



**MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE**  
**Wednesday 30 June 2021**  
**6.00pm**  
**Virtual Meeting**

**MINUTES**

**Present:** Tom Hesmondhalgh (Chair)  
Caireen Mitchell (Principal & CEO)  
Tony Stevenson  
Catherine Boyd Maunsell

**Clerk:** Clare Mitchell, Director of Governance

No.	Item
1.	<b>Apologies for Absence</b> Apologies for absence were received from Nasim Jivani Hemani.
2.	<b>Declaration of Interest</b> Tony Stevenson declared an interest in item 5.ii as the Chair of the Governing Body. Tom Hesmondhalgh declared an interest in item 5.iii as the current Vice-Chair of the Governing Body. It was agreed that they could be present for the discussion on these items.
3.	<b>Minutes of the Meetings held on 17 February 2021</b> The minutes of this meeting were agreed as an accurate record.
4.	<b>Matters arising from the Minutes not on the Agenda</b> The Committee <b>noted</b> the updated action list. The two outstanding actions relating to revising the Governor EDI form and the shortlisting grid would be completed prior to the next round of Governor recruitment.
5.	<b>Governance Policies and Procedures</b>  i <u>Review of Standing Orders</u>  The DoG outlined the proposed amendments to the Standing Orders. SO5.6.6 would be amended to clarify that Committee minutes did not need to be signed by the relevant Chair to confirm that they had been approved. However, the College's I&A did require Corporation minutes to be signed.  It was agreed that the SOs should be reviewed to ensure that gender neutral language was used throughout.  <b>Action: DoG to review the SOs to ensure the gender neutral language was used throughout</b>



The Committee **agreed** that the Standing Orders should be reviewed every two years. The requirement to review Committee terms of reference annually would continue.

The Committee **noted** that SO4.6 constituted the Governing Body’s “Policy on Attendance of Members at Meetings” and would be published on the College website once approved by the Board.

The Committee **recommended** the amendments to the Standing Orders to the Board for approval. The amendments would be presented to the October Board meeting with the amendments to the terms of reference of the Committees.

**Action: DoG to present the amendments to the SOs and Committee terms of reference to the Board at its October 2021 meeting**

ii Appraisal process for the Chair of the Governing Body

The Committee **recommended** that the Governance4FE Chair review tool should be trialled and that the process should be referred to as a review rather than as an appraisal. All governors, the P&CEO, VPF&R and the DoG would be asked to complete the review questions. All responses would be anonymous.

The Chair’s first review would take place in the Spring term of 2022, with subsequent reviews taking place annually in the autumn term. The Vice-Chair would meet with the Chair to discuss the full report and provide a summary report including actions to the next meeting of the Search and Governance Committee.

The Committee would consider a paper on introducing individual governor reviews at its next meeting.

**Action: DoG to present proposals for individual governor reviews at its next meeting**

iii Vice-Chair – Election Process and Review of Role Description

The Committee **recommended** that candidates for the Vice-Chair role should leave the room when the election took place. The Committee noted that only Governors present at the meeting could vote in the election, which would take place by secret ballot. If there was only one candidate, they would be elected unopposed.

After some discussion, the Committee took the view that the role description should be amended to remove the option to have more than one Vice-Chair. This would also require an amendment to the Standing Orders. Having more than one Vice-Chair could lead to confusion and conflict about who would carry out the duties of the Vice-Chair, such as chairing Governing Body meetings in the absence of the Chair or meeting with the Chair to discuss their annual review report. The Committee also proposed that the responsibilities of the Vice-Chair should state that they would normally hear grievances/complaints against senior post holders. This would leave the Chair free to hear any appeal. Subject to these amendments, the Committee **recommended** the role description for the Vice-Chair to the Board for approval.

iv Committee Chair – Review of Role Description

The Committee **recommended** the revised Committee Chair role description to the Board for approval.



