

# Minutes

## SEARCH & GOVERNANCE MEETING

Date:	6 <sup>th</sup> March 2023	Time:	11.00 AM
Chairperson:	Sally Osmond	Location:	Teams (online)

Members	Name	Present	Role
1	Iain Wolloff (IW)	*	Principal & Chief Executive
2	Martin Hamer (MH)	*	External Member
3	Sally Osmond (SO)	*	External Member– Chair
Apologies:	Glyn Howells (GH)		External Member
In Attendance:	Richard Lee (RL)	*	Clerk to Corporation – Minute taker
Quorum:	3 required	*	3 present at start - meeting quorate

Item No.	Item	Reports
1.	<b>APOLOGIES FOR ABSENCE</b> Apologies were received from GH.	Verbal
2.	<b>DECLARATIONS OF INTERESTS</b> There were no declarations of interest made.	Verbal
3.	<b>MINUTES OF THE PREVIOUS MEETING</b> To approve the Minutes of the meeting held on 10 <sup>th</sup> of October 2022.  <b>The minutes were unanimously approved by the Board.</b>	Paper p.2
4.	<b>MATTERS ARISING FROM THE MINUTES</b> None.	Verbal
5.	<b>REVIEW OF GOVERNANCE MATTERS</b> So asked the Committee to review the progress on college governance arrangements, new policies and new processes. SO noted two processes have been created: a process for minutes, and a process (and timelines) for agenda preparation. A third process will be written regarding the role of the Chair of the Committee.  SO asked the Committee to recommend the Minute Process and Agenda Process for approval by the FGB. <b>The Committee unanimously approved the Minute Process and Agenda Process for approval by the FGB.</b>  RL reviewed the skills audit. RL noted skills gaps amongst the Board in relation to FE/HE and suggested that College specific training be provided. MH noted most governors would not have a good awareness of FE/HE. SO asked if the skills audit	Paper p.3

	<p>data should be distributed. MH responded the data should not be distributed. RL noted that the skills audit should inform strategic and succession planning.</p> <p>SO reviewed the role of the student governors. IW noted that there is an HE governor and a 16-19 governor. IW noted the HE governor usually has a strong focus on governing; the electoral process - to promote a student council member to the position of 16-19 governor - was robust. RL noted that the student governor electoral process should be compliant with the Articles and Instruments. IW suggested student governors need training, but cautioned this imposes demands on the students. SO asked if a new student governor can be recruited at this point in the year. IW responded that student governors are appointed in the 2<sup>nd</sup> year of their study so recruiting incoming 2<sup>nd</sup> year students before summer might be advantageous. IW noted both student governors will need to be replaced.</p> <p>SO asked for an update on the website. RL responded that the website is being maintained by SD; the next set of amendments will update the TORs, Articles and Instruments once approved by the FGB.</p>	
<p><b>6.</b></p>	<p><b>INDUCTION FOR NEW MEMBERS</b></p> <p>SO reviewed the checklist for new board member induction. SO noted that the induction process for new governors was revised and governor expectations clarified. RL noted the revised induction process is currently operational.</p>	<p>Paper p.8</p>
<p><b>7.</b></p>	<p><b>DOCUMENTATION REVIEW</b></p> <p>SO updated the Committee on the review of the Instruments and Articles, and TORs. SO noted the Articles and Instruments have been updated, and a delegation log created. SO noted that the revisions mostly reflected standardization of the Instruments and Articles.</p> <p>SO noted the TORs have been reviewed in relation to the guidance papers, Standing Orders and Instruments. Each committee has been asked to review its own term of reference before they are submitted to the FGB for approval.</p> <p>SO noted that a finance reserve policy has been compiled from prior documentation into a new policy which is being drafted and reviewed by GH.</p> <p>MH noted the recommendation to the FGB that the documents be approved should consist of a sub point on the agenda to avoid further FGB discussion. SO affirmed the documents will be submitted for approval (not discussion).</p> <p>SO asked the Committee to recommend the Instruments and Articles for approval by the FGB.</p> <p><b>The Committee unanimously approved the Instruments and Articles for approval by the FGB.</b></p> <p>SO noted governance documents were compliant with guidance, ahead of external audits. MH asked what external auditors might be appointed. SO responded that presentations had been received from AOC and the Institute of Directors; both were a comparable cost (£8,000) and undertook comparable audit processes – reviewing minutes, website, meetings, etc. - but they did not</p>	<p>Paper p.25</p>

	<p>benchmark the College against other organisations. MH asked if a recent past governor could be appointed to conduct the audit. SO affirmed this could be considered but that the recommendation remained for an external audit.</p> <p>SO asked if governance will be discussed during the Ofsted inspection. IW responded that inspectors will likely review governance paperwork and meet specialist governors; skills in the community will likely comprise a core focus. IW noted GB won't be confirmed as chair of C&amp;Q before the Ofsted inspection. SO responded GB can be viewed as a governor with an interest in education as he attended the SAR panels and Ofsted preparation in relation to the football academy which will be subject to more intense scrutiny. MH suggested that we formalise the timeline of DP's resignation from the Corporation and GB's introduction, to demonstrate the timing of GB joining as a board member and taking on board the role of Chair of the Curriculum and Quality Committee.</p> <p><b>Action: SO will complete front page summary sheet for the FGB.</b></p>	
<p><b>8.</b></p>	<p><b>STANDING ORDERS</b> SO noted the Standing orders have been revised.</p> <p>SO asked the Committee to recommend the Standing Orders for approval by the FGB. <b>The Committee unanimously approved the Standing Orders for approval by the FGB.</b></p>	<p>Paper p.96</p>
<p><b>9.</b></p>	<p><b>BOARD MEMBER RECRUITMENT</b> SO asked the Committee to receive an update on resignations and the recruitment of new Board members. SO noted 2 Governors, NF and CC, have resigned. SO noted CC will remain the safeguarding officer until 1<sup>st</sup> of April, during the Ofsted inspection (13<sup>th</sup>-17<sup>th</sup> of March). IW noted from 1<sup>st</sup> April another member of the Board will take over safeguarding responsibilities. SO noted the resignation of NF reduced the Boards understanding of the PFI. SO noted that the skills audit indicates that with the resignation of DP and CC specialist information on FE/HE was also being lost from the Board and targeted recruitment is required to meet this need.</p> <p>SO asked if volunteer bureau advertising will continue. IW affirmed it will continue indefinitely. SO noted more pro-active recruitment is required for committees with reducing numbers such as the Curriculum and Quality Committee (C&amp;Q), and chairs and vice chairs. MH asked why a C&amp;Q Committee is required. IW responded that committees, if a committee structure has been adopted, undertake key Board functions. Without a committee structure, the Board had full oversight of all issues resulting in the prioritisation of significant, or well understood, issues over less significant issues. IW noted that committees provide a high demonstrable level of assurance and oversight on processes such as quality reporting. SO noted that AOC prioritised the use of link governors within colleges, for example a link governor for skills. MH noted it is problematic to find Governors from a business community that are able to fully fulfil a Board role.</p>	<p>Verbal</p>

<b>10.</b>	<b>AOB</b> None.	Verbal
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Signed:

*Sally Osmond*

Sally Osmond (Nov 2, 2023, 3:42pm)

(Chair) Date:

02 Nov 2023



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