step in deciding both what sort of Chair governors wanted and the skills and role balance between the Chair and Vice Chair. It was **agreed** that, whilst it was too early to formalise any application process, governors would be invited to express any interest to the Clerk after the workshop.

Members **agreed** to recommend retention of the current four year terms of office for Corporation Chair and Vice Chair, subject to annual review.

Members **agreed**:

- i) that the number and length of meetings remained appropriate but that committee chairs should consult committee members on the timing of meetings (daytime or evening) at their Autumn term meetings;
- ii) that governors be invited to submit initial expressions of interest in Corporation Chairship and Vice Chairship after the Governors' Workshop in September;
- iii) to recommend retention of the current four year term of office, subject to annual review, for the Corporation Chair and Vice Chair.

**S20/19    Agenda Item 4 – Governance Self Assessment Process**

The Clerk explained that the current, lengthy, self-assessment questionnaire had become of little value in identifying areas for improvement. As detailed in her previously circulated report, she proposed to draft a shorter questionnaire focussed on governors' experience of remote governance and retain the section asking governors for their views in relation to the Group's key strengths, key areas for improvement and key priorities, and examples of the impact of decisions made by governors. She suggested that the questionnaire content was agreed with the Corporation Chair, Search and Governance Chair and Chief Executive prior to circulation over the summer.

Members **agreed** the change of emphasis and that the questionnaire should be developed by the Clerk and agreed with the Corporation Chair, Search and Governance Chair and Chief Executive.

**S20/20    Agenda Item 7 – Any Other Business**

The Clerk suggested that the next meeting be delayed until after the Governors' Workshop and agreed to consult members on the suitability of a meeting on Thursday 15<sup>th</sup> October 2020.

Members noted that the Corporation Chair and Search and Governance Committee Chair would meet the following week to discuss key messages from the Chair's appraisal outcomes.

*Mark White left the meeting.*

**S20/21    Agenda Item 6 – Chair's Appraisal Outcomes**

*This item was deemed confidential to committee members excluding the Corporation Chair and is included in the confidential appendix.*

**S20/22    Agenda Item 8 – Dates and times of future meetings**

15 October 2020, 2.30 pm (change of date agreed with members subsequent to the meeting)

14 January 2021, 2.30 pm

10 June 2021, 2.30 pm

**S20/23 Agenda Item 9 – Approval of Documents for Public Inspection**

It was agreed that the agenda should be made available for public inspection. Supporting documents were deemed confidential. Minutes would be published following committee approval.

**S20/24 Agenda Item 10 – Key Themes**

The following items were identified as key themes:

- Agreed to recommend to Corporation the reappointment of Subhash Chaudhary for a term of office of four years from October 2020
- Considered delivery options for the facilitated Governors' Workshop to be held on 24 September 2020
- Discussed the challenge and benefits of technology for staff and governors
- As part of the periodic review of the timing of meetings, agreed that committee chairs should consult committee members
- Agreed to retain the current four year term of office, subject to annual review, for the Corporation Chair and Vice Chair
- Agreed the key messages and process for feedback from the committee Chair to the Corporation Chair in relation to 2019-20 Chair's appraisal

*(The meeting ended at 5.25 pm)*

**Approved at a remote meeting**

**Date: 15<sup>th</sup> October 2020**