v	<p><u>Board and Committee Schedule of Business 2021/22</u></p> <p>The Committee noted that comments had been received on the schedule of business for the F&amp;R Committee and this would be amended. The schedules of business for the LQCs and the Search and Governance Committee would be reviewed by the new Committee Chairs and the new VPE&amp;Q (for the LQCs) in the Autumn term. The Committee Chair expressed his view that the Chair of the Board might be the most appropriate Governor to Chair the S&amp;G Committee from 2021/22 because of its focus on Governance.</p> <p><b>Action: DoG to ask new Committee Chairs and VPE&amp;Q to review Schedules of Business for the LQCs and S&amp;G as appropriate</b></p> <p>The Chair of the Committee emphasised the importance of having space on each agenda to discuss an issue in more detail, to add value to the work of the Committee.</p> <p>The Committee expressed concern that F&amp;R Committee agendas might become overwhelmed with property matters in 2021/22 if all the current bids for capital funding were successful. It was suggested that either the Committee would need to meet more frequently or a separate group would need to be established to focus on property matters. It was <b>agreed</b> that this would be reviewed in the Autumn term of 2021/22 when the outcome of the capital bids was known.</p> <p><b>Action: DoG/P&amp;CEO/Chair to review the need for more frequent F&amp;R Committee meetings or the establishment of a Property Group depending on the outcome of the current capital bids</b></p>
6.	<p><b>Recruitment to Governor Vacancies</b></p> <p>The Committee noted that there was a vacancy for an external governor on the Board following Rahel Haque’s resignation on 10 June 2021. There would be a second external governor vacancy from 1 September 2021 when Tom Hesmondhalgh would also be leaving the Board.</p> <p>The Chair of the Board gave an overview of the current skills on the Board and any gaps. The Committee <b>agreed</b> that new Governors should be sought with the following skills:</p> <ul style="list-style-type: none"> <li>• Property</li> <li>• Audit/Cybersecurity/IT</li> </ul> <p>These vacancies would be advertised, including on social media, and Governors would be asked to advertise via their networks. The adverts would be live over the Summer with shortlisting and interviews taking place early in the Autumn term.</p> <p><b>Action: DoG to advertise for two new external Governors over the Summer with shortlisting and interviews taking place early in the Autumn term.</b></p>
7.	<p><b>Board Development Programme 2020/21 Update</b></p> <p>The Committee <b>noted</b> the update on the Board Development Programme for 2020/21 and the plans for risk management training for the Board immediately prior to the 20 October 2021 Board meeting. The Committee <b>agreed</b> that the College should purchase a twelve month subscription to the ETF Governance Development Modules. The Chair of the Committee would share strategies for encouraging Governors to complete specific modules with the DoG.</p>



	<p><b>Action: Chair of the Committee to share strategies for encouraging Governors to complete specific ETF Governance Development Programme modules with the DoG.</b></p> <p><b>Action: DoG to arrange for College subscription to ETF Governance Development Modules</b></p> <p>It was proposed that the VPF&amp;R should be asked to re-run her training session on FE funding streams for Governors in the Autumn term.</p>
<p><b>8.</b></p>	<p><b>Areas for Discussion</b></p> <p>i        <u>Board and Committee Effectiveness Process and Skills Audit</u></p> <p>The DoG asked for input in how to get feedback on Committee meeting effectiveness to improve the Committee self-assessment process. It was agreed that Committee members should be asked to complete a very brief questionnaire via Teams at the end of the meeting. This would be trialled in the Autumn term.</p> <p><b>Action: DoG - Committee members to be asked to complete a very brief Committee effectiveness questionnaire via teams at the end of the Autumn term meetings in 2021/22</b></p> <p>ii        <u>Committee Chairs and Members 2021/22</u></p> <p>The Committee discussed the expressions of interest received from Governors and the remaining vacancies on the Committees. The DoG or Chair would contact Governors individually after the meeting re any proposed changes to their Committee membership or roles on Committees in 2021/22 and the Board would be asked to make the formal appointments at its October meeting. It was proposed that a co-opted member should be appointed to fill the second vacancy on the Audit Committee.</p> <p><b>Action: DoG or Chair to contact Governors individually after the meeting re any proposed changes to their Committee membership or roles on Committees in 2021/22</b></p> <p>iii       <u>Governors' Portal</u></p> <p>Members' feedback on the portal was positive. It was agreed that the 2020/21 SAR should be uploaded once available as it would be helpful reference material for Governors for the expected Ofsted inspection. A link to the ETF Governance Development Modules should also be added to the portal.</p> <p><b>Action: DoG to add 2020/21 SAR to the Governors' Portal and a link to the ETF Governance Development Modules</b></p>
<p><b>9.</b></p>	<p><b>Review of Committee Terms of Reference</b></p> <p>The Committee <b><u>recommended</u></b> the proposed minor amendments to the Board for approval.</p>
<p><b>10.</b></p>	<p><b>Post Meeting Evaluation</b></p> <p>See discussion above re Teams survey at future meetings.</p>



<b>11.</b>	<b>Dates of Future Meetings</b>  Wednesday 1 December 2021 Wednesday 23 February 2022 Wednesday 6 July 2022
<b>12.</b>	<b>Other Business</b>  The Committee thanked Tom Hesmondhalgh for his contribution as Chair of the Committee.

*Approved as an accurate record by the Search and Governance Committee at its meeting on 24 November 2021*

*Clare Mitchell  
Director of Governance*

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