



DRAFT Search and Governance Committee Minutes

Meeting held on Thursday 15th October 2020 at 3.30 pm, via Zoom

Governors: Phil Cook (Chief Executive and Group Principal), Rob Mitchell, Mark White (Corporation Chair) and Norma Wilburn (Chair)

Apologies: There were no apologies for absence

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

There were no declarations of interest in items on the agenda

S20/25 **Agenda Item 1 – Appointment of Chair and Vice Chair 2020-21**

Members **agreed** to reappoint Norma Wilburn as Chair and to appoint Rob Mitchell as Vice Chair of the Search and Governance Committee for 2020-21.

S20/26 **Agenda Item 2 - Notification of Items of Other Business**

No items of other business were notified.

S20/27 **Agenda Item 3 – Minutes of Previous Meeting**

Minutes of the Search and Governance Committee meeting held on 4 June 2020 had been circulated and were **approved** as an accurate record.

Members considered the actions arising from previous meetings. The Corporation Chair commented on the success of the series of one-to-ones held with governors. The Clerk confirmed that the formal recommendation from the Committee that governors attend one meeting of each committee over a two-year cycle would be taken to the next Corporation meeting. The Clerk agreed to circulate the results of the survey on staff involvement in other governing bodies; the Chief Executive added that this would be repeated annually. Progress against actions was **noted**.

S20/28 **Agenda Item 4 – Review of Committee Performance against Terms of Reference**

The Clerk confirmed that each committee and task and finish group reviewed performance against terms of reference and membership each year; members noted that overall attendance for the Search and Governance Committee in 2019-20 had been 94%.

Members **agreed** that the committee had met its terms of reference in 2019-20 and **agreed** that it would be helpful to seek an additional committee member; the Clerk

agreed to take a recommendation to Corporation inviting interested governors to attend a future meeting. Members **noted** that no amendments to the committee's terms of reference were proposed, other than updating to reflect the current year.

S20/29 Agenda Item 5 – Corporation and Committee membership

The Clerk outlined the current composition of the Corporation and its committees and asked members to consider any action needed in response to the previously circulated update. Members **agreed** that no action was needed in respect to publishing additional governor profile data by ethnicity.

Following a suggestion at the Governor Workshop held in September that the skills review be reassessed in light of the post-Covid world, the Clerk confirmed that an updated skills review would be drafted for issue in the next round of annual returns. Members considered possible recruitment to the independent governor vacancy arising from Kirk Siderman-Wolter's resignation, including the need for accountancy or commercial experience. Members felt that governors' skills in effective governance practice often outweighed the need for specific qualifications. It was agreed to consider possible candidates and review at the next meeting. Members noted the possible need to recruit two external governors at the end of the Corporation Chair's and Vice Chair's terms of office and agreed to discuss action required at the next meeting.

Members **noted** the update.

S20/30 Agenda Item 6 – Committee, Task and Finish Groups and Subsidiary Company Boards – membership and terms of reference

The Clerk outlined recommendations and possible further action required in terms of committee membership and terms of reference. She confirmed that membership of the Search and Governance Committee had been discussed and action agreed under agenda item 4. The Audit Committee had considered membership at their recent meeting and had agreed there was no need to increase membership or seek a co-opted member at this time; the Clerk confirmed there had been no concerns regarding quoracy at Audit Committee meetings.

Members **noted** amendments to committee terms of reference to be recommended to Corporation and **agreed** to recommend the appointments of Anne Vickers and Katy Ludgate to Standards Improvement Committee and Martin Gray to Finance and Employment Committee to Corporation.

S20/31 Agenda Item 7 – Link Governors

The Clerk highlighted that further changes to the link governor role descriptions would be required to reflect changes in senior management responsibility for safeguarding and equality and diversity and for careers and destinations; the Chief Executive

updated members on developments in strategic leadership for student services and careers following the departure of the current Group Vice Principal Curriculum and Development.

Members **agreed** to:

- i) recommend the reappointment of Norma Wilburn as Link Governor for Safeguarding and Equality and Diversity and the proposed role description to Corporation;
- ii) recommend the reappointment of Gary Wright as Link Governor for Careers and Employer Engagement and the proposed role description to Corporation.

S20/32 Agenda Item 8 – NETA Articles

The Clerk explained that, following a request from the Search and Governance Committee, Weightman's solicitors had been engaged to undertake a review of the NETA Training Trust Articles of Association and key changes had been summarised in the previously circulated report. She added that the provision for members to serve a maximum of nine years would start from the date of NETA's merger with Stockton Riverside College. Members **noted** the proposed revisions to the NETA Training Trust Articles of Association and that these would be considered by the NETA Board for recommendation to the Corporation.

S20/33 Agenda Item 9 – Governor Recruitment and Induction Documentation

The Clerk confirmed that documentation had been reviewed and revised for publication on the new Etc. website, including an additional skills requirement in the Governor and Co-opted Member role descriptions for governors to be able to utilise appropriate technology to access governance documentation and remote meetings. Members considered the need for a review of staff governor recruitment procedures and it was agreed that the Clerk would bring proposals to the committee in time for the next staff governor recruitment exercise.

The Clerk outlined the induction process for staff, student and independent governors, including briefings from relevant senior managers and access to external induction training through the Association of Colleges. Members also discussed the value of assigning mentors for new governors.

Members **agreed** the final versions of the governance procedure for appointment and reappointment of Board members and induction arrangements, and the Governor and Co-opted Member Role Descriptions for publication on the College Group (Etc.) website.

S20/34 Agenda Item 10 – Governance Self Assessment

The Clerk reminded members that the self-assessment questionnaire for the 2019-20 academic year had focussed on the effectiveness of remote / online governance. This had identified three possible specific actions – careful consideration of the continued use of remote / virtual meetings within the governance calendar; opportunities for governors' involvement in a wider range of remote activity, including remote learning walkthroughs; and consideration of shorter more frequent meetings.

Members agreed that remote meetings had had a positive effect on governor engagement, with increased attendance and reduced travel time, but that many governors had missed the benefits of face to face contact. Members felt that there was a clear benefit in continuing remote committee and task and finish group meetings but that, for example, the Strategic Conference, if not carefully planned, could be less successful held in a remote format. It was noted that blended meetings could also be less effective.

The Chief Executive confirmed that he had taken part in several remote learning walkthroughs and found them to be a valuable insight into the current world of learning; several members of the Standards Improvement Committee, including the Corporation Chair, had already arranged walkthroughs and at the next Corporation meeting all governors would be encouraged to take up this offer.

Members **noted** the feedback from the governor self-assessment 2019-20.

S20/35 Agenda Item 11 – Corporation Leadership Succession Planning

The Clerk outlined proposed actions in relation to the succession planning action plan. Members **agreed** that it would be beneficial to have an additional member on the Corporation Leadership Succession Task and Finish Group, particularly a recently-appointed governor. The Clerk would approach those governors identified by members. Members discussed the wording of section 2, particularly in relation to the Chief Executive's attendance at meetings, and **agreed** to recommend the terms of reference for the Group to the FE Corporation, subject to proposed amendments.

Rob Mitchell left the meeting.

S20/36 Agenda Item 12 – Any Other Business

There were no items of other business.

S20/37 Agenda Item 13 – 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.

S20/38 Agenda Item 14 – Date and time of the next meeting

14 January 2021, 2.30 pm, location tbc

S20/39 Agenda Item 15 – Key Themes

The following items were identified as key themes:

- Review of Search and Governance Committee performance and membership and requirement for additional committee member identified;
- Considered skills gaps and Corporation vacancies and identified financial / accountancy and estates / capital projects experience as priority areas for recruitment;
- Undertook a high level review of committee membership and responsibilities, and link governor roles – no changes to committee responsibilities recommended, recommendations made in relation to committee and link governor appointments;
- Noted recommendations in relation to NETA Training Trust Articles, specifically inclusion of maximum service in line with Charity Commission guidance;
- Reviewed governor recruitment and induction processes and materials and agreed to include an additional skills requirement for governors / co-opted members in relation to appropriate use of technology to support governance;
- Reviewed governance self assessment responses and noted that governors were generally positive about the use of remote meetings as an element of the Governance calendar (self assessment outcomes would be reported to the December Corporation meeting);
- Considered Corporation Leadership succession planning and recommended establishing a task and finish group

(The meeting ended at 5.30 pm